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

POLYMED

Date: 04th September, 2024

The Manager
BSE Limited
Corporate Relationship Department,
1st Floor, New Trading Ring,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort Mumbai,
Maharashtra – 400001

The Manager
National Stock Exchange of India Limited
C-1, G-Block, 'Exchange Plaza',
Bandra - Kurla Complex,
Maharashtra - 400051.

Subject: - Notice of 29th Annual General Meeting, Annual Report for the year 2023-24, Book Closure and E-voting

Dear Sir/Madam,

The 29th Annual General Meeting (AGM) of the Company will be held on **Thursday, 26th September, 2024, at 10.00 a.m. through Video Conferencing ("VC" or Other Audio Visual Means ("OAVM")** in accordance with the MCA/SEBI circulars.

Pursuant to Regulation 30 and Regulation 34(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), please find enclosed herewith Annual Report including Notice of AGM of the Company for the financial year 2023-24.
In compliance with relevant circulars issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India, the Notice convening the AGM and the Annual Report of the Company for the financial year 2023-24 are being sent to all the members of the Company whose email addresses are registered with the Company or Depository Participant(s).

Pursuant to the provisions of Regulation 42 of SEBI (LODR) Regulations, 2015, please be informed that:

- **The Register of Members and Share Transfer Books** of the Company will remain **closed from Friday, the 20th September, 2024 to Thursday, the 26th September, 2024 (Both days inclusive)** for Annual General Meeting.

- The Company will provide its members the facility to exercise their vote at the aforesaid AGM by electronic means on all resolutions set forth in the notice. **The e-voting will commence on Monday, 23rd September, 2024 (9.00 A.M) and will end on Wednesday, 25th September, 2024 (5.00 P.M)**. The voting rights of Members shall be as per the number of equity shares held by the members as on the cut-off date/Record date, which is 19th September, 2024.

POLY MEDICURE LTD. New Delhi

The Annual Report containing the notice is also uploaded on the company's website: https://www.polymedicure.com/wp-content/uploads/2024/09/Final-Polymed-AR-2023-24-1.pdf

This is for your kind information and record please.

Thanking You,

Yours Faithfully,

For **Poly Medicure Limited**

AVINASH CHANDRA Digitally signed by AVINASH CHANDRA Date: 2024.09.04 18:55:09 +05'30'

POLY MEDICURE LTD. New Delhi

Avinash Chandra
Company Secretary
M. No. A32270

POLYMED

ANNUAL REPORT

2023-2024

Poly Medicure Limited

Corporate Information

Board of Directors

Chairman
Devendra Raj Mehta

Non-Executive Independent Directors
Shailendra Raj Mehta
Sandeep Bhargava
Amit Khosla
Sonal Mattoo
Dr. Ambrish Mithal

Non-Executive Directors
Jugal Kishore Baid
Mukulika Baid
Alessandro Balboni

Additional Director
Vimal Bhandari

Managing Director
Himanshu Baid

Joint Managing Director
Rishi Baid

Company Secretary
Avinash Chandra
Ravi Prakash

Chief Financial Officer
Naresh Vijayvergiya

Bankers
State Bank of India
Citibank N.A.
The Hongkong and Sanghai Banking Corp. Ltd.
HDFC Bank Ltd.

Auditors
M/s. M.C. Bhandari & Co.
204, Second Floor, Manisha Building,
75-76, Nehru Place, New Delhi-110019
New Delhi

Internal Auditors
M/s. Price WaterHouse Coopers Pvt. Ltd., New Delhi
M/s. Oswal Sunil & Company, New Delhi

Cost Auditors
M/s. Jai Prakash & Co.
Faridabad

Secretarial Auditors
M/s. P.K. Mishra & Co.
New Delhi

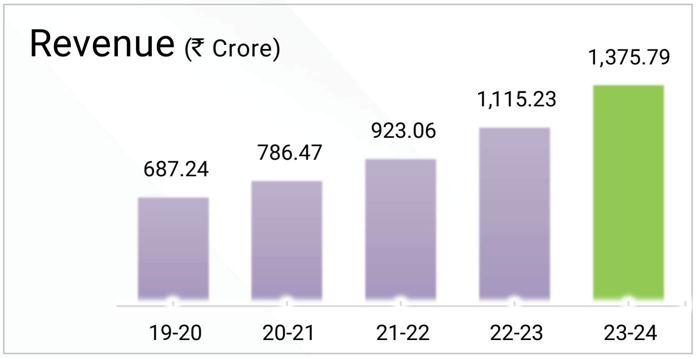
Registrar and Transfer Agents
MAS Services Limited,
T-34, 2nd Floor,
Okhla Industrial Area, Phase-II,
New Delhi-110020
Tel:+ 91(011)-26387281/82
Fax No. 011- 26387384
E-mail: mas_serv@yahoo.com
Website: www.masserve.com

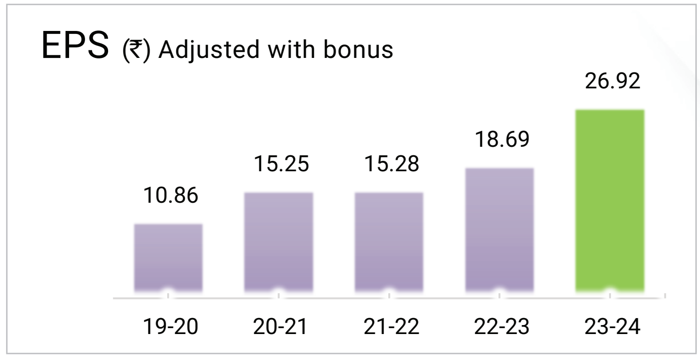
Registered Office
232B, 3rd Floor, Okhla Industrial Estate, Phase III
New Delhi – 110020 (India)
Tel No.: 91 11 - 26321838, 81, 89, 93
Fax No.: 91 11 – 26321839, 94
Email: investorcare@polymedicure.com
Website: www.polymedicure.com
CIN: L40300DL1995PLC066923

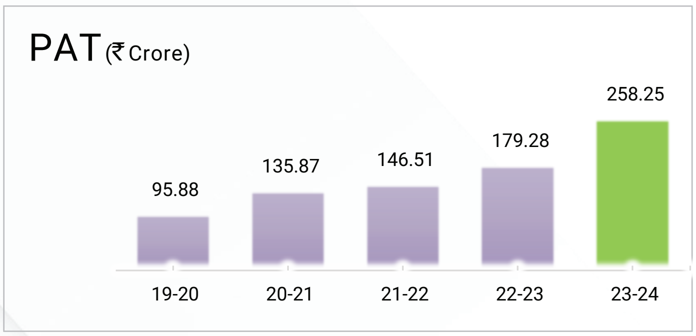
AGM Venue
Video Conferencing
(VC) or
Other Audio Video Means
(OAVM)

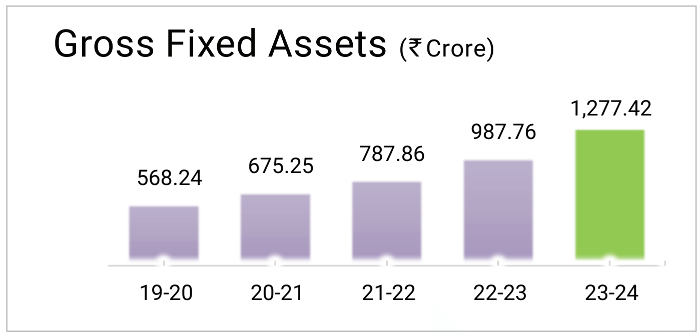
Inside this Report:

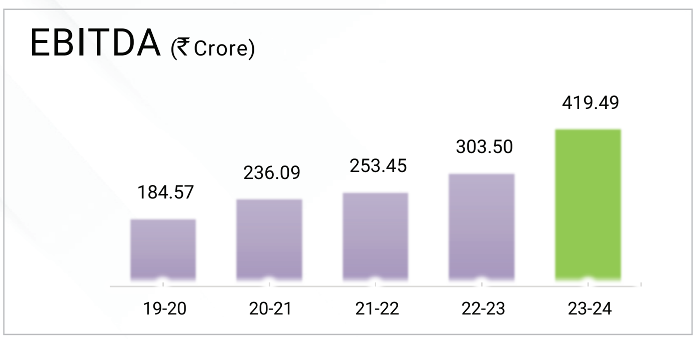
Key Performance Indicators (Consolidated):

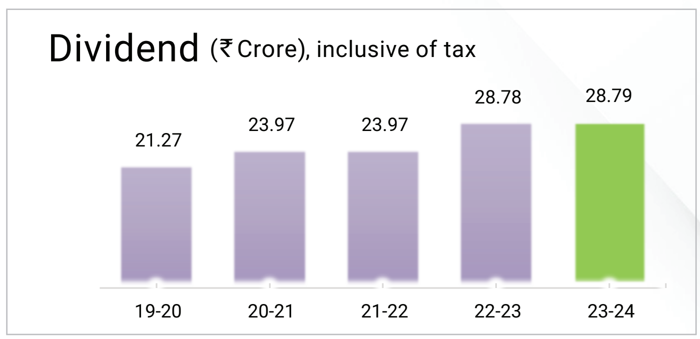


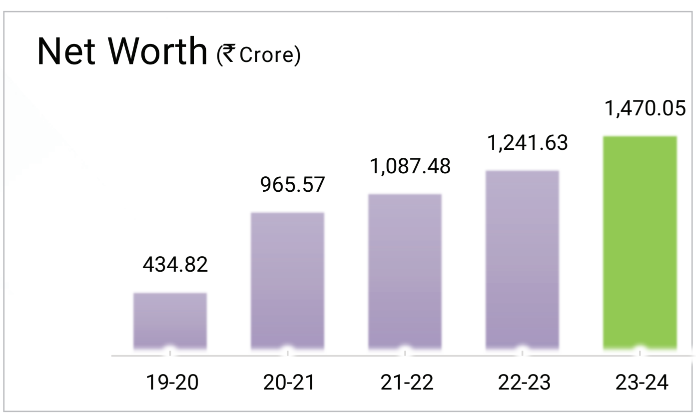


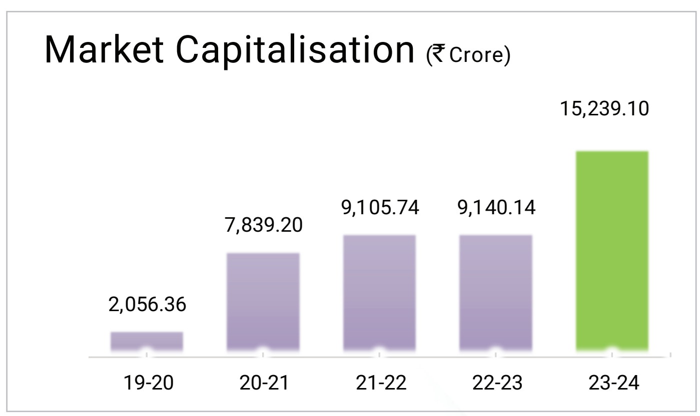






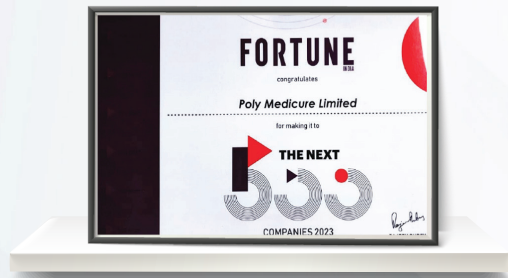






Awards and Recognitions

Best Healthcare Brands 2024
by ET Edge



The Next 500 Companies 2023
by Fortune India

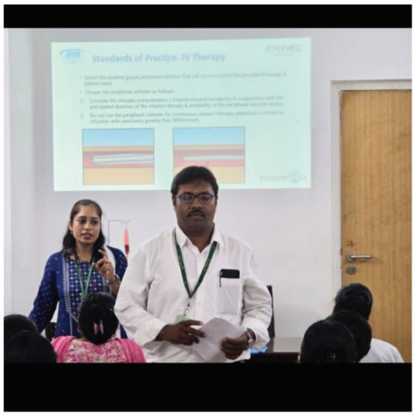
Award for Top Exporter of plastic medical
disposables from India for Year 2022-23
by PLEXCONCIL

Best Company For Technology
Innovation in Healthcare 2023
by ASSOCHAM

Clinical Engagement Programmes conducted across various hospitals in India



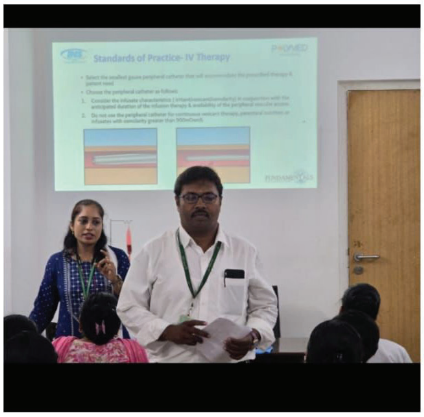










Participation in various International Exhibitions & Conferences

Medica, Germany-2023

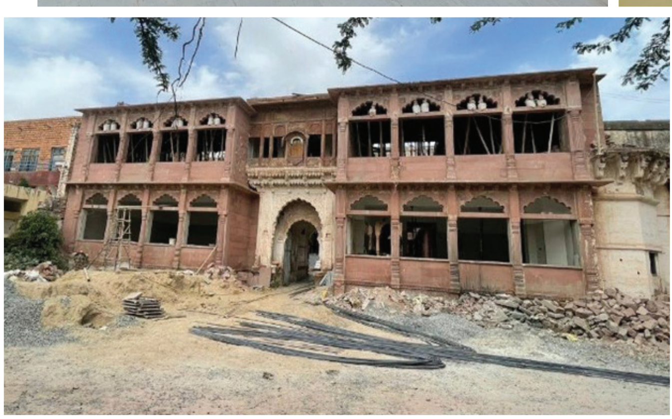
FIME, Florida

Hospitalar, Brazil

Arab Health - 2024

Participation in various Exhibitions & Conferences across India

Highlights of CSR Initiatives and Projects



Global Manufacturing Footprint

117, Faridabad

115-116, Faridabad

104-105, Faridabad

SEZ, Jaipur


SEZ2, Jaipur

IMT, Faridabad


IMT2, Faridabad


Haridwar Plant


R&D Center, Faridabad

Amaro, Italy


Assuit, Egypt

Laiyang-Qingdao, China

Financial Highlights (Standalone)

(₹ in Lakhs)

Particulars	2023-24	2022-23	2021-22	2020-21	2019-20
Revenue from Operations (Net)	1,30,724.91	1,06,804.50	87,935.76	74,738.24	64,616.24
Total Revenue	1,36,542.58	1,10,433.24	91,808.63	76,667.06	66,474.62
Earnings Before Depreciation, Finance Cost and Tax Expenses (EBDIT)	40,768.66	30,076.46	25,086.22	22,760.91	17,872.27
Depreciation and Amortisation	6,205.18	5,563.68	5,254.01	4,631.42	3,928.43
Exceptional Income	-	-	-	-	-
Profit For the Year (PAT)	25,172.34	17,904.47	14,601.71	12951.17	9,238.28
Equity Dividend %	60%	60%	50%	50%	40%
Dividend	2,879.14	2,878.33	2,397.95	2,397.01	2,127.57
Equity Share Capital	4,798.58	4,797.23	4,795.02	4,794.03	4,412.35
Reserves and Surplus	1,41,026.25	1,18,615.22	1,02,902.42	90,606.91	38,516.08
Net Worth	145,824.83	1,23,412.45	1,07,697.44	95,400.94	42,928.43
Gross PPE	1,24,935.67	96,030.94	76,245.46	65,218.47	54,730.78
Net PPE	82,711.29	59,495.50	44,630.34	38,279.93	32,106.80
Total Assets	1,82,134.74	1,53,776.00	1,33,396.23	1,18,741.19	73,995.36
Number of Employees	2,651	2,339	2,140	2,039	2,034

Key Indicators

	2023-24	2022-23	2021-22	2020-21	2019-20
Earnings Per Share - (₹)	26.24	18.66	15.23	14.54	10.47
Cash from Operations per share (₹)	26.68	20.31	13.17	12.14	14.38
Book Value Per Share - (₹)	151.94	128.63	112.30	99.50	48.65
Debt : Equity Ratio	0.11:1	0.11:1	0.10:1	0.13:1	0.44:1
EBDIT/ Net Turnover %	31.18%	28.16%	28.52%	30.45%	27.65%
Net Profit Margin %	19.26%	16.76%	16.60%	17.32%	14.29%
RONW %	17.27%	14.51%	13.56%	13.58%	21.52%

POLYMED

Chairman's Message

Dear Shareholders,

As we present the Annual Report for FY2023-24, it is with great pride and enthusiasm that I share the remarkable progress Poly Medicure Ltd. has made over the past year.

I am pleased to present a summary of our turnover and profitability for the year under review. At the consolidated level, your company achieved remarkable results, with net sales reaching ₹ 1,375.79 Crores, EBITDA of ₹ 419.49 Crores, and a profit after tax of ₹ 258.25 Crores. This represents a significant growth over the previous year's sales of ₹ 1,115.23 Crores, EBITDA of ₹ 303.50 Crores, and profit after tax of ₹ 179.28 Crores.

In response to the evolving healthcare landscape, your company has redefined its brand identity to better reflect our role as a leader in the industry. Adapting to technological advancements and industry demands, Polymed proudly stands as a comprehensive solution provider. Its diverse portfolio now includes a wide range of cutting-edge medical devices and integrated solutions designed to meet the expanding needs of modern healthcare ecosystems. The new logo which has been introduced is more than just a visual update; it embodies company's dedication to advancing healthcare through innovation, quality, and unwavering customer satisfaction. This rebranding is a testament to the ongoing evolution and our readiness to embrace the future with confidence.

Polymed's commitment to nurturing talent remains a keystone of our strategy. Company recognizes that its growth and success are deeply intertwined with the development of its people. This year, we have continued to invest in our workforce, providing opportunities for growth and fostering an environment that encourages excellence and innovation.

Moreover, dedication to Corporate Social Responsibility (CSR) has been a driving force behind the company's initiatives. In the year under review, we allocated ₹ 393.25 lakhs to support various programs focused on education and gender equality. These efforts reflect Polymed's commitment to making a positive impact on society and contributing to the broader well-being of the communities we serve.

As Polymed continues to serve millions of people across 125+ countries with its high quality, safe and innovative medical devices, we are acutely aware of the importance of sustainability. Your company's commitment to environmental stewardship is unwavering, and it is dedicated to implementing aggressive strategies to promote a sustainable future. Polymed is proud to reaffirm its pledge to achieve carbon neutrality. This ambitious goal will be supported by investments in renewable energy, energy-efficient technologies, and carbon offsetting initiatives, all aimed at minimizing our carbon footprint.

Furthermore, we are actively collaborating with our global suppliers to promote ethical sourcing practices and reduce environmental impacts throughout the supply chain. By fostering sustainable partnerships and encouraging responsible practices, the company aims to build a more resilient and eco-conscious supply network.

On behalf of the board, I would like to express my heartfelt gratitude to all our valued shareholders for their continued support and trust. I also like to extend my heartfelt thanks to our stakeholders, employees, channel partners, customers, and bankers for their unwavering support. Your contributions have been instrumental in establishing Polymed as one of the fastest-growing medical device companies globally. As we move forward, Polymed remains steadfast in its commitment to innovation, quality, and sustainability. Together, we will continue to drive progress and make meaningful contributions to the world of healthcare.

Thank you for being a part of our journey.

Warm Regards,

D.R. Mehta
Chairman

Managing Director's Message

Dear Shareholders,

On behalf of Board of Directors, I am delighted to present the Annual Report for the FY 2023-24, a period marked by significant strides and transformative changes for Poly Medicure Ltd. As we reflect on our achievements and progress, our strategic focus and relentless dedication have enabled us to overcome challenges and seize new opportunities in the dynamic medtech landscape.

Financial Performance
It is with great satisfaction that I report our financial performance. Company's net sales have risen to ₹ 1,375.79 Crores, reflecting a notable increase of 23.36% from the previous year's net sales of ₹ 1,115.23 Crores. This growth underscores our successful market strategies and operational improvements. EBITDA has also seen significant enhancement, reaching ₹ 419.49 Crores, compared to ₹ 303.50 Crores in the previous year, demonstrating a substantial advancement in operational efficiency and profitability. Moreover, Profit Before Tax has grown impressively to ₹ 344.26 Crores, up from ₹ 237.49 Crores last year, marking a robust increase of 44.95%. These positive financial results are a testament to our company's strong business model and effective execution of the strategic initiatives.

Government Initiatives
We also acknowledge the supportive role of the Government of India in fostering the development of the medical devices sector. The government's initiatives aimed at reducing import dependence and promoting domestic manufacturing have been instrumental in creating a conducive environment for growth and innovation in the medical technology industry. The company remains committed to aligning its efforts with these national goals and contributing to the overall advancement of the sector.

Business Outlook
Expansion of Product Portfolio
In line with the commitment to advancing medical technology, we have significantly expanded our product portfolio. Your company's focus remains on strengthening its offerings in existing categories while also venturing into transformative therapeutic areas. This year, we have made substantial investments in developing and introducing new products in cardiology, critical care, and oncology. By expanding into these critical therapeutic areas, Polymed aims to address unmet medical needs and contribute to the improvement of patient outcomes globally.

Manufacturing Expansion
To support company's ambitious growth plans and cater to the increasing global demand, we are excited to announce the opening of our new manufacturing plants. This latest addition brings the total number of manufacturing facilities to twelve. The expansion not only enhances the production capacity but also reinforces our commitment to quality and efficiency in delivering world-class medical devices. With this expanded manufacturing infrastructure, your company is well-equipped to meet the evolving needs of the healthcare sector and continue its trajectory of growth.

Digital Transformation
A cornerstone of your company's strategy this year will be the accelerated digitization of our processes and communication channels. At Polymed, we recognize that embracing digital innovation is essential to maintaining our competitive edge and enhancing operational efficiency. We will be implementing advanced digital tools to streamline our workflows, optimize supply chain management, and improve our customer interactions. This digital shift not only enhances the internal operations but also strengthens our ability to respond swiftly to market demands and customer needs.

Strengthening Global Presence
Company's global footprint continues to expand as it enhances its direct presence in international markets. We are actively working to establish a more robust international presence, which includes forging strategic partnerships across key regions. This global expansion is crucial for us to meet the growing demand for our products and to ensure that we are well-positioned to support healthcare providers around the world with our innovative solutions.

Dividend Outlook
Our company takes pride in its longstanding tradition of rewarding shareholders through dividends, and we are pleased to continue this legacy. In recognition of a strong performance, the Board of Directors is delighted to propose a dividend of ₹ 3 per share, representing 60% of the share value, for the fiscal year ending March 31, 2024. This proposal is subject to approval by our esteemed shareholders at the upcoming Annual General Meeting.

In closing, I would like to extend my heartfelt gratitude to our shareholders, employees, partners, and stakeholders for their unwavering support and dedication. As we look ahead, we are excited about the opportunities that lie before us and remain committed to driving innovation, expanding our global reach, and delivering exceptional value to our customers and shareholders.

Thank you for your continued trust and partnership.

Warm Regards,

Himanshu Baid
Managing Director
Poly Medicure Ltd.

NOTICE

Notice is hereby given that the 29th Annual General Meeting **("AGM")** of the members of Poly Medicure Limited will be held on Thursday, 26th September 2024 at 10:00 a.m. (IST) through Video Conferencing **("VC")** or Other Audio Visual Means **("OAVM")** to transact the following businesses:

Ordinary Business

1. To receive, consider and adopt

- the Audited Standalone Financial Statements for the Financial Year ended 31st March 2024 together with the reports of the Board of Directors and Auditors thereon; and
- the Audited Consolidated Financial Statements for the Financial Year ended 31st March 2024 together with the report of Auditors thereon.

2. To declare dividend on Equity Shares for the financial year 2023-24.

3. To appoint a director in place of Mr. Alessandro Balboni (DIN: 08119143) who retires by rotation and being eligible, offer himself for re-appointment.

4. To appoint Auditor and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any re–enactment or modification thereto) and pursuant to the recommendation of the Audit Committee, M/s. Doogar & Associates, Chartered Accountants (Firm Registration No. 000561N) who have offered themselves for appointment and have confirmed their eligibility to be appointed as Statutory Auditors of the Company in terms of section 141 of the Companies Act, 2013 and applicable rules in place of retiring auditor M/s. M.C. Bhandari & Company, Chartered Accountant (Firm Registration No. 303002E), be and is hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this 29th Annual General Meeting till the conclusion of the 34th Annual General Meeting of the Company, at such remuneration and out of pocket expenses, as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.

Special Business

5. To re-appoint Mr. Devendra Raj Mehta as Non-Executive Non-Independent Director and in this regard to consider and if thought fit, to pass with or without any modification(s) the following Resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of section 152 and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules 2014 including any statutory modification(s) or re-enactment thereof, Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, based on recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded to re-appointment of Mr. Devendra Raj Mehta, (DIN:01067895), who has already attained the age of 75 years and his tenure as Independent Director ends on the conclusion of this Annual general Meeting and being eligible has offered himself for re-appointment, as a "Non-Executive Non- Independent Director" of the Company liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers to officer(s)/authorized representative(s) of the Company to do all acts and take such steps as may be necessary, proper or expedient to give effect to this resolution."

6. To re–appoint Shri Himanshu Baid (DIN: 00014008) as the Managing Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel), Rules, 2014 (including any statutory modification(s) or re–enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re–enactment thereof for the time being in force) and subject to such other rule, laws and regulation as may be applicable in this regard and on the basis of recommendation of Nomination and Remuneration Committee, approval of members of the Company be and hereby accorded to the re- appointment of Shri Himanshu Baid (DIN: 00014008) as the Managing Director of the Company, for a period of 5 (Five) years with effect from 1st August, 2024 up to 31st July 2029 (both days inclusive) on the terms and conditions including remuneration as set out in the statement annexed to the Notice convening this meeting with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the term(s) and condition(s) of the said re–appointment and/or remuneration as it may deem fit and as may be acceptable to Shri Himanshu Baid, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re–enactment thereof.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such act(s) and take all such step(s), as may be necessary, proper or expedient to give effect to this resolution."

7. To re–appoint Shri Rishi Baid (DIN: 00048585) as the Joint Managing Director and in this regard to consider and if thought fit to pass, with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel), Rules, 2014 (including any statutory modification(s) or re–enactment thereof for the time being in force)and subject to such other rule, laws and regulation as may be applicable in this regard and on the basis of recommendation of Nomination and Remuneration Committee, approval of the members of Company be and is hereby accorded to the re-appointment of Shri Rishi Baid (DIN: 00048585) as the Joint Managing Director of the Company, for a period of 5 (Five) years with effect from 1 August, 2024 up to 31 July 2029 (both days inclusive) on the terms and conditions including remuneration as set out in the statement annexed to the Notice convening this meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the term(s) and condition(s) of the said reappointment and/or remuneration as it may be deem fit and as may be acceptable to Shri Rishi Baid, Subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re–enactment.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such act(s) and take all such step(s) as may be necessary, proper or expedient to give effect to this resolution."

8. To appoint Mr. Vimal Bhandari (DIN: 00001318) as Non-Executive and Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

   "RESOLVED THAT pursuant to the provisions of sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re–enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re–enactment thereof for the time being in force) and subject to such other rule, laws and regulation as may be applicable in this regard and based on the recommendation of the Nomination and Remuneration Committee, approval of members be and is hereby accorded to appointment of Mr. Vimal Bhandari (DIN: 00001318),who was appointed as an independent director and in respect of whom the Company has received a Notice in writing under section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of a director, as an Independent Director of the Company to hold office for 5 (Five) consecutive years for a term commencing 22nd July 2024 up to 21st July 2029 (both days inclusive)."

   RESOLVED FURTHER THAT the Board of Directors be and hereby authorized to do all such act(s) and take all such step(s) as may be necessary, proper or expedient to give effect to this resolution."

9. To approve Mrs. Mukulika Baid to continue to hold office as Non-Executive Non-Independent Director who is attaining age of 75 (seventy-five) Years and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

   "RESOLVED THAT pursuant to the provisions of section 152 and other applicable provisions of the Companies Act, 2013 and rules made thereunder including any statutory modification(s) or re-enactment thereof, Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded to appointment of Mrs. Mukulika Baid, (DIN: 02900103), who will be attaining age of 75 years for continuing to hold the office as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

   RESOLVED FURTHER THAT the Board of Directors be and hereby authorized to do all such act(s) and take all such step(s) as may be necessary, proper or expedient to give effect to this resolution."

10. To approve adoption of amended and restated Articles of Association of the Company and in this regard to consider, and if thought fit, to pass the following Resolution, as **Special Resolution:**

    "RESOLVED THAT pursuant to the provisions of section 14 and all other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder, (including any statutory modification(s), amendment thereof, the circulars, notification, regulation, rules, guidelines, if any, issued by the Government of India , for the time being in force), and such other approvals, as may be required from the relevant Governmental Authorities, the consent of the members of the Company be and is hereby accorded to amend and replace the existing Articles of Association of the Company with the amended and restated Articles of Association of the Company.

    RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized on behalf of the Company to delegate all or any of its powers, including the powers conferred by this Resolution, to any Director(s) or Managing Director or the Company Secretary of the Company, to execute all such agreements, documents, instruments and writings as may be deemed necessary or desirable for such purpose, file requisite forms or applications with the concerned Statutory/ Regulatory Authorities, with the power to settle all questions, difficulties or doubts that may arise in this regard, and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or appropriate to give effect to the said Resolution."

11. To appoint Shri Arham Baid as Senior Manager, Corporate Strategy and in this regard to consider and if thought fit to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

    "RESOLVED THAT pursuant to the provisions of section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re – enactment(s) thereof for the time being in force), and all other applicable provisions of the Companies Act, 2013, the approval of the members of the Company be and is hereby accorded for the appointment of Shri Arham Baid as Senior Manager, Corporate Strategy of the Company, with effect from 1st October, 2024 on the following term(s) and condition(s):

    Basic Salary: ₹ 68,00,000 p.a. (Rupees Sixty-Eight Lakhs p.a. only), with an annual increment of 10% (ten percent).

    Benefits, Perquisites, Allowances

    Rent-free residential accommodation (furnished or otherwise) the Company bearing the cost of repairs, maintenance, society charges and utilities (e.g., gas, electricity and water charges) for Company provided accommodation or House Rent Allowance: 60% (sixty percent.) of basic salary in lieu (in case residential accommodation is not provided by the Company)

    The Company's contribution to provident fund, gratuity payable and encashment of leave, as per the rules of the Company and to the extent not taxable under the Income Tax Act, 1961.

    RESOLVED FURTHER THAT the Board of Directors and the Company Secretary cum Compliance Officer be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps, as may be deemed necessary, proper, incidental or expedient thereto to give effect to above mentioned matter"

12. To appoint Shri Aaryaman Baid as Senior Manager, Corporate Strategy and in this regard to consider and if thought fit to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

    "RESOLVED THAT pursuant to the provisions of section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re - enactment(s) thereof for the time being in force), and all other applicable provisions of the Companies Act, 2013, the approval of the members of the Company be and is hereby accorded for the appointment of Shri Aaryaman Baid as Senior Manager, Corporate Strategy of the Company, with effect from 1st October, 2024 on the following term(s) and condition(s):

    Basic Salary: ₹ 68,00,000 p.a. (Rupees Sixty-Eight Lakhs p.a. only), with an annual increment of 10% (ten percent).

    Benefits, Perquisites, Allowances

    Rent-free residential accommodation (furnished or otherwise) the Company bearing the cost of repairs, maintenance, society charges and utilities (e.g., gas, electricity and water charges) for company provided accommodation or House Rent Allowance: 60% (sixty percent) of basic salary in lieu (in case residential accommodation is not provided by the Company)

    The Company's contribution to provident fund, gratuity payable and encashment of leave, as per the rules of the Company and to the extent not taxable under the Income Tax Act, 1961.

    RESOLVED FURTHER THAT the Board of Directors and the Company Secretary cum Compliance Officer be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps, as may be deemed necessary, proper, incidental or expedient thereto to give effect to above mentioned matter."

13. To approve payment of remuneration to Non-Executive Directors and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

    "RESOLVED THAT pursuant to the provisions of Sections 197, 198 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remunerations of Managerial Personnel) Rules, 2014, (Including any statutory modification(s) or reenactment thereof for the time being in force), the Non-Executive directors of the Company (i.e. directors other than the Managing Director and/or Executive Director) be paid, remuneration, in addition to sitting fees for attending the meetings of the Board of Directors or committees thereof, as the Board of Directors may from time to time determine, not exceeding ₹ 18,00,000/- p.a. to each of the Non-Executive Directors of the Company with effect from the Financial Year 2024-2025, subject to overall ceiling as per the Companies Act, 2013 for each Financial Year, as computed in the manner laid down in section 198 of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

    RESOLVED FURTHER THAT the Board of Directors of the Company (including Nomination & Remuneration Committee) be and is hereby authorized to do all such act(s) and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

    "RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, if any, the remuneration of ₹ 1,00,000/- (Rupees One Lakh) (plus applicable taxes) to M/s. Jai Prakash & Company, Cost Accountants, the Cost Auditors of the Company, who were appointed by the Board of Directors in their Meeting held on 22nd July, 2024 as for conducting the audit of cost records of the Company for the financial year ending 31st March 2025, be and is hereby approved and ratified

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

By order of the Board
Avinash Chandra
Company Secretary
M. No. : A32270

Date: 31st August, 2024
Registered Office:
232-B, 3rd Floor, Okhla Industrial Estate, Phase III,
New Delhi -110020.
CIN: L40300DL1995PLC066923

Notes:

1. Pursuant to General Circular No. 20/2020 dated 5th May, 2020 issued by the Ministry of Corporate Affairs **("MCA")** read together with MCA General Circular Nos 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, and 09/2023 dated September 25, 2023 **("MCA Circulars")**, the Company will be conducting this Annual General Meeting (**"AGM"** or **"Meeting"**) through Video Conferencing/Other Audio Visual Means **("VC"/"OAVM")**.

2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the MCA, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

3. The Members can join the AGM in the VC/OAVM mode 15 (fifteen) 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 for 1000 (one thousand) members on a first come first served basis. This will not include large Shareholders (Shareholders holding 2% (two percent) or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.

5. Pursuant to the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended)and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the MCA dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited **("NSDL")** for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

6. In line with the MCA Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at **www.polymedicure.com.** The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at **www.bseindia.com** and **www.nseindia.com** respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.**evoting.nsdl.com**.

7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020, and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020, MCA Circular No. 2/2021 dated January 13, 2021, and Circular No. 02/2022 dated May 5, 2022.

8. Corporate members intending to attend the AGM through authorized representatives are requested to send a scanned copy of duly certified copy of the board or governing body resolution authorizing the representatives to attend and vote at the Annual General Meeting. The said Resolution /Authorization shall be sent to the Scrutinizer by email through its registered email address to pkmishra59@yahoo.com with a copy marked to evoting@nsdl.com.

9. Explanatory Statement as required under section 102(1) of the Companies Act, 2013 is annexed.

10. Additional information, pursuant to Regulation 36 (3), of the SEBI Listing Regulations, in respect of directors reappointing at the AGM and Explanatory Statement as required under section 102 of the Companies Act, 2013, is appended hereto and forms part of this Notice.

11. a) The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 20th September 2024 to Thursday, 26th September 2024 (both days inclusive).

    b) The remote e-voting period commences on Monday, 23rd September 2024 (09:00 am) and ends on Wednesday, 25th September 2024 (05:00 pm). No e-voting shall be allowed beyond the said date and time. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 18th September 2024, may cast their vote by remote e-voting.

12. Shareholders of the Company are informed that pursuant to the provisions of the Companies Act and the relevant rules the amount of dividend which remains unpaid/unclaimed for a period of 7 (seven) years is transferred to the 'Investor Education and Protection Fund ("IEPF")' constituted by the Central Government. Accordingly, the amount of dividend which remained unpaid/unclaimed for a period of 7 (seven) years for the year 2015-16 has already been transferred to IEPF. Shareholders who have not encased their dividend warrant(s), for the years 2016-17, 2017-18, 2018-19, 2019-20, 2020-21, 2021-22 and 2022-23 are requested to make a claim with the Registrar and Share Transfer Agent of the Company immediately.

13. Members holding shares in physical form are requested to intimate immediately to the Registrar and Share Transfer Agent of the Company, MAS Services Limited, T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi - 110 020 Ph:- 011-26387281/82/83 Fax:- 011-26387384 quoting registered Folio No. (a) details of their bank account/change in bank account, if any, and (b) change in their address, if any, with pin code number.

    In case shares are in demat form, members are requested to update their bank detail with their depository participant.

    The equity shares capital of the Company is held by 36,712 (thirty-six thousand seven hundred and twelve) shareholders, out of which 36,681 (thirty-six thousand six hundred and eighty-one) shareholders holding 99.92% (ninety-nine-point nine two percent) of the capital are in dematerialized form and the balance 31 (thirty-one) shareholders holding 0.08% (zero-point zero eight percent) of the share capital are in physical form. The shareholders having shares in physical form are requested to dematerialize the shares at the earliest.

14. In terms of Section 72 of the Companies Act, 2013 and the applicable provisions, the shareholders of the Company may nominate a person in whose name the shares held by him/them shall vest in the event of his/their death. Shareholders desirous of availing this facility may submit the requisite nomination form.

15. Any member requiring further information on the Accounts at the meeting is requested to send the queries in writing to CFO, at least one week before the AGM.

16. SEBI has also mandated that, the members whose folio(s) do not have PAN or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any payment including dividend, interest or redemption in respect of such folios/demat accounts, only through electronic mode with effect from April 1, 2024, upon their furnishing all the aforesaid details in entirety. If a member updates the above-mentioned details after April 1, 2024, then such member would receive all the dividends etc. declared during that period (from April 1, 2024, till date of updation) pertaining to the shares held after the said updation automatically.

17. In respect of the matters pertaining to Bank details, ECS mandates, nomination, power of attorney, change in name/ address etc., the members are requested to approach the Company's Registrars and Share Transfer Agent, in respect of shares held in physical form and the respective Depository Participants, in case of shares held in electronic form. In all correspondence with the Company/Registrar and Share Transfer Agent, members are requested to quote their folio numbers or DP ID and Client ID for physical or electronic holdings respectively.

18. The documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during normal business hours on any working day except Saturdays, upto the date of AGM.

19. 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 to their Depository Participants with whom they are maintaining their demat account. Members holding shares in physical form can submit their PAN to the Company/Registrar.

20. Members who hold shares in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrar, for consolidation into a single folio.

21. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, the Annual Report including audited financial statements for the financial year 2024 including notice of 29th AGM is being sent only through electronic mode to those Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

In case you have not registered your email id with depository or RTA you may registered your email id in the following manner.

Physical Holding	Please send ISR-1 (which can be download from RTA website i.e. www.masserv.com under download tab) to RTA.
Demat Holding	Please contact your Depositary Participant (DP) and register your email address as per the process advised by DP.

22. Additional information, pursuant to Listing Regulations in respect of the Director's seeking appointment/re-appointment is annexed to the notice.

23. Voting through electronic means: In compliance with the provisions of Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is offering e-voting facility to its members. Detailed procedure is given in the enclosed letter.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on Monday, 23rd September 2024 at 9:00 am and ends on Wednesday, 25th September 2024 at 5:00 pm. The remote e-voting module shall be disabled by NSDL for voting thereafter. The members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Thursday, 19th September 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, 19th September 2024.

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

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	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 the e-Voting page. Click on options available against company name or **e-Voting service provider – NSDL** and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. 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** 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 held 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 options available against company name or **e-Voting service provider - NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, can login through their user id and password. The 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 **www.cdslindia.com** and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links to an **e-Voting service provider i.e. NSDL.** Click on **NSDL** to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at **https://web.cdslindia.com/myeasi/Registration/EasiRegistration** 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in **www.cdslindia.com** home page. The system will authenticate the user by sending OTP on registered Mobile and Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see an 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 options available against company name or **e-Voting service provider-NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and 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. NSDL and CDSL.

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

B) B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: **https://www.evoting.nsdl.com/** either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at **https://eservices.nsdl.com/** with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

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

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

a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 (eight) digit client ID for NSDL account, last 8 (eight) digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned above in process for those shareholders whose email ids are not registered

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on **www.evoting.nsdl.com**.

b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on **www.evoting.nsdl.com**.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

<u>Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.</u>

<u>How to cast your vote electronically and join the General Meeting on NSDL e-Voting system?</u>

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

<u>General Guidelines for shareholders</u>

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pkmishra59@yahoo.com with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on **www.evoting.nsdl.com** to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of **www.evoting.nsdl.com** or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal at evoting@nsdl.co.in

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

1. In case, shares are held in physical mode, please send signed form ISR-1 to RTA MAS SERVICES LIMITED.

2. In case shares are held in demat mode, please update your email id with your depository and generate password as per instruction given above.

3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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

2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join AGM menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the AGM through Laptops for better experience.

3. Further Members will be required to allow Camera and use the Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

   Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (cs@polymedicure.com). The same will be replied by the Company suitably.

Explanatory Statement of material facts pursuant to the provisions of section 102 of the Companies Act, 2013:

In conformity with section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the special business mentioned in the accompanying notice and should be taken as forming part of the Notice.

Item No. 4.
Approval for appointment of Statutory Auditor.

In terms of section 139 of the Companies Act, 2013 ("the Act"), and the Companies (Audit and Auditors) Rules, 2014, made thereunder, the term of appointment of present Statutory Auditors of the Company, M/s. M.C. Bhandari & Company, Chartered Accountants (Firm Registration No. 303002E) is scheduled to expire at the conclusion of the 29th Annual General Meeting of the Company. M/s M.C. Bhandari, Chartered Accountants have completed two consecutive terms of five years each. Accordingly, they are not eligible for re-appointment in terms of section 139(2) (b) (ii) of the Companies Act, 2013 and will not seek re-appointment.

The Company is required to appoint another Auditor for a period of five years to hold office from the conclusion of this Twenty- Nineth Annual General Meeting till the conclusion of the Thirty Fourth Annual General Meeting of the Company.

The Board of Directors at its meeting held on 22nd July 2024, after considering the recommendations of the Audit Committee, had recommended the appointment of M/s. Doogar & Associates, Chartered Accountants (Firm Registration No. 000561N), as the Statutory Auditors of the Company subject to the approval of the members. The proposed Auditors shall hold office for a period of five consecutive years from the conclusion of the twenty-ninth Annual General Meeting till the conclusion of thirty fourth Annual General Meeting of the Company.

M/s. Doogar & Associates, Chartered Accountants (Firm Registration No. 000561N), have consented to the aforesaid appointment and confirmed that their appointment, if made, will be within the limits specified under Section 141(3)(8) of the Companies Act, 2013. They have further confirmed that they are not disqualified to be appointed as the Statutory Auditors in terms of the Companies Act, 2013 and the rules made thereunder.

Pursuant to section 139 of the Companies Act, 2013, approval of the members is required for appointment of the Statutory Auditors and fixing their remuneration by means of an ordinary resolution. Accordingly, approval of the members is sought for appointment of M/s. Doogar & Associates, Chartered Accountants (Firm Registration No. 000561N), as the Statutory Auditors of the Company and to fix their remuneration.

In terms of Regulation 36(5) of SEBI Listing Regulations, the members may note the following Additional Information for appointment of M/s. Doogar & Associates, Chartered Accountants (Firm Registration No. 000561N) as the Statutory Auditors of the Company:

1.	Proposed fees payable to the statutory auditor (s) along with terms of appointment and in case of a new auditor, any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change.	M/s. Doogar & Associates, Chartered Accountants is proposed to be appointed as statutory auditors) of the company in place of M/s. M.C. Bhandari & Company, Chartered Accountants. for a period of 5 (five) Years beginning with financial year 2024-2025 till financial year 2028-29 and to hold office till the conclusion of Annual General Meeting to be held for financial year 2028-29. The remuneration for statutory audit for financial year 2024-25 is fixed at 15.00 Lakhs (Rupees Fifteen Lakhs) and limited review fees of ₹ 5 Lakhs (Rupees Five Lakhs) for three quarters plus applicable GST reimbursement of actual out of pocket expenses incurred in connection with such audit and tax audit fees of ₹ 5 Lakhs for FY 2024-25.
2.	Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditors) proposed to be appointed.	Doogar & Associates was established on 18/11/1976 with ICAI registration No.000561N. Since then, the firm has grown in strength over the years with the plethora of knowledge and experience of its professionals and consultants during last four decades. The firm has a professional competed team consisting of full-time Partners assisted by a team of Professional and consultants comprising Chartered Accountants, MBA's. Company Secretaries, Advocates, Cost Accountants, Management graduates and Article Management Trainees. The firm has its Head Office in New Delhi with branch offices at Mumbai (Maharashtra) and Agra (Uttar Pradesh). The firm is empaneled with Comptroller & Auditor General (No. DE-0372), RBI (Unique code No-103052) – Category I and Central Registration of Co- operative Societies (A-50), Agencies for Specialized Monitoring (ASM) with Indian Bank's Associates (IBA), Auditor with National Highway Authority of India (NHAI), Official Liquidator, Delhi Registrar of Co-Operative Societies, IFCI and IDBI, SBI, J&K Bank, Royal Audit Authority (RAA)- Bhutan.

Item No. 5. Approval for re-appointment of Mr. Devendra Raj Mehta as Non-Executive Non-Independent Director of the Company.

Mr. Devendra Raj Mehta has been serving on the Board of the Company since 26 May 2005. During the tenure of his directorship, Mr. Mehta was designated as Independent Director of the Company in the year 2014 and he completed his two consecutive term of five years each as Independent Director on 23 September 2024. During his Independent directorship, he has benefitted the Company with his rich experience, vast knowledge, competencies and expertise in the areas of investments and business acumen in different regions across the globe. Keeping in view the above factors, the rich and vast experience of Mr. Mehta and on the recommendation of Nomination and Remuneration Committee, the Board of Directors in their meeting held on 22nd July, 2024 had approved the change in designation of Mr. Devendra Raj Mehta from 'Non-Executive Independent Director' to 'Non- Executive Non Independent Director' of the Company with effect from 24, September, 2024 post completion of his tenure as an Independent Director on 23rd September, 2024 (at the end of the day), subject to the approval of the Members.

Mr. Devendra Raj Mehta is also the Chairman of the Board of Directors of the Company. The Company has also received from Mr. Devendra Raj Mehta (i) consent in writing to act as Director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8, pursuant to Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

Mr. Mehta is interested in the resolution set out in Item no 5 of this Notice with regard to his appointment. Relatives of Mr. Mehta may be deemed to be interested in the resolution, to the extent of their shareholding interest, if any in the Company.

None of the Directors /Key Managerial Personnel of the Company / their relatives are in any way concerned or interested, financially or otherwise, in the resolution. The Board of Directors recommends the resolution set out in Item 5 of this Notice for approval by the members.

Item No. 6 and 7. Re-appointment of Shri Himanshu Baid as Managing Director and Shri Rishi Baid as Joint Managing Director.

The Board of Directors of the Company in its meeting held on 22nd July 2024 has subject to the approval of the members, re-appointed Shri. Himanshu Baid as Managing Director and Shri. Rishi Baid, Joint Managing Director, for a term of 5 (five) Years with effect from 1st August 2024 up to 31st July 2029 (both days inclusive) at the remuneration recommended by Nomination and Remuneration Committee of the Board.

Principal terms and conditions of re-appointment of remuneration payable to Shri. Himanshu Baid and Shri. Rishi Baid is as under: -

(a) Salary, perquisites, and allowances:

Detail	Shri Himanshu Baid, Managing Director
Period	From 01st August 2024 to 31st July 2029 (both days inclusive)
Remuneration	
Basic Salary	₹ 3,80,00,000 (Rupees Three Crores Eighty Lakhs) per annum with effect from 01st August 2024 with Annual Increment of 8% (eight percent) per annum.
Perquisites and allowance	60% (sixty percent) of basic salary
Commission	Up to 5% (five percent) of net profits of the Company computed in accordance with the provisions of section 198 of the Companies Act, 2013. In addition to the salary, perquisite and allowances payable, a commission, at the end of each financial year calculated with reference to the net profit the overall ceiling (includes managerial remuneration paid during the year) stipulated in section 197, 198 read with Schedule V of the Companies Act, 2013 (including any subsequent amendment/modification in the Rules, Act and/or applicable laws in this regard)

Detail	Shri Rishi Baid, Joint Managing Director
Period	From 01st August 2024 to 31st July 2029 (both days inclusive)
Remuneration	
Basic Salary	₹ 3,70,00,000 (Rupees Three Crores Seventy Lakhs) per annum with effect from 1st August 2024 with Annual Increment of 8% (eight percent) per annum.
Perquisites and allowance	60% (sixty percent) of basic salary
Commission	Up to 5% (five percent) of net profits of the Company computed in accordance with the provisions of section 198 of the Companies Act, 2013. In addition to the salary, perquisite and allowances payable, a commission, at the end of each financial year calculated with reference to the net profit the overall ceiling (includes managerial remuneration paid during the year) stipulated in section 197, 198 read with Schedule V of the Companies Act, 2013 (including any subsequent amendment/modification in the Rules, Act and/or applicable laws in this regard)

The perquisites and allowances shall include accommodation (furnished or otherwise), or house rent allowance @60% (sixty percent) of basic salary in lieu thereof; house maintenance allowance together with expenses incurred on gas, electricity, water, securities, furnishing and repairs, medical expenses and leave travel concession for self and family including dependents. The said perquisites and the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment thereof; in the absence of any such rules, perquisites and allowances shall be evaluated on actual cost.

The Company's contribution to provident fund, gratuity payable and encashment of leave, as per the rules of the Company and to the extent not taxable under the Income Tax Act, 1961, shall not be included for the purpose of computation of the overall ceiling of remuneration.

(b) Remuneration based on Net Profit:

The overall remuneration payable every year to the Managing Director and the Joint Managing Director by way of salary and perquisites shall not exceed 10% (ten percent) of the Profits of the Company, as computed in the manner laid down in section 198 of the Companies Act, 2013 or any statutory modification(s) or re-enactments thereof.

(c) Reimbursement of Expenses:

Expenses incurred for travelling, board and lodging including for their respective spouses and attendant(s) during business trips, any medical assistance provided including for their respective family members, personal accidental insurance premium, keyman insurance premium, club membership fee; and provision of cars for use on the Company's business and telephone expenses at residence shall be borne by the Company/reimbursed at actual and not considered as perquisites. Other perquisites / benefits may also be paid, as the Board of Directors (including the committees thereof) may decide from time to time.

(d) General:

i. The Managing Director and the Joint Managing Director will perform their duties as such with regard to all work of the Company and they will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may be from time to time be given and made by the Board.

ii. The Managing Director and the Joint Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in section 166 of the Companies Act, 2013 with regard to duties of directors.

iii. The Managing Director and the Joint Managing Director shall adhere to the Company's code of Business conduct and Ethics for directors and Management Personnel.

In the event of loss or inadequacy of Profits in a financial year during the currency of their tenure, the managerial person shall be paid the above-mentioned salary, allowances and perquisites, which shall not exceed the limits prescribed under the Companies Act, 2013.

Shri Himanshu Baid and Shri Rishi Baid satisfy all conditions set out in Part-I of Schedule V to the Companies Act, 2013 as also conditions set out under sub section (3) of section 196 of the Companies Act, 2013 in relation to their appointment. They are not disqualified from being appointed as Directors in terms of section 164 of the Companies Act, 2013.

Brief resume of Shri Himanshu Baid and Shri Rishi Baid and nature of their expertise in specific functional area, names of the Companies in which they hold directorship(s)/ Membership(s)/ Chairmanship of Board Committee(s), shareholding and relationships amongst directors inter-se as stipulated under the provisions of SEBI Listing Regulations including any statutory modification(s) or re-enactment thereof for the time being in force) are provided in the Corporate Governance Report forming part of the Annual Report.

Shri J.K. Baid, Smt. Mukulika Baid, Shri Himanshu Baid, Shri Rishi Baid, and their relatives are interested in the resolutions set out respectively at Item No. 6 and 7 of the Notice to the extent of their shareholding interest, in the Company and therefore, shall not take part in voting in these resolutions.

It is proposed to seek the members' approvals for the reappointment and remuneration payable to Shri Himanshu Baid as Managing Director and Shri Rishi Baid as Joint Managing Director, in terms of the applicable provisions of the Companies Act, 2013.

Item No. 8 Approval for appointment of Vimal Bhandari as a Non-Executive and Independent Director of the Company.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company has at the meeting held on 22nd July 2024 appointed Mr. Vimal Bhandari as an Additional Director (Non-Executive and Independent) of the Company to hold office for a period of 5 (five) consecutive years, not liable to retire by rotation, subject to consent by the members of the Company at the ensuing AGM.

As an Additional Director, Mr. Vimal Bhandari holds office till the date of the AGM and is eligible for being appointed as a Non-Executive and Independent Director. The Company has received a notice pursuant to section 160 of the Companies Act, 2013 together with the requisite amount of deposit from a member signifying his intention to propose the appointment of Mr. Vimal Bhandari as a Director of the Company.

The Company has also received a declaration from Mr. Vimal Bhandari confirming that he meets the criteria of independence as prescribed under the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Vimal Bhandari is also not disqualified from being appointed as a Director in terms of section 164 of the Companies Act,2013 and has given his consent to act as a Director of the Company.

In the opinion of the Board, Mr. Vimal Bhandari fulfils the conditions for his appointment as an Independent Director as specified in the Companies Act,2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and he is independent of the management.

Accomplished, dedicated, and focused professional with experience of over thirty-five years in a range of businesses in the financial services industry, of which twenty-five years have been at the Board of Directors level.

Presently associated as the Executive Vice Chairman and CEO with Arka Fincap Limited (AFL), a Non-Banking Finance Company. AFL is a wholly owned subsidiary of Kirloskar Oil Engines Limited and was established in 2018. This is part of the Group's business initiative in financial services as a strategic diversification.

For 6 (six) years till 2017, Mr. Vimal Bhandari was the Managing Director and CEO, from inception, of IndoStar Capital Finance Limited (a NBFC established by international investors like Everstone, Goldman Sachs, Ashmore, and others in 2011 with an initial capitalization of ₹ 9,000,000,000 (Rupees Nine Billion) and engaged in corporate, real estate and SME lending and venturing into housing finance), has spearheaded its growth to achieve loans outstanding of about ₹ 52,000,000,000 (Rupees Fifty-Two Billion) and PAT of ₹ 2,100,000,000 (Rupees Two Billion One Hundred Million) in financial year2017 was listed in current year 2018.

Previously, for 7 (seven) years (2004-11) as the Country Head, from inception of AEGON N.V. the Dutch life insurance and pension player, strategized the global giant's India Strategy entailing the establishment, development and growth of a life insurance company in partnership with Religare, the financial services company of the Ranbaxy Promoter Group, along with Times of India Group as a financial partner.

Before moving to AEGON, gained 16 (sixteen) years (1988-2004) of top management experience at IL&FS Limited of which 9 (nine) years were spent at the Board level as the Executive Director responsible for its financial services business. Additionally, functioned as Non-Executive Director on IL&FS Group entities in diverse financial services businesses of stock broking, private equity, infrastructure project development, and healthcare management services and as Director-In-Charge for the asset management and merchant banking subsidiaries.

Building businesses from inception (startup team of IL&FS, first country head of AEGON, first CEO of IndoStar Capital and Arka Fincap) and managing their growth and scale has honed skills and experience in business strategy, planning, execution with a strong bottom-line focus, meeting the expectations of key stakeholders, recruiting, leading and managing senior management talent and providing an environment of support for performers. A firm believer in building businesses using processes and procedures, and operating in an ethical framework of governance, has an unblemished record of dealing with various stakeholders, including institutional investors, banks, regulators and corporates with fairness and equity.

A relationship builder possessing strong communication and interpersonal skills, with an extensive network of contacts, associates and friends at all levels in the financial services sector, corporates, professional legal and accounting firms, media, and select regulatory bodies. Serves as an independent Director on boards of various companies in diverse business segments including Bharat Forge Limited, HDFC Trustee Company Limited, JK Tyre & Industries Limited, Escorts Kubota Limited, Kirloskar Management Services Private Limited, KEC International Limited,

Is a Commerce graduate from Mumbai University (Sydenham College) and Chartered Accountant from the Institute of Chartered Accountants of India.

A copy of the draft letter of appointment for Independent Directors, setting out the terms and conditions for appointment of Independent Directors is available for inspection by the members at the registered office of the Company during business hours on any working day and is available on the website of the Company www.polymedicure.com. Mr. Vimal Bhandari is not related to any other Director and Key Managerial Personnel of the Company. None of the Directors, Key Managerial Personnel and their relatives, except Mr. Vimal Bhandari and his relatives, are in anyway, concerned or interested in the said resolution. The resolution as set out in item No. 8 of this Notice is accordingly recommended for your approval

Item No. 9 Approve Mrs. Mukulika Baid to continue to hold office as Non-Executive Non-Independent Director who is attaining the age of 75 (seventy-five) years

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as **"Listing Regulations"**) as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, with effect from 1st April, 2019, no listed company shall appoint or continue the Directorship of a Non-Executive Director who has attained the age of 75 (seventy-five) years, unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Mrs. Mukulika Baid, aged 74 (seventy-four) years, is a Non-Executive Director of the Company. She holds a bachelor's degree in arts from Jodhpur National University. She has 21 (twenty-one) years of experience in management and marketing. She is associated with several non-profit organisations. She is also in the CSR Committee of the Company looking into the CSR Activities of the Company. She has been on the Board since July 30, 2014. The Board of Directors is of the opinion that Mrs. Mukulika Baid is a person of integrity; possesses relevant expertise and vast experience. In line with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations (Amendment), 2018 read with Listing Regulations , your directors recommend their continued association beyond September 27, 2024 and until expiry of her term. The brief resume of Mrs. Mukulika Baid Director, nature of her expertise in functional areas, disclosure of relationships between Directors, Directorships and Memberships of Committees of the Board of listed entities and shareholding as required under Regulation 36(3) of the Listing Regulations as amended is set out in this Notice as Annexure. The Board of Directors accordingly recommends the Special Resolution as mentioned in item no. 9.

Shri Himanshu Baid, Shri Rishi Baid and Shri Jugal Kishore Baid, Directors of the Company may be deemed to be interested, financially or otherwise, in the resolutions as set out at item No. 9 of the Notice with regard to continuance of his respective Directorship. None of the other Directors and key managerial personnel are deemed to be concerned or interested, financially or otherwise in the proposed special resolution, except to the extent of their shareholding in the Company.

Item No. 10 Approve adoption of amended and restated Articles of Association of the Company.

The Company has the existing Articles of Association **("AOA")** which were framed in terms of the provisions of the Companies Act, 1956 and accordingly, several regulations in the existing AOA contain references to the Companies Act, 1956. In order to align the AOA with the relevant sections/provisions of the Companies Act, 2013 and the rules made thereunder, each as amended, it is proposed to update the existing AOA in line with the Companies Act, 2013 and the rules made thereunder, each as amended.

Accordingly, the following amendment was proposed to the AOA, to bring it in line with the Companies Act, 2013:

Article 74: Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 of the Act, the number of Directors [excluding Debenture and Alternate Directors (if any)] shall not be less than three nor more than fifteen.

Pursuant to the provision of section 14(1) of the Companies Act, as applicable, any amendment in Article Of Association requires approval of the Member of the Company by way of special resolution.

The Board of Directors approved the amendments to the AOA of the Company at the board meeting held on May 17th, 2024 and recommends to the members of the Company for their consideration and accord approval thereto by way of Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives may be deemed to be concerned or interested financially or otherwise in this resolution.

Item No. 11. Approval for reappointment of Shri Arham Baid as Senior Manager, Corporate Strategy.

Shri Arham Baid holds a graduate in Industrial Engineering from University of California Berkley USA.

He has interned at dream11 in Artificial Intelligence and deep learning and at Go360 on discreet event stimulation for fleet organization. He has also worked part time at Scan dot AI for Computer vision and natural language processing.

For the last 3 (three) years, Shri Arham Baid has been associated with the Company and is responsible for the development of Cardiology and Critical care Business, which are new verticals in the Company. The Company has launched more than 10 (ten) new products under this category in the last 1 (one) year.

Based on the recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee to the related party transaction and considering his rich experience, the Board of Directors at its meeting held on 22nd July 2024 has considered and approved the appointment of Shri Arham Baid as Senior Manager, Corporate Strategy with effect from 1st October 2024, subject to the approval of the members of the Company.

Since Shri Arham Baid is the relative of Shri Himanshu Baid and Shri Rishi Baid, he shall be considered as holding an office or place of profit in the Company. In accordance with the provisions of section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Power) Rules, 2014, the Company is required to obtain consent of the board of directors of the Company and prior approval of the members of the Company in case of related party transaction.

Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, every related party transaction shall be reviewed by the Audit Committee and approved by the Board of Directors.

Pursuant to the first proviso to section 188(1) of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, an appointment of the related party to the office or place of profit in the Company at a monthly remuneration exceeding ₹ 2,50,000 (Rupees Two Lakh Fifty Thousand) shall require prior approval of the members by way of Ordinary Resolution.

Disclosures pertaining to section 188 of the Companies Act, 2013 read with Rule 15(3) (3) of the Companies (Meeting of Board and its Powers) Rules, 2014 are as under:

a) Name of the Related Party: Shri Arham Baid, relative of Shri Himanshu Baid, Managing Director and Shri Rishi Baid, Joint Managing Director.

b) Nature of Transactions: Appointment as Senior Manager, Corporate Strategy with effect from 1st October, 2024.

c) Name of the director or Key Managerial Personnel who is related, if any: - Shri. Jugal Kishore Baid, Smt. Mukulika Baid, Shri. Himanshu Baid, Shri. Rishi Baid are related to the party being directors of the Company.

d) Nature of Relationship: The people named in (c) above are directors of the Company and they are relatives of Shri Arham Baid.

e) Manner of determining the pricing and other commercial terms both included as a part of contract and not considered as part of contract: The Board has considered various factors with respect to remuneration payable and all commercial terms in relation to the appointment of Shri Arham Baid as Senior Manager of the Company. .

f) Whether factors relevant to the contracts have been considered: Yes

Memorandum of Interest: Shri Jugal Kishore Baid, Smt. Mukulika Baid, Shri Himanshu Baid and Shri Rishi Baid, are relatives of Shri Arham Baid and concerned and interested in the Resolution. They did not participate in the Board Meeting when this matter was discussed.

Further, please find below the following information for the proposed appointment of Shri Arham Baid as mandated by the SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 ("SEBI Circular"):

#	Particulars	Remarks
1	A summary of the information provided by the management of the Company to the audit committee	Please refer to our disclosure regarding the above.
2	Justification for why the proposed transaction is in the interest of the Company	Shri Arham Baid has immense experience and expertise in the Cardiology and Critical care segment. The rich experience and skill set of Shri Arham Baid will benefit the Company to achieve its object as enshrined in the memorandum of association of the Company.
3	Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary, the details specified of disclosing source of funds and cost of funds and tenure, applicable covenants, purpose of funds	Not Applicable
4	A statement that the valuation or other external report, if any, relied upon by the Company in relation to the proposed transaction will be made available through the registered email address of the shareholders;	Not Applicable
5	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis;	Not Applicable
6	Any other information that may be relevant.	All important information forms part of the statement setting out material facts, pursuant to section 102(1) of the Companies Act, 2013, forming part of this Notice.

The Board recommends the resolution set out in Item no 11 for your approval as an Ordinary Resolution.

Shri Arham Baid, being the appointee, is interested in the resolution set out in Item no 11 of this Notice. Further, Shri Himanshu Baid, Shri Rishi Baid, Shri Jugal Kishore Baid and Smt. Mukulika Baid, Directors of the Company and their relatives are also deemed to be interested in the resolution, to the extent of their shareholding, if any, in the Company.

Save and except the above, none of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution, except to their respective shareholding in the Company.

Item No. 12. Approval for re-appointment of Shri Aaryaman Baid as Senior Manager, Corporate Strategy.

Shri Aaryaman Baid holds a graduate in Industrial Engineering with specialization in Economics and Finance from University of Illinois Urbana Champagne USA. He was senior consultant for 2 (two) years in the Illinois Business community as part of the university program.

He was lead project in-charge for optimizing Manufacturing process at Medical device company in Chicago as Senior Designer Projects. He has also interned with E&Y and worked at one of the largest hospitals in Delhi NCR.

Shri Aaryaman Baid will be responsible for USA business development, supply chain, Investments in new business and overall corporate strategy. He is also responsible for the development of key relationships in North and South America and responsible for FDA approvals of the products of the Company, in the USA.

Based on the recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee to the related party transaction and considering his rich experience, the Board of Directors at its meeting held on 22nd July 2024 has considered and approved the appointment of Shri Aaryaman Baid as Senior Manager, Corporate Strategy with effect from 1st October 2024, subject to the approval of the members of the Company.

Since Shri Aaryaman Baid is the relative of Shri Himanshu Baid and Shri Rishi Baid, he shall be considered as holding an office or place of profit in the Company.

Pursuant to provisions of section 188 of the Companies Act read with Rule 15 of the Companies (Meetings of Board and its Power) Rules, 2014, the Company is required to obtain consent of the board of directors of the Company and prior approval of the members of the Company in case of related party transaction.

Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, every related party transaction shall be reviewed by the Audit Committee and approved by the Board of Directors.

Further, please find below the following information for the proposed appointment of Shri Arham Baid as mandated by the SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 **("SEBI Circular"):**

#	Particulars	Remarks
1	A summary of the information provided by the management of the Company to the audit committee	Please refer to our disclosure regarding the above.
2	Justification for why the proposed transaction is in the interest of the Company	Shri Aaryaman Baid has rich experience and expertise in manufacturing process are medical device Company. The expertise and skill set of Shri Aaryaman Baid will benefit the Company to achieve its object as enshrined in the memorandum of association of the Company.
3	Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary, the details specified of disclosing source of funds and cost of funds and tenure, applicable covenants, purpose of funds	Not Applicable
4	A statement that the valuation or other external report, if any, relied upon by the Company in relation to the proposed transaction will be made available through the registered email address of the shareholders;	Not Applicable
5	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis;	Not Applicable
6	Any other information that may be relevant.	All important information forms part of the statement setting out material facts, pursuant to section 102(1) of the Companies Act, 2013, forming part of this Notice.

Disclosures pertaining to section 188 of the Companies Act, 2013 read with Rule 15(3) (3) of the Companies (Meeting of Board and its Powers) Rules, 2014 are as under:

a) Name of the Related Party: Shri Aaryaman Baid, relative of Shri Himanshu Baid, Managing Director of the Company and Shri Rishi Baid, Joint Managing Director of the Company.

b) Nature of Transactions: Appointment as Senior Manager, Corporate Strategy 1st October,2024.

c) Name of the director or Key Managerial Personnel who is related, if any: - Shri. Jugal Kishore Baid, Smt. Mukulika Baid, Shri. Himanshu Baid, Shri. Rishi Baid are related to the party being directors of the Company.

d) Nature of Relationship: The persons named in (c) above are directors of the Company and they are relatives of Shri Aaryaman Baid.

e) Manner of determining the pricing and other commercial terms both included as a part of contract and not considered as part of contract: The Board has considered various factors with respect to remuneration payable and all commercial terms have been considered and included.

f) Whether factors relevant to the contracts have been considered: Yes

Memorandum of Interest: Shri Jugal Kishore Baid, Smt. Mukulika Baid, Shri Himanshu Baid and Shri Rishi Baid, are relatives of Shri Aaryaman Baid and concerned and interested in the Resolution. They did not participate in the Board Meeting when this matter was discussed.

Pursuant to the first proviso to section 188(1) of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, an appointment of the related party to the office or place of profit in the Company at a monthly remuneration exceeding ₹ 2,50,000 (Rupees Two Lakh Fifty Thousand) shall require prior approval of the members by way of Ordinary Resolution.

Shri Aaryaman Baid, being the appointee, is interested in the resolution set out in Item no 12 of this Notice. Further, Shri Himanshu Baid, Shri Rishi Baid, Shri Jugal Kishore Baid and Smt. Mukulika Baid, Directors of the Company and their relatives are also deemed to be interested in the resolution, to the extent of their shareholding, if any, in the Company.

Save and except the above, none of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution, except to their respective shareholding in the Company

The Board recommends the resolution set out in Item no 12 for your approval as an Ordinary Resolution.

Item No. 13 Approval for payment of remuneration to Non-Executive Directors

The presence of the Non-Executive Directors on the Board of Directors of your Company has helped your Company to achieve multifold growth. Each Non-Executive Director brings to the Board vast experience and intellect in multifarious fields relevant to unique requirements of your Company.

In the light of services rendered by the Non-Executive Directors for the business of the Company and in keeping with best corporate principles, it is considered desirable that Non-Executive Directors are remunerated for their contribution.

In terms of the proviso to Section 197(1) of the Companies Act, 2013, a Company can remunerate/ make payment by way of commission to its Non-Executive Directors for a sum not exceeding 1% of the Profits as computed as per provision of the Act, if the Company has a Managing Director or Executive Director. Further pursuant to regulations of SEBI (LODR) Regulations, 2015, all fees/compensation, if any, paid to Non-Executive Directors of the Company, shall be fixed by the Board of Directors and shall require the prior approval of the Shareholders at a General Meeting.

Based on the recommendations of the Nomination & Remuneration Committee in its meeting held on 22nd July, 2024, the Board of Directors in its meeting held on 22nd July, 2024, subject to the approval of the Shareholders, has approved the payment of Annual Commission of ₹ 18,00,000 to each Non-Executive Director of the Company with effect from 1st April, 2024 subject to the ceiling as per Companies Act 2013, in addition to the sitting fees payable to such directors for attending the Board and Committee meetings and reimbursement of expenses, if any. All the Directors of the Company and their relatives may be deemed to be concerned or interested in this Resolution to the extent of commission that may be payable to them from time to time.

Item No. 14 Approve remuneration payable to M/s. Jai Prakash & Company, Cost Accountants, the Cost Auditor of the Company.

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. Jai Prakash & Company, Cost Accountants, to conduct the audit of the cost records of the Company for the financial year ending 31st March 2025.

In accordance with the provision of section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company.

The Board recommends the Ordinary Resolution set out in Item No 14 of the Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in anyway concerned or interested, financially or otherwise, in the resolution set out in Item No 14 of this Notice.

By order of the Board
Avinash Chandra
Company Secretary
M. No. : A32270

Date: 31st August, 2024
Registered Office:
232-B, 3rd Floor, Okhla Industrial Estate, Phase III,
New Delhi -110020.
CIN: L40300DL1995PLC066923
E-mail: investorcare@polymedicure.com

Annexure

Details of Directors seeking appointment/re-appointment at the Annual General Meeting

(Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 on General Meeting)

a) Shri Devendra Raj Mehta and Shri Vimal Bhandari

Name of the Director	**Shri Devendra Raj Mehta (DIN:01067895)**	**Shri Vimal Bhandari (DIN: 00001318)**
Date of Birth and Age	25th June, 1937, 87 Years	23rd August 1958 years, 66 Years
Date of first appointment on the Board	26th May, 2005	22nd July, 2024
Qualifications	Law and Economics Graduate and Retired IAS officer	Commerce graduate and Chartered Accountant.
Expertise in Specific functional areas	He has over 47 years of experience in Administration, Industry & Banking, Foreign Trade Regulations and Corporate.	He has over 35 years of experience in a range of businesses in the financial services industry
No. of Board Meetings attended during the Financial Year 2023-24	5	0
Remuneration last drawn	Not Applicable	Not Applicable
Relationship with any Director(s) and Key Managerial Personnel of the Company	Not related to any other Directors and Key Managerial Personnel of the Company	Not related to any other Directors and Key Managerial Personnel of the Company
Directorship of other Companies	1. Baif Institute For Sustainable Livelihood And Development. 2. Atul Rajasthan Date Palms Limited 3. Gandhi Research Foundation 4. Surefin Advisors Private Limited 5. Agriglow Farmer Producer Company Limited 6. JMC Projects (India) Limited 7. Glenmark Generics Limited 8. Gandhi Research Foundation	1. Escorts Kubota Limited 2. Bharat Forge Limited 3. JK Tyre & Industries Limited 4. KEC International Limited 5. Arka Fincap Limited 6. HDFC Trustee Company Ltd. (Trustee of HDFC Mutual Fund) 7. Kirloskar Management Services Private Limited 8. Arka Financial Holdings Private Limited

Chairmanship(s)/Membership(s) of Committees of other Companies	None	Escorts Kubota Limited • Audit Committee-Chairman • Nomination and Remuneration Committee – Chairman • Stakeholder Relationship Committee -Member JK Tyre & Industries Limited • Nomination and Remuneration Committee – Member Bharat Forge Limited • Audit Committee-Member • Nomination and Remuneration Committee – Member • Risk Management Committee – Member
Number of Shares held in the Company	NIL	NIL
Key terms and conditions of reappointment	As per the resolution in Item no. 4 of this Notice read with the explanatory statement thereto.	As per the resolution in Item no. 8 of this Notice read with the explanatory statement thereto
Details of remuneration sought to be paid	Eligibility for sitting fees and Commission paid to non executive Director as approved by the Board	As per the resolution in Item no. 8 of this Notice read with the explanatory statement thereto
Resignation from Listed Entities in past three years	Jain Irrigation Systems Limited Glanmark Pharmaceuticals Limited MM Auto Industries Private Limited	DCM Shriram Limited Kalpataru Projects International Limited RBL Bank Limited

Details of Director seeking appointment/re-appointment at the Annual General Meeting
(Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 on General Meeting)

b) Shri Alessandro Balboni and Smt. Mukulika Baid

Name of the Director	**Shri Alessandro Balboni (DIN: 08119143)**	**Smt. Mukulika Baid (DIN: 02900103)**
Date of Birth and Age	25th October, 1961, 62 years	27th September, 1949, 74 years
Date of first appointment on the Board	10th May, 2018	30th July, 2014
Qualifications	BA Engineering Master of Science, degree in Business Administration from University of Bologna	Bachelor's degree in arts (B.A)
Expertise in Specific functional areas	Around 21 years of experience in leading healthcare industry and Sales in Europe.	Around 23 years of experience in Management and Marketing
No. of Board Meetings attended during the Financial Year 2023-24	5	4
Remuneration last drawn	Not Applicable	Not Applicable
Relationship with any Director(s) and Key Managerial Personnel of the Company	Not related to any other Director and Key Managerial Personnel of the Company	Smt. Mukulika Baid, is a director and related to Shri Jugal Kishore Baid, Director, Shri Himanshu Baid, Managing Director, Shri Rishi Baid, Joint Managing Director and Shri Vishal Baid, Sr. President (Corporate Sales and Marketing).
Directorship of other Companies	1.Poly Medicure B.V., Netherland 2.Plan Health S.R.L., Italy	None
Chairmanship(s)/Membership(s) of Committees of other Companies	None	None
Number of Shares held in the Company.	Nil	30,62,400 (3.19 %)

Key terms and conditions of reappointment	As per the resolution in Item no. 3 of this Notice.	As per the resolution in Item no. 9 of this Notice read with the explanatory statement thereto.
Details of remuneration sought to be paid	Eligibility for sitting fees and Commission paid to non executive Director as approved by the Board	Eligibility for sitting fees and Commission paid to non executive Director as approved by the Board
Resignation from Listed Entities in past three years	Nil	Nil

Details of Director seeking appointment/re-appointment at the Annual General Meeting
(Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 on General Meeting)

c) Shri Himanshu Baid and Shri Rishi Baid

Name of the Director	**Shri Himanshu Baid (DIN: 00014008)**	**Shri Rishi Baid (DIN: 00048585)**
Date of Birth and Age	8th June, 1968, 56 years	2nd June, 1972, 52 years
Date of First Appointment on the Board	30th March, 1995	30th March, 1995
Qualifications	Electronics Engineer	BSME, MSME
Expertise in Specific functional areas	Around 26 years of experience in Management and Marketing	Around 26 years of experience in Management and Marketing
No. of Board Meetings attended during the Financial Year 2023-24	5	5
Remuneration last drawn	₹ 1717.81 Lacs	₹ 1668.18 Lacs
Remuneration proposed to be drawn	Refer to the Explanatory Statement	Refer to the Explanatory Statement
Relationship with any Director(s) and Key Managerial Personnel of the Company	Shri Himanshu Baid, is a director and related to Shri Jugal Kishore Baid (Father), Director, Smt. Mukulika Baid (Mother), Director, Shri Rishi Baid, Joint Managing Director (Brother) and Shri Vishal Baid (Brother), Sr. President (Corporate Sales and Marketing).	Shri Rishi Baid, is a director and related to Shri Jugal Kishore Baid (Father), Director, Smt. Mukulika Baid (Mother), Director, Shri Himanshu Baid, Managing Director (Brother) and Shri Vishal Baid (Brother), Sr. President (Corporate Sales and Marketing).
Directorship of other Companies	1. Poly Medicure (Laiyang) Co., Limited, China 2. Polycure Martech Limited 3. Ultra for Medical Products, Egypt 4. Poly Medicure B.V., Netherlands 5. PHD Chamber of Commerce and Industry 6. Plan1 Health India Pvt. Ltd. 7. Exicom Tele-Systems Limited	1. Poly Medicure (Lai yang) Co., Ltd, China 2. Poly Health Inc., USA 3. Ultra for Medical Products, Egypt 4. Poly Medicure B.V., Netherlands 5. Plan1 Health India Pvt. Ltd. 6. Plan1 Health S.r.l., Italy
Chairmanship(s)/Membership(s) of Committees of other Companies	Exicom Tele-Systems Limited • Nomination & Remuneration Committee – Member	NIL
Number of Shares held in the Company	79,07,642	97,66,356
Listed entities in which the director has resigned in the past three years	Jai Polypan Pvt. Ltd.	Jai Polypan Pvt. Ltd.
Terms and Conditions of appointment / re-appointment	As per the resolution in Item no. 6 of this Notice read with the explanatory statement thereto	As per the resolution in Item no. 7 of this Notice read with the explanatory statement thereto

AMENDED ARTICLES OF ASSOCIATION

THE COMPANIES ACT, 2013
(COMPANY LIMITED BY SHARES)
ARTICLES OF ASSOCIATION
OF
POLY MEDICURE LIMITED
(INCORPORATED UNDER THE COMPANIES ACT, 1956)

The following regulations comprised in these Articles of Association were adopted pursuant to members' resolution passed at the 29TH Annual General Meeting of the Company held on September 26, 2024 in substitution for, and to the entire exclusion of, the earlier regulations comprised in the extant Articles of Association of the Company.

PRELIMINARY

1. Subject to the regulations hereinafter provided, the regulations contained in Table 'F' in the First Schedule to the Companies Act, 2013 shall apply to the Company, except in so far as they are otherwise expressly incorporated herein below.

INTERPRETATION

2. In these regulations, the following words, and expressions, unless repugnant to the subject, shall mean the following:

a) **"Act"** means the Companies Act, 2013 and other statutory modifications or re-enactments thereof for the time being in force, including wherever applicable the rules framed thereunder;

b) **"Applicable Law"** means laws of India, as applicable including, inter alia, all applicable statutes, enactments, acts of legislature, ordinances, rules, by-laws, regulations, notifications, guidelines, policies, directions, directives, circular, and orders of any Governmental, statutory, Authority, regulatory body, tribunal, stock exchange, or rule, order or decree of any court, quasi- judicial authority or any arbitral tribunal, or directive, delegated or subordinate legislation in any applicable jurisdiction inside or outside India;

c) **"Articles"** means the Articles of Association of the Company;

d) **"Board of Directors" or "Board"**, in relation to a Company, means the collective body of the Directors of the Company;

e) **"Board Meeting"** means a meeting of the Directors duly called and constituted or as the case may be, the Directors assembled at a Board, or the requisite number of Directors entitled to pass a circular resolution in accordance with these Articles;

f) **"Beneficial owner"** means a person or persons whose name(s) is/are recorded in the Register maintained by a Depository under the Depositories Act, 1996;

g) **"Company"** means Poly Medicure Limited;

h) **"Company Secretary" or "Secretary"** means a Company Secretary as defined in clause (c) of sub-section (1) of section 2 of the Company Secretaries Act, 1980 who is appointed by a Company to perform the functions of a Company Secretary under this Act;

i) **"Debenture"** includes debenture stock, bonds or any other instrument of a Company evidencing a debt, whether constituting a charge on the assets of the Company or not;

j) **"Dividend"** includes any interim dividend;

k) **"Depository"** means a Company formed and registered under the Act and which has been granted a certificate of registration by SEBI under the Securities & Exchange Board of India Act, 1992;

l) **"Directors"** means the Directors appointed to the Board of the Company;

m) **"Document"** includes summons, notice, requisition, order, declaration, form and register, whether issued sent or kept in pursuance of this Act or under any other law for the time being in force or otherwise, maintained on proper or in electronic form;

n) **"Extra-Ordinary General Meeting"** means an Extra-Ordinary General meeting of the members duly called and constituted and any adjourned holding thereof;

o) **"Meeting" or "General Meeting"** means a meeting of the Members. "Annual General Meeting" means a General Meeting of the Members held in accordance with the provisions of Section 96 of the Act;

p) **"Member"** means the member of the Company as defined in sub-section (55) of section 2 of the Act or any amendment thereof;

q) **"Month"** shall mean the calendar month;

r) **"Office"** means the Registered Office for the time being of the Company;

s) **"Proxy"** includes Attorney duly constituted under a power of Attorney;

t) **"Registrar"** means the Registrar of Companies of the State in which the registered office of the Company is, for the time being, situated;

u) **"Remuneration"** means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income Tax Act, 1961;

v) **"Rules"** means the applicable rules for the time being in force as prescribed under relevant sections of the Act;

w) **"Seal"** means the Common Seal of the Company;

x) **"Securities"** means the securities as defined in clause (h) of section 2 of the Securities Contracts (Regulation) Act, 1956;

y) **"SEBI"** means Securities and Exchange Board of India established under section 3 of the Securities and Exchange Board of India Act, 1992;

z) **"Shares"** means the shares in the share capital of a Company and includes stock;

aa) **"Special Resolution"** shall have the meaning assigned thereto by Section 114 of the Act;

bb) **"Sweat Equity Shares"** means such equity shares as are issued by a Company to its Directors or employees at a discount or for consideration, other than cash, for providing their know-how or making available rights in the nature of intellectual property rights or value additions, by whatever name called;

cc) **"Tribunal"** means the National Company Law Tribunal constituted under section 408 of the Act;

dd) **"Voting Right"** means right of a member of a Company to vote in any meeting of the Company or by means of postal ballot;

ee) **"Video Conferencing or Other Audio-Visual"** means audio- visual electronic communication facility employed which enables all the persons participating in a meeting to communicate concurrently with each other without an intermediary and to participate effectively in the meeting;

ff) Words importing **"persons"** shall, where the context requires, include bodies corporate and companies as well as individuals;

gg) **"Whole-time Director"** includes Director in the whole-time employment of the Company;

hh) **"Working Day"** means all days except national holidays;

ii) **"Year"** means the **"Financial Year"** as provided under sub section (41) of Section 2 of the Act;

jj) Words imputing the masculine gender shall also include feminine gender;

kk) Words imputing the singular number includes plural where the context so requires; and

ll) **'in writing'** and **'written'** includes printing, lithography and any other mode of representing or reproducing words in a visible form.

3. Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the Company.

4. Notwithstanding anything contained in these Articles, such provisions and regulations as may be prescribed by the legislature, as compulsory, by later enactments relating to Companies, shall have priority of observance under such circumstances.

SHARE CAPITAL

5. The authorized share capital of the Company will be as stated in Clause V of the Memorandum of Association of the Company as altered from time to time.

6. The Company may, from time to time, by ordinary resolution, shall have the power to increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.

7. Subject to the provisions of section 61, the Company may by ordinary resolution, sub- divide, consolidate, reduce or re-classify the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the provisions of the Act and the Applicable Law and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by these regulations.

8. Subject to the provisions of the section 62 of the Act and these Articles, the shares in the capital of the Company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.

9. If the Company shall offer any of its shares to the public for subscription, such offer shall be made in accordance with the provisions of Part I of Chapter III and other relevant provisions of the Act.

10. Subject to the provisions of the Act and these Articles, the Board may allot and issue shares in the capital of the Company as payment or part-payment for any property or assets of any kind whatsoever, sold or to be sold or transferred or to be transferred or for goods or machinery supplied or to be supplied for service rendered or to be rendered for technical assistance or know-how made or to be made available to the Company or the conduct of its business, and shares which may be so allotted may be issued as fully or partly paid-up otherwise than in cash and, if so issued, shall be deemed to be fully or partly paid as the case may be.

11. The Company may increase its subscribed capital on exercise of an option attached to the debentures issued or loans raised by the Company to convert such debentures or loans into shares in the Company.

12. The Company may issue the following kinds of shares in accordance with these Articles, the Act, the Rules and other applicable laws:

(a) Equity share capital:

(i) with voting rights; and / or

(ii) with differential rights as to dividend, voting or otherwise in accordance with the Rules; and

(b) Preference share capital

13. Subject to the provisions of Section 55 of the Act and rules made thereunder, the Company shall have the power to issue preference shares which are or at the option of the Company are liable to be redeemed within such period as provided in the Act from the date of issue and the resolution authorising such issue shall prescribe the manner, terms and conditions of redemption.

14. On the issue of Redeemable Preference Shares, the following provisions shall take effect:

(a) No such shares shall be redeemed except out of profits of the Company which would otherwise be available for dividend or out of the proceeds of a fresh issue of shares for the purpose of the redemption.

(b) No such shares shall be redeemed unless they are fully paid.

(c) The premium, if any, payable on redemption must have been provided for out of the profits of the Company or the Company's share premium account before the shares are redeemed.

(d) Where any such shares are redeemed otherwise than out of the proceeds of a fresh issue, there shall, out of profits which would otherwise be available for dividend, be transferred to a reserve fund, to be called the "Capital

Redemption Reserve Account", a sum equal to the nominal amount of the share redeemed and the provisions of the Act relating to the reduction of the share capital of the Company shall, except as provided in Section 55 of the Act apply as if the Capital Redemption Reserve Account were paid up share capital of the Company.

15. A person subscribing to shares offered by the Company shall hold the shares in a dematerialised state with a depository. Where a person opts to hold any share with the depository, the Company shall intimate such depository the details of allotment of the share to enable the depository to enter in its records the name of such person as the beneficial owner of that share.

VARIATION OF RIGHTS OF MEMBERS

16. (a) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of Section 48 of the Act, and whether or not the Company is being wound up, be varied with the consent in writing of the holders of not less than three-fourth of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

    (b) To every such separate meeting, the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares.

17. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari-passu therewith.

FURTHER ISSUE OF SHARES

18. The Board or the Company, as the case may be, may, in accordance with the Act and the Rules, issue further shares to-

    (a) persons who, at the date of offer, are holders of equity shares of the Company; such offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; or

    (b) employees under any scheme of employees' stock option; or

    (c) any persons, whether or not those persons include the persons referred to in clause (a) or clause (b) above.

19. A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the provisions of Section 42 and Section 62 of the Act and the Rules.

20. Except as required by law, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder. Nothing in the Articles 18 and 19 shall apply to the increase of the subscribed capital of a Company caused by the exercise of an option as a term attached to the Debentures issued or loan raised by the Company to convert such Debentures or loans into shares in the Company.

    Provided that the terms of issue of such Debentures or loan containing such an option have been approved before the issue of such Debentures or the raising of loan by a Special Resolution passed by the Company in a General Meeting.

21. Notwithstanding anything contained in Section 53 of the Act, but subject to the provisions of Section 54 read with Rules made there under with the regulations made by the SEBI, the Company may issue Sweat Equity Shares of a class of shares already issued in accordance with the provisions of the Act and the regulations made by the SEBI.

22. The Company may issue Debentures or other forms of securities, as defined under the Securities Contracts (Regulation) Act, 1956 and Rules issued thereunder in compliance with the provisions of the Act, SEBI Regulations and other laws, as applicable to the Company.

REGISTERS TO BE MAINTAINED BY THE COMPANY

23. The Company shall, in terms of the provisions of Section 88 of the Act, cause to be kept the following registers in terms of the applicable provisions of the Act:

    (a) A Register of Members indicating separately for each class of Equity Shares and preference shares held by each Member residing in or outside India;

    (b) A Register of Debenture holders; and

    (c) A Register of any other security holders.

24. The Statutory Registers shall be kept and maintained in the manner prescribed under the Act.

SHARE CERTIFICATE

25. Issue of Certificate:

(a) Every person whose name is entered as a member in the register of members shall be entitled to receive within two (2) months after incorporation, in case of subscribers to the memorandum or after allotment or within one (1) month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided:

    i. one certificate for all his shares without payment of any charges; or

    ii. several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.

(b) Every certificate shall specify the shares to which it relates and the amount paid-up thereon and shall be signed by two directors or by a director and the Company secretary, wherever the Company has appointed a Company secretary.

    Provided that in case the Company has a Seal, it shall be affixed in the presence of the persons required to sign the certificate.

(c) In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

(d) The Company shall issue, re-issue and issue duplicate share certificates in accordance with the provisions of the Act and in the form and manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014.

(e) A duplicate certificate of shares may be issued, if such certificate:

(i) is proved to have been lost or destroyed; or

(ii) has been defaced, mutilated or torn; and is surrendered to the Company.

(f) The Company shall be entitled to dematerialize its existing Shares, rematerialize its Shares held in the depository and/or to offer its fresh shares in a dematerialized form pursuant to the Depositories Act, and the regulations framed there under, if any.

(g) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate. The provisions of Articles (a) and (b) shall mutatis mutandis apply to debentures of the Company.

(h) The provisions of the foregoing Articles relating to issue of certificates shall mutatis mutandis apply to issue of certificates for any other Securities including debentures (except where the Act otherwise requires) of the Company.

(i) When a new share certificate has been issued in pursuance of sub-article (h) of this Article, it shall be in the form and manner stated under the Companies (Share Capital and Debentures) Rules, 2014.

(j) All blank forms to be used for issue of share certificates shall be printed and the printing shall be done only on the authority of a resolution of the Board. The blank forms shall be consecutively machine–numbered and the forms and the blocks, engravings, facsimiles and hues relating to the printing of such forms shall be kept in the custody of the Secretary or of such other person as the Board may authorize for the purpose and the Secretary or the other person aforesaid shall be responsible for rendering an account of these forms to the Board. Every forfeited or surrendered share held in material form shall continue to bear the number by which the same was originally distinguished.

(k) The Company Secretary of the Company shall be responsible for the maintenance, preservation and safe custody of all books and documents relating to the issue of share certificates including the blank forms of the share certificate referred to in sub- Article (j) of this Article.

(l) All books referred to in sub-Article (k) of this Article, shall be preserved in the manner specified in the Companies (Share Capital and Debentures) Rules, 2014.

(m) The details in relation to any renewal or duplicate share certificates shall be entered into the register of renewed and duplicate share certificates, as prescribed under the Companies (Share Capital and Debentures) Rules, 2014.

(n) If any Shares stands in the names of 2 (two) or more Persons, the Person first named in the Register of Members shall as regards receipt of Dividends or bonus, or service of notices and all or any other matters connected with the Company except voting at meetings and the transfer of shares, be deemed the sole holder thereof, but the joint holders of such Shares shall be severally as well as jointly liable for the payment of all deposits, instalments and calls due in respect of such Shares, and for all incidents thereof according to these Articles.

(o) Except as ordered by a court of competent jurisdiction or as may be required by Applicable Law, the Company shall be entitled to treat the Member whose name appears on the Register of Members as the holder of such Equity Shares or whose name appears as the beneficial owner of such Equity Shares in the records of the Depository, as the absolute owner thereof and accordingly shall not be bound to recognise any benami, trust or equity or equitable, contingent or other claim to or interest in such Equity Shares on the part of any other Person whether or not such Member shall have express or implied notice thereof. The Board shall be entitled at their sole discretion to register any Equity Shares in the joint names of any 2 (two) or more Persons or the survivor or survivors of them. The Company shall not be bound to register more than 3 (three) persons as the joint holders of any share except in the case of executors or trustees of a deceased member.

COMMISSION FOR PLACING SHARES

26. (a) The Company may exercise the powers of paying commissions conferred by sub-section (6) of Section 40 of the Act, provided that the rate percent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.

(b) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of Section 40 of the Act.

(c) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

COMPANY'S LIEN

27. The Company shall have a first and paramount lien:

(a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and

(b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the Company.

Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article.

28. The Company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares for any money owing to the Company.

29. The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien.

Provided that no sale shall be made:

(a) unless a sum in respect of which the lien exists is presently payable; or

(b) until the expiration of 14 (fourteen) days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency or otherwise.

30. Validity of Sale:

(a) To give effect to any such sale, the Board may authorize some person to transfer the shares sold to the purchaser thereof.

(b) The purchaser shall be registered as the holder of the shares comprised in any such transfer.

(c) The receipt of the consideration (if any) by the Company on the sale of any shares (subject, if necessary, to execution of an instrument of transfer or a transfer by relevant system, as the case may be) shall constitute a good title to the share and the purchaser shall be registered as the holder of the share.

(d) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

31. Application of Sale Proceeds:

(a) The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable;

(b) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

32. In exercising its lien, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or unless required by any statute) be bound to recognise any equitable or other claim to, or interest in, such share on the part of any other person, whether a creditor of the registered holder or otherwise. The Company's lien shall prevail notwithstanding that it has received notice of any such claim.

33. The provisions of these Articles relating to lien shall mutatis mutandis apply to any other Securities including debentures of the Company.

CALLS ON SHARES

34. The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times.

35. Each member shall, subject to receiving at least 14 (fourteen) days' notice specifying the time or times and place of payment, pay to the Company, at the time or times and place so specified, the amount called on his shares.

36. The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call in respect of one or more Members as the Board may deem appropriate in any circumstance.

37. A call may be revoked or postponed at the discretion of the Board.

38. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.

39. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

40. (a) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof (the "due date"), the person from whom the sum is due shall pay interest thereon from the due date to the time of actual payment at such rate as may be fixed by the Board.

(b) The Board shall be at liberty to waive payment of any such interest wholly or in part.

41. Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these Articles, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

42. In case of non-payment of such sum, all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

43. The Board:-

(a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and

(b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate as may be fixed by the Board, not exceeding, unless the Company in General Meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance. Nothing contained in this Article, shall confer on the member (a) any right to participate in profits or dividends or (b) any voting rights in respect of the moneys so paid by him until the same would, but for such payment, become presently payable by him.

44. If by the conditions of allotment of any shares, the whole or part of the amount of issue price thereof shall be payable by instalments, then every such instalment shall, when due, be paid to the Company by the person who, for the time being and from time to time, is or shall be the registered holder of the share or the legal representative of a deceased registered holder.

45. All calls shall be made on a uniform basis on all shares falling under the same class.

Explanation: Shares of the same nominal value on which different amounts have been paid-up shall not be deemed to fall under the same class.

46. Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereof nor the receipt by the Company of a portion of any money which shall from time to time be due from any member in respect of any shares either by way of principal or interest nor any indulgence granted by the Company in respect of payment of any such money shall preclude the forfeiture of such shares as herein provided.

47. The provisions of these Articles relating to calls shall mutatis mutandis apply to any other Securities including debentures of the Company.

TRANSFER OF SHARES

48. Instrument of Transfer:

(a) The instrument of transfer of any share in the Company shall be executed by or on behalf of both the transferor and transferee.

(b) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

(c) In case of shares held in physical form, the Board may decline to recognize any instrument of transfer unless:

i. the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of Section 56 of the Act;

ii. the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and

iii. the instrument of transfer is in respect of only one class of shares.

49. The Board may, subject to the right of appeal conferred by Section 58 of the Act, decline to register:

(a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or

(b) any transfer of shares on which the Company has a lien; or

(c) any transfer of shares where any statutory prohibition or any attachment or prohibitory order of a competent authority restrains the Company from transferring the shares out of the name of the transferor; or

(d) any transfer of shares where the transferor objects to the transfer provided he serves on the Company within a reasonable time a prohibitory order of a Court of competent jurisdiction.

50. On giving not less than 7 (seven) days' previous notice in accordance with Section 91 of the Act and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine.

Provided that such registration shall not be suspended for more than 30 (thirty) days at any one time or for more than 45 (forty-five) days in the aggregate in any year.

51. The provisions of these Articles relating to transfer of shares shall mutatis mutandis apply to any other securities including debentures of the Company.

TRANSMISSION OF SHARES

52. Title to Shares of Deceased Members:

(a) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the Company as having any title to his interest in the shares.

(b) Nothing in clause (a) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

53. Transmission and Rights of Transmission:

(a) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either:

i. to be registered himself as holder of the share; or

ii. to make such transfer of the share as the deceased or insolvent member could have made.

(b) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

(c) The Company shall be fully indemnified by such person from all liability, if any, by actions taken by the Board to give effect to such registration or transfer.

(d) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.

(e) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

(f) All the limitations, restrictions and provisions of these Article relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

54. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.

55. Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within 90 (ninety) days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

56. The Company shall incur no liability or responsibility whatever in consequence of its registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the register of members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the said shares, notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and may have entered such notice, or referred thereto in any book of the Company, and the Company shall not be bound or

required to regard or attend or give effect to any notice which may be given to it of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting to do, though it may have been entered or referred to in some book of the Company; but the Company shall nevertheless be at liberty to regard and attend to any such notice; and give effect thereto if the Board shall so think fit.

57. The provisions of these Articles relating to transmission by operation of law shall mutatis mutandis apply to any other Securities including debentures of the Company.

DEMATERIALIZATION OF SECURITIES

58. Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialize its existing Securities, rematerialize its Securities held in the Depositories and/or to offer its fresh Securities in a dematerialized form pursuant to the Depositories Act, 1996 **("Depository Act")** and the rules framed thereunder, if any.

59. Subject to the applicable provisions of the Act, the Company may exercise an option to issue, dematerialize, hold the securities (including shares) with a Depository in electronic form and the certificates in respect thereof shall be dematerialized, in which event the rights and obligations of the parties concerned and matters connected therewith or incidental thereto shall be governed by the provisions of the Depositories Act.

60. If a Person opts to hold his Securities with a Depository, the Company shall intimate such Depository the details of allotment of the Securities and on receipt of the information, the Depository shall enter in its record the name of the allottee as the Beneficial Owner of the Securities.

61. All Securities held by a Depository shall be dematerialized and be held in fungible form. Nothing contained in Sections 88, 89 and 186 of the Act shall apply to a Depository in respect of the Securities held by it on behalf of the Beneficial Owners.

62. Rights of Depositories & Beneficial Owners:

    (a) Notwithstanding anything to the contrary contained in the Act or these Articles, a Depository shall be deemed to be the Registered Owner for the purposes of effecting transfer of ownership of Securities on behalf of the Beneficial Owner.

    (b) Save as otherwise provided in (a) above, the Depository as the Registered Owner of the Securities shall not have any voting rights or any other rights in respect of the Securities held by it.

    (c) Every person holding shares of the Company and whose name is entered as the Beneficial Owner in the records of the Depository shall be deemed to be a Member of the Company.

    (d) The Beneficial Owner of Securities shall, in accordance with the provisions of these Articles and the Act, be entitled to all the rights and subject to all the liabilities in respect of his Securities, which are held by a Depository.

63. Register and Index of Beneficial Owners:

    (a) The Company shall cause to be kept a register and index of members with details of shares and debentures held in dematerialized forms in any media as may be permitted by Applicable Law including any form of electronic media.

    (b) The register and index of Beneficial Owners maintained by a Depository under the Depositories Act shall be deemed to be a register and index of members for the purposes of this Act. The Company shall have the power to keep in any state or country outside India a register resident in that state or country.

64. Upon receipt of certificate of securities on surrender by a person who has entered into an agreement with the Depository through a participant, the Company shall cancel such certificates and shall substitute in its record, the name of the Depository as the registered owner in respect of the said Securities and shall also inform the Depository accordingly.

65. Notwithstanding anything contained in the Act or these Articles to the contrary, where Securities are held in a Depository, the records of the beneficial ownership may be served by such Depository on the Company by means of electronic mode.

66. Transfer of Securities:

    (a) Nothing contained in Section 56 of the Act or these Articles shall apply to a transfer of Securities effected by transferor and transferee both of whom are entered as Beneficial Owners in the records of a Depository.

    (b) In the case of transfer or transmission of shares or other Securities where the Company has not issued any certificates and where such shares or Securities are being held in any electronic or fungible form in a Depository, the provisions of the Depositories Act shall apply.

67. Notwithstanding anything in the Act or these Articles, where Securities are dealt with by a Depository, the Company shall intimate the details of allotment of relevant Securities thereof to the Depository immediately on allotment of such Securities.

68. Nothing contained in the Act or these Articles regarding the necessity of having certificate number/distinctive numbers for Securities issued by the Company shall apply to Securities held with a Depository.

69. Except as specifically provided in these Articles, the provisions relating to joint holders of shares, calls, lien on shares, forfeiture of shares and transfer and transmission of shares shall be applicable to shares held in Depository so far as they apply to shares held in physical form subject to the provisions of the Depositories Act.

70. Every Depository shall furnish to the Company information about the transfer of securities in the name of the Beneficial Owner at such intervals and in such manner as may be specified by Applicable Law and the Company in that behalf.

71. Subject to compliance with Applicable Law, if a Beneficial Owner seeks to opt out of a Depository in respect of any Security, he shall inform the Depository accordingly. The Depository shall on receipt of such information make appropriate entries in its records and shall inform the Company. The Company shall within 30 (thirty) days of the receipt of intimation from a Depository and on fulfilment of such conditions and on payment of such fees as may be specified by the regulations, issue the certificate of securities to the Beneficial Owner or the transferee as the case may be.

FORFEITURE OF SHARES

72. If a member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment

remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued and all that may have been incurred by the Company by reason of non-payment.

73. The notice aforesaid shall:

    (a) name a further day (not being earlier than the expiry of 14 (fourteen) days from the date of service of the notice) on or before which the payment required by the notice is to be made; and

    (b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

74. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.

75. Neither the receipt by the Company for a portion of any money which may from time to time be due from any member in respect of his shares, nor any indulgence that may be granted by the Company in respect of payment of any such money, shall preclude the Company from thereafter proceeding to enforce a forfeiture in respect of such shares as herein provided. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited shares and not actually paid before the forfeiture.

76. When any share shall have been so forfeited, notice of the forfeiture shall be given to the defaulting member and an entry of the forfeiture with the date thereof, shall forthwith be made in the register of members but no forfeiture shall be invalidated by any omission or neglect or any failure to give such notice or make such entry as aforesaid.

77. The forfeiture of a share shall involve extinction at the time of forfeiture, of all interest in and all claims and demands against the Company, in respect of the share and all other rights incidental to the share.

78. A forfeited share shall be deemed to be the property of the Company and may be sold or re-allotted or otherwise disposed of either to the person who was before such forfeiture the holder thereof or entitled thereto or to any other person on such terms and in such manner as the Board thinks fit.

79. At any time before a sale, re-allotment or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

80. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay, and shall pay, to the Company all monies which, at the date of forfeiture, were presently payable by him to the Company in respect of the shares.

81. All such monies payable shall be paid together with interest thereon at such rate as the Board may determine, from the time of forfeiture until payment or realisation. The Board may, if it thinks fit, but without being under any obligation to do so, enforce the payment of the whole or any portion of the monies due, without any allowance for the value of the shares at the time of forfeiture or waive payment in whole or in part.

82. The liability of such person shall cease if and when the Company shall have received payment in full of all such monies in respect of the shares.

83. A duly verified declaration in writing that the declarant is a director, the manager or the secretary of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.

84. The Company may receive the consideration, if any, given for the share on any sale, re-allotment or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of.

85. The transferee shall thereupon be registered as the holder of the share.

86. The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share.

87. Upon any sale after forfeiture or for enforcing a lien in exercise of the powers hereinabove given, the Board may, if necessary, appoint some person to execute an instrument for transfer of the shares sold and cause the purchaser's name to be entered in the register of members in respect of the shares sold and after his name has been entered in the register of members in respect of such shares the validity of the sale shall not be impeached by any person.

88. Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate(s), if any, originally issued in respect of the relative shares shall (unless the same shall on demand by the Company has been previously surrendered to it by the defaulting member) stand cancelled and become null and void and be of no effect, and the Board shall be entitled to issue a duplicate certificate(s) in respect of the said shares to the person(s) entitled thereto.

89. The Board may, subject to the provisions of the Act, accept a surrender of any share from or by any member desirous of surrendering them on such terms as they think fit.

90. The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

91. The provisions of these Articles relating to forfeiture of shares shall mutatis mutandis apply to any other Securities including debentures of the Company.

ALTERATION OF CAPITAL

92. Subject to these Articles and Section 61 of the Act, the Company may, by an ordinary resolution in General Meeting from time to time, alter the conditions of its memorandum as follows, that is to say, it may:

    (a) increase its Share Capital by such amount as it thinks expedient;

    (b) consolidate and divide all or any of its Share Capital into shares of larger amount than its existing shares:

Provided that no consolidation and division which results in changes in the voting percentage of Members shall take effect unless it is approved by the Tribunal on an application made in the prescribed manner;

(c) convert all or any of its fully Paid up shares into stock, and reconvert that stock into fully Paid up shares of any denomination;

(d) sub-divide its existing Shares, or any of them, into shares of smaller amount than is fixed by the memorandum, so, however, that in the sub-division the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived; and

(e) cancel its Shares which, at the date of the passing of the resolution in that behalf, have not been taken or agreed to be taken by any person, and diminish the amount of its Share Capital by the amount of the shares so cancelled. Cancellation of shares in pursuance of this Article shall not be deemed to be reduction of Share Capital within the meaning of the Act.

CONVERSION OF SHARES INTO STOCK AND RECONVERSION

93. Where shares are converted into stock:

(a) The Company in General Meeting may, by ordinary resolution, convert any Paid-up shares into stock and when any shares shall have been converted into stock, the several holders of such stock may henceforth transfer their respective interest therein, or any part of such interests, in the same manner and subject to the same regulations as those subject to which shares from which the stock arose might have been transferred, if no such conversion had taken place or as near thereto as circumstances will admit. The Company may, by an ordinary resolution, at any time reconvert any stock into Paid-up shares of any denomination.

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

(b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

(c) such of the regulations of the Company as are applicable to paid-up shares shall apply to stock and the words “share” and “Member” in those regulations shall include “stock” and “stock-holder” respectively.

SHARE WARRANTS

94. Share warrants may be issued as per the provisions of Applicable Law.

95. Power to issue share warrants:

The Company may issue share warrants subject to, and in accordance with the provisions of the Act, and accordingly the Board may in its discretion, with respect to any share which is fully paid-up on application in writing signed by the persons registered as holder of the share, and authenticated, by such evidence (if any) as the Board may, from time to time, require as to the identity of the person signing the application, and on receiving the certificate (if any) of the share, and the amount of the stamp duty on the warrant and such fee as the Board may from time to time require, issue a share warrant.

96. Deposit of share warrant:

(a) The bearer of a share warrant may at any time deposit the warrant at the office of the Company, and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for calling a meeting of the Company, and of attending, and voting and exercising the other privileges of a Member at any meeting held after the expiry of two clear days from the time of deposit as if his name were inserted in the register of members as the holder of the share included in the deposited warrant.

(b) Not more than one person shall be recognised as depositor of the share warrant.

(c) The Company shall, on 2 (two) days’ written notice, return the deposited share warrant to the depositor.

97. Privileges and disabilities of the holders of share warrant:

(a) Subject as herein otherwise expressly provided, no person shall, as bearer of a share warrant sign a requisition for calling a meeting of the Company, or attend or vote or exercise any other privileges of a Member at a meeting of the Company, or be entitled to receive any notices from the Company.

(b) The bearer of a share warrant shall be entitled in all other respects to the same privileges and advantages as if he was named in the register of members as the holder of the share included in the warrant and shall be a Member of the Company.

98. The Board may, from time to time, make rules as to the terms on which (if it shall think fit) a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruct.

REDUCTION OF CAPITAL

99. The Company may, subject to the applicable provisions of the Act, from time to time by a special resolution, reduce in any manner, and with, and subject to, any incident authorised and consent required by Applicable Law, its Share Capital, any capital redemption reserve account and any securities premium account in any manner for the time being authorized by Applicable Law.

BUY-BACK OF SECURITIES

100. Pursuant to a resolution of the Board or a special resolution of the Members, as required under the Act, the Company may purchase its own Equity Shares or other Securities, as may be specified by the Act read with Rules made there under from time to time, by way of a buy- back arrangement, in accordance with Sections 68, 69 and 70 of the Act, the Rules and subject to compliance with the Applicable Laws.

JOINT HOLDERS

101. Where two or more persons are registered as joint holders (not more than three) of any share, they shall be deemed (so far as

the Company is concerned) to hold the same as joint tenants with benefits of survivorship, subject to the following and other provisions contained in these Articles:

(a) The joint-holders of any share shall be liable severally as well as jointly for and in respect of all calls or instalments and other payments which ought to be made in respect of such share.

(b) On the death of any one or more of such joint-holders, the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the share but the Directors may require such evidence of death as they may deem fit, and nothing herein contained shall be taken to release the estate of a deceased joint-holder from any liability on shares held by him jointly with any other person.

(c) Any one of such joint holders may give effectual receipts of any dividends, interests or other moneys payable in respect of such share.

(d) Only the person whose name stands first in the register of members as one of the joint-holders of any share shall be entitled to the delivery of certificate, if any, relating to such share or to receive notice (which term shall be deemed to include all relevant documents) and any notice served on or sent to such person shall be deemed service on all the joint-holders.

(e) (i) Any one of two or more joint-holders may vote at any meeting either personally or by attorney or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of such joint holders be present at any meeting personally or by proxy or by attorney then that one of such persons so present whose name stands first or higher (as the case may be) on the register in respect of such shares shall alone be entitled to vote in respect thereof.

(ii) Several executors or administrators of a deceased member in whose (deceased member) sole name any share stands, shall for the purpose of this clause be deemed joint-holders.

102. The provisions of these Articles relating to joint holders of shares shall mutatis mutandis apply to any other Securities including debentures of the Company registered in joint names.

CAPITALISATION OF PROFITS

103. (I) The Company in General Meeting may, upon the recommendation of the Board resolve:

a. that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account, or otherwise available for distribution; and

b. that such sum be accordingly set free for distribution in the manner specified in clause (II) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(II) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in sub-clause (III) below, either in or towards:

a. paying up any amounts for the time being unpaid on any shares held by such members respectively;

b. paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid; and

c. partly in the way specified in sub-clause (a) and partly in that specified in sub-clause (b)

d. A securities premium account and a capital redemption reserve account may, for the purposes of this Article, be applied in paying up of unissued shares to be issued to Members of the Company, as fully paid bonus shares;

e. The Board shall give effect to the resolution passed by the Company in pursuance of this Article.

104. (A) Whenever such a resolution as aforesaid shall have been passed, the Board shall:

(i) make all appropriations and applications of undivided profits (resolved to be capitalized thereby), and all allotments and issues of fully paid shares, if any; and

(ii) generally do all acts and things required to give effect thereto.

(B) The Board shall have power:

(i) to make such provisions, by the issue of fractional certificates or by payments in cash or otherwise as it thinks fit, in the case of shares or debentures becoming distributable in fraction; and

(ii) to authorize any person, on behalf of all the Members entitled thereto, to enter into an agreement with the Company providing for the allotment to such Members, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalization or (as the case may require) for the payment of by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised of the amounts or any parts of the amounts remaining unpaid on the shares.

(iii) Any agreement made under such authority shall be effective and binding on all such Members.

GENERAL MEETINGS

105. Annual General Meeting:

(a) In accordance with the provisions of Section 96 of the Act, the Company shall in each year hold in addition to any other meetings, a General Meeting specified as its Annual General Meeting and shall specify the meeting as such in the notices convening such meetings.

(b) Subject to the provisions of the Act, an Annual General Meeting of the Members of the Company shall be held every year within 6 (six) months after the expiry of each financial year, provided that not more than 15 (fifteen) months shall elapse between the date of one Annual General Meeting and that of the next.

(c) Nothing contained in the foregoing provisions shall be taken as affecting the right conferred upon the Registrar under the provisions of Section 96 (1) of the Act to extend the time within which any Annual General Meeting may be held.

(d) Every Annual General Meeting shall be called during business hours, that is, between 9 a.m to 6 p.m or such time as prescribed in the Act, on any day that is not a National Holiday and shall be held either at the registered office of the Company or at some other place within the city, town or village in which the registered office of the Company is situated.

106. Extra Ordinary General Meetings:

(a) All general meetings other than Annual General Meeting shall be called Extra-ordinary General Meeting.

(b) The Board may, whenever it thinks fit, call an Extra-ordinary General Meeting.

(c) If at any time, Directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the Company may call an Extra-ordinary General Meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

PROCEEDINGS AT GENERAL MEETING

107. Quorum for General Meeting:

(a) No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business.

(b) Save as otherwise provided herein, the quorum for the General Meetings shall be as provided in Section 103 of the Act.

108. Chairperson of General Meeting:

The chairperson, if any, of the Board shall preside as chairperson at every General Meeting of the Company.

109. Election of Chairperson:

(a) If there is no such Chairperson, or if he is not present within 15 (fifteen) minutes after the time appointed for holding the meeting or is unwilling to act as chairperson of the meeting, the Directors present shall elect one of their members to be Chairperson of the meeting.

(b) If at any meeting no Director is willing to act as Chairperson or if no Director is present within 15 (fifteen) minutes after the time appointed for holding the meeting, the Members present shall choose one of their Members to be Chairperson of the meeting.

(c) On any business at any General Meeting, in case of an equality of votes on any resolution, the Chairperson shall have a second or casting vote.

110. Adjournment of Meeting;

(a) The Chairperson may, suo moto, adjourn the meeting from time to time and from place to place and shall adjourn the meeting, if required, in accordance with the Act.

(b) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.

(c) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(d) When a meeting is adjourned for 30 (thirty) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

(e) Save as aforesaid, and as provided in Section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

111. Voting Rights of Members:

Subject to any rights or restrictions for the time being attached to any class or classes of shares:

(a) On a show of hands, every member present in person shall have one vote; and

(b) On a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the Company.

(c) A member may exercise his vote at a meeting by electronic means in accordance with Section 108 of the Act and shall vote only once. The Company shall also provide e-voting facility to the Members of the Company in terms of the provisions of the Companies (Management and Administration) Rules, 2014, SEBI Regulations or any other Applicable Law.

(d) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

(e) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

112. Voting by Joint-Holders:

(a) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.

(b) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.

113. Voting by Member of Unsound Mind:

(a) A member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.

(b) Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

114. No Right to Vote Unless Calls are paid:

No Member shall be entitled to vote at any General Meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.

115. Instrument of Proxy:

The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarized copy of that power or authority, shall be deposited at the Office not less than 48 (forty eight) hours before the time fixed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 (twenty four) hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

116. Appointment of Proxy:

An instrument appointing a proxy shall be in the form as prescribed in the Rules made under Section 105 of the Act.

117. Validity of Proxy:

A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given.

Provided that no intimation in writing of such death, insanity, revocation, or transfer shall have been received by the Company at its Office before the commencement of the meeting or adjourned meetings at which the proxy is used.

118. Minutes of Meetings:

(a) The Company shall cause minutes of the proceedings of every General Meeting of any class of Members or creditors and every resolution passed by postal ballot to be prepared and signed in such manner as may be prescribed by the rules and kept by making within 30 (thirty) days of the conclusion of every such Meeting concerned or passing of resolution by postal ballot entries thereof in books kept for that purpose with their pages consecutively numbered.

(b) There shall not be included in the minutes any matter which, in the opinion of the Chairperson of the meeting –

i. is, or could reasonably be regarded, as defamatory of any person; or

ii. is irrelevant or immaterial to the proceedings; or

iii. is detrimental to the interests of the Company.

(c) The Chairperson shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in the aforesaid clause.

(d) The minutes of the meeting kept in accordance with the provisions of the Act shall be evidence of the proceedings recorded therein.

119. Minutes Book:

(a) The books containing the minutes of the proceedings of any General Meeting of the Company or a resolution passed by postal ballot shall:

i) be kept at the registered office of the Company or decided by the Board of Director; and

ii) be open to inspection of any member without charge, during 11.00 a.m. to 1.00 p.m. on all Working Days other than Saturdays.

(b) Any Member shall be entitled to be furnished, within the time prescribed by the Act, after he has made a request in writing in that behalf to the Company and on payment of such fees as may be fixed by the Board, with a copy of any minutes referred to in clause (a) above:

Provided that a Member who has made a request for provision of a soft copy of the minutes of any previous General Meeting held during the period immediately preceding three financial years, shall be entitled to be furnished with the same free of cost.

120. The Board, and also any person(s) authorised by it, may take any action before the commencement of any General Meeting, or any meeting of a class of Members in the Company, which they may think fit to ensure the security of the meeting, the safety of people attending the meeting, and the future orderly conduct of the meeting. Any decision made in good faith under this Article shall be final, and rights to attend and participate in the meeting concerned shall be subject to such decision.

BOARD OF DIRECTORS

121. Number of Directors:

(a) The following were the first Directors of the Company:

(i) Mr. Himanshu Baid;

(ii) Mr. Rishi Baid

(iii) Mr. Vishal Baid

(iv) Mr. Bhupendra Raj Mehta

(b) Subject to the applicable provisions of the Act, the number of Directors of the Company shall not be less than 3 (three) and not more than 15 (fifteen). However, the Company may at any time appoint more than 15 (fifteen) directors as per the provisions of the Act.

(c) Subject to Article 122(b), Sections 149, 152 and 164 of the Act and other provisions of the Act, the Company may increase or reduce the number of Directors.

(d) The Company may, and subject to the provisions of Section 169 of the Act, remove any Director before the expiration of his period of office and appoint another Director.

(e) All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.

(f) Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.

(g) The regulation of quorum of meeting of Board shall apply mutatis mutandis to the meeting of Committee unless otherwise decided by the Board.

122. Chairperson of the Board of Directors:

(a) The members of the Board shall elect any one of them as the Chairperson of the Board. The Chairperson shall preside at all meetings of the Board and the General Meeting of the Company. The Chairperson shall have a casting vote in the event of a tie.

(b) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as Chairperson, the Directors present may choose one of them to be Chairperson of the meeting.

123. Appointment of Alternate Directors:

(a) Subject to Section 161 of the Act, the Board shall be entitled to nominate an alternate director to act for a director of the Company during such director's absence for a period of not less than 3 (three) months from India.

(b) The Board may appoint such a person as an Alternate Director to act for a Director (hereinafter called "the Original Director") (subject to such person being acceptable to the Chairperson) during the Original Director's absence.

(c) An Alternate Director appointed under this Article shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate office if and when the Original Director returns to India.

(d) If the term of the office of the Original Director is determined before he so returns to India, any provisions in the Act or in these Articles for automatic re-appointment shall apply to the Original Director and not to the Alternate Director.

124. Casual Vacancy and Additional Directors:

(a) Subject to the provisions of Section 149 of the Act and these Articles, the Board shall have the power at any time and from time to time to appoint any qualified Person as an Additional Director or to fill a casual vacancy provided that the total number of Directors shall not at any time exceed the maximum strength fixed under Article 122.

(b) Any Person so appointed as an Additional Director shall hold office only up to the date of the next Annual General Meeting but shall be eligible for appointment by the Company as a Director at that meeting subject to the applicable provisions of the Act.

125. Independent Directors: The Company shall have such number of Independent Directors on the Board of the Company, as may be required in terms of the provisions of Section 149 of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014. Further, the appointment of such Independent Directors shall be in terms of the aforesaid provisions of Applicable Law.

126. Nominee Directors:

(a) The Board may appoint any person as a director nominated by any Public Financial Institution/Corporation/Institution/body corporate in pursuance of the provisions of any Applicable Law for the time being in force or of any agreement by virtue of its shareholding in the Company.

(b) At the option of the Public Financial Institution/Corporation/Institution/body corporate such Nominee Director shall not be liable to retirement by rotation.

(c) Subject as aforesaid, Nominee Director/s shall be entitled to the same rights and privileges and be subject to the same obligations as any other Directors of the Company.

(d) The Nominee Director so appointed shall hold the said office only so long as any moneys remain owing by the Company to the Public Financial Institution/Corporation/Institution/body corporate or so long as the Public Financial Institution/ Corporation/ Institution/ body corporate holds or continues to hold Debentures/Shares in the Company.

127. No Qualification Shares for Directors: A Director shall not be required to hold any qualification shares of the Company.

128. Remuneration of Directors:

(a) Subject to the applicable provisions of the Act, the rules including the provisions of the SEBI Regulations, a Managing Director or Managing Directors, and any other Director/s who is/are in the whole time employment of the Company may be paid remuneration either by a way of monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other.

(b) Subject to the applicable provisions of the Act, a Director (other than a Managing Director or an executive Director) may receive a sitting fee, such sum as may be decided by the Board thereof which shall not exceed Rs 1,00,000 (Rupees One Lakh) for each meeting of the Board or any Committee thereof attended by him.

(c) All fees/compensation to be paid to non-executive Directors including Independent Directors shall be as fixed by the Board subject to Section 197 and other applicable provisions of the Act, the rules thereunder and of these Articles. Notwithstanding anything contained in this Article, the Independent Directors shall not be eligible to receive any stock options.

(d) If any Director shall be called upon to perform extra services or to make any special exertion or efforts for any of the purposes of the Company or to give special attention to the business of the Company, which expression, shall include work done as a member of a Committee of the Board, the Board may, subject to the provisions of Sections 197 and 188 of the Act, remunerate the Director so doing, either by a fixed sum or otherwise; and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled.

(e) In addition to the remuneration payable to them in pursuance of the Act, the Directors may be paid all travelling, hotel and other expenses properly incurred by them:

(i) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or

(ii) in connection with the business of the Company. The rules in this regard may be framed by the Board of Directors from time to time.

129. Disqualification and Vacation of Office by a Director:

(a) A person shall not be eligible for appointment as a Director of the Company if he incurs any of the disqualifications as set out in Section 164 and other relevant provisions of the Act.

(b) Further, on and after being appointed as a Director, the office of a Director shall ipso facto be vacated on the occurrence of any of the circumstances under Section 167 and other relevant provisions of the Act.

(c) Subject to the applicable provisions of the Act, the resignation of a director shall take effect from the date on which the notice is received by the Company or the date, if any, specified by the director in the notice, whichever is later.

130. Related Party Transactions and Disclosure of Interest: The Company shall comply with the applicable provisions of the Act, Rules framed thereunder and other relevant provisions of Applicable Law in respect of related party transactions and the Directors shall comply with the disclosure of interest provisions under the Act.

131. Retirement of Directors by Rotation:

(a) At every Annual General Meeting of the Company, one third of such of the Directors as are liable to retire by rotation in accordance with Section 152 of the Act (excluding Independent Directors), or, if their number is not three or a multiple of three then the number nearest to one third shall retire from office, and they will be eligible for re- election.

(b) The Board shall have the power to determine the directors whose period of office is or is not liable to determination by retirement of directors by rotation.

(c) Neither an ex-officio Director nor an additional Director appointed by the Board under Articles hereof shall be liable to retire by rotation within the meaning of this Article.

(d) The Directors to retire by rotation at every Annual General Meeting shall be those who have been longest in office since their last appointment, but as between persons who became Directors on the same day, those who are to retire shall, in default of and subject to any agreement among themselves, be determined by lot

132. Continuing Director: The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a General Meeting of the Company, but for no other purpose.

POWERS OF BOARD

133. The management of the business of the Company shall be vested in the Board and the Board may exercise all such powers, and do all such acts and things, as the Company is by the Memorandum of Association or otherwise authorized to exercise and do, and, not hereby or by the statute or otherwise directed or required to be exercised or done by the Company in General Meeting but subject nevertheless to the provisions of the Act and other Applicable Laws and of the memorandum of association and these Articles and to any regulations, not being inconsistent with the Memorandum of Association and these Articles or the Act, from time to time made by the Company in General Meeting provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

134. Power to be exercised by the Board only by Meeting:

Subject to the provisions of the Act, the Board shall exercise the following powers on behalf of the Company and the said powers shall be exercised only by resolutions passed at the meeting of the Board:

(a) to make calls on Members in respect of money unpaid on their shares;

(b) to authorise buy-back of Securities under Section 68 of the Act;

(c) to issue Securities, including debentures, whether in or outside India;

(d) to borrow money(ies);

(e) to invest the funds of the Company;

(f) to grant loans or give guarantee or provide security in respect of loans; and

(g) any other matter which may be prescribed under the Act, Companies (Meetings of Board and its Powers) Rules, 2014 to be exercised by the Board only by resolutions passed at the meeting of the Board.

135. The Board may, by a resolution passed at a meeting, delegate to any Committee of Directors, the Managing Director, or to any person permitted by Applicable Law, the powers specified in sub clauses (d) to (f) above. In respect of dealings between the Company and its bankers the exercise by the Company of the powers specified in clause (d) shall mean the arrangement made by the Company with its bankers for the borrowing of money by way of overdraft or cash credit or otherwise and not the actual day to day operation on overdraft, cash credit or other accounts by means of which the arrangement so made is actually availed of. The aforesaid powers shall be exercised in accordance with the provisions of the Companies (Meetings of Board and its Powers) Rules, 2014 and shall be subject to the restrictions on the powers of the Board under Section 180 of the Act.

136. Borrowing Powers:

(a) Subject to the provisions of the Act and the Rules, the Board of directors may, from time to time at its discretion by a resolution passed at a Meeting of the Board, accept deposits from Members, either in advance or calls or otherwise, and generally raise or borrow or secure the payment of any sum or sum of moneys for the purpose of the Company not exceeding the aggregate of the Paid-up capital of the Company and its reserves.

(b) Power of the Board to borrow Provided, however, where the moneys to be borrowed together with moneys already borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the aggregate of paid-up capital and free reserves as defined under the Act, the Directors shall not borrow such monies without the consent of the Company in General Meeting by way of resolution prescribed under the Act.

PROCEEDING OF THE BOARD

137. (a) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

(b) Any Director of a Company may, at any time, summon a Meeting of the Board, and the Company Secretary or where there is no Company Secretary, any person authorised by the Board in this behalf, on the requisition of a Director, shall convene a Meeting of the Board, in consultation with the Chairperson or in his absence, the Managing Director or in his absence, the Whole-time Director, where there is any.

(c) The quorum for a Board meeting shall be as provided in the Act.

(d) The participation of Directors in a meeting of the Board may be either in person or through Video Conferencing or Audio Visual Means or Teleconferencing, as may be prescribed by the Rules or permitted under Applicable Law.

138. (a) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.

(b) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.

139. (a) The Board may, subject to the provisions of the Act, delegate any of its powers to Committees consisting of such member or members of its body as it thinks fit.

(b) Any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

(c) The participation of directors in a meeting of the Committee may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under Applicable Law.

140. (a) A Committee may elect a Chairperson of its meetings unless the Board, while constituting a Committee, has appointed a Chairperson of such Committee.

(b) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within 5 (five) minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.

141. (a) A Committee may meet and adjourn as it thinks fit.

(b) Questions arising at any meeting of a Committee shall be determined by a majority of votes of the members present.

(c) In case of an equality of votes, the Chairperson of the Committee shall have a second or casting vote.

142. All acts done in any meeting of the Board or of a Committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified or that his or their appointment had terminated, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.

143. Save as otherwise expressly provided in the Act, a resolution in writing, signed, whether manually or by secure electronic mode, by a majority of the members of the Board or of a Committee thereof, for the time being entitled to receive notice of a meeting of the Board or Committee, shall be valid and effective as if it had been passed at a meeting of the Board or Committee, duly convened and held.

144. Validity of acts Done by Board or a Committee:

All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.

145. Resolution by Circulation:

Save as otherwise expressly provided in the Act, a resolution in writing, approved by the Members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY AND CHIEF FINANCIAL OFFICER

146. Subject to the provisions of the Act:

(a) A Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may thinks fit; and any Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer so appointed may be removed by means of a resolution of the Board.

(b) A Director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

(c) Unless permitted under the Act, the Company however, shall not appoint or employ at the same time more than one of the following categories of key managerial personnel namely, a managing director and manager.

(d) The remuneration of Manager shall (subject to Sections 196, 197 and other applicable provisions of the Act, the Rules thereunder and of these Articles and of any contract between him and the Company) be paid in the manner permitted under the Act.

(e) Subject to the provisions of the Act, the Board of Directors, may from time to time entrust and confer upon a Manager for the time being such of the powers exercisable upon such terms and conditions and with such restrictions as they may think fit either collaterally with or to the exclusion of and in substitution for all or any of their own powers and from time to time revoke, withdraw, alter or vary ail or any of such powers.

147. Subject to the provisions of Section 203 of the Act, the Board may, from time to time, appoint any individual as Secretary of the Company to perform such functions, which by the Act or these Articles for the time being of the Company are to be performed by the Secretary and to execute any other duties which may from time to time be assigned to him by the Board. The Board may also at any time appoint some individual (who

need not be the Secretary), to maintain the Registers required to be kept by the Company.

REGISTERS

148. (a) The Company shall keep and maintain at its registered office all statutory registers as may be prescribed for such duration as the Board may, unless otherwise prescribed, decide, and in such manner and containing such particulars as prescribed by the Act and the Rules.

(b) The registers and copies of annual return shall be open for inspection during 11.00 a.m. to 1.00 p.m. on all Working Days, other than Saturdays, at the registered office of the Company by the persons entitled thereto on payment, where required, of such fees as may be fixed by the Board but not exceeding the limits prescribed by the Rules.

149. (a) The Company may exercise the powers conferred on it by the Act with regard to the keeping of a foreign register; and the Board may (subject to the provisions of the Act) make and vary such regulations as it may think fit respecting the keeping of any such register.

(b) The foreign register shall be open for inspection and may be closed, and extracts may be taken therefrom and copies thereof may be required, in the same manner, mutatis mutandis, as is applicable to the register of members.

THE SEAL

150. The Board may provide for the Seal of the Company to be affixed on such document as may be decided by Board or as required under any law. The Seal shall be kept in the safe custody of such officer of the Company as the Board may decide.

151. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of the secretary or such other person as the Board may appoint for the purpose; and the secretary or other person aforesaid shall sign every instrument to which the Seal of the Company is so affixed in their presence.

DIVIDENDS AND RESERVES

152. The Company in General Meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board. However, the Company in General Meeting may declare a lesser dividend.

153. Subject to the provisions of Section 123 of the Act, the Board may from time to time pay to the Members such interim dividends as appear to it to be justified by the profits of the Company.

154. (a) The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalising dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, thinks fit.

(b) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

155. Right to Dividend:

(a) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares.

(b) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Article as paid on the share.

(c) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

(d) Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.

156. (a) The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.

(b) The Board may retain dividends payable upon shares in respect of which any person is, under the Transmission Clause hereinbefore contained, entitled to become a member, until such person shall become a member in respect of such shares.

157. Dividend how Remitted:

(a) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.

(b) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

(c) Payment in any way whatsoever shall be made at the risk of the person entitled to the money paid or to be paid. The Company will not be responsible for a payment which is lost or delayed. The Company will be deemed to having made a payment and received a good discharge for it if a payment using any of the foregoing permissible means is made.

158. Receipt of Joint Holder: Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.

159. Dividends not to bear Interest: No dividend shall bear interest against the Company.

160. The waiver in whole or in part of any dividend on any share by any document (whether or not under seal) shall be effective only if such document is signed by the Member (or the person entitled to the share in consequence of the death or bankruptcy of the holder) and delivered to the Company and if or to the extent that the same is accepted as such or acted upon by the Board.

ACCOUNTS AND AUDIT

161. Financials Statements to be laid in Annual General Meeting: The Directors shall, as required by the Act, cause to be prepared and laid before the Company in Annual General Meeting to be held as provided in these Articles hereof such Profit and Loss Account, Balance Sheet and Directors' and Auditors' Reports as are referred to in those provisions.

162. Accounts to be Audited: The financial statements, books of accounts and other relevant books and papers of the Company shall be examined and audited in accordance with the provisions of the Act and the Rules.

163. Inspection:

(a) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to the inspection of members not being Directors.

(b) No member (not being a Director) shall have any right of inspecting any account or books or documents of the Company except as conferred by Applicable Law or authorised by the Board or by the Company in General Meeting.

SERVICE ON MEMBERS HAVING NO REGISTERED ADDRESS

164. If a Member does not have registered address in India and has not supplied to the Company any address within India, for the giving of the notices to him, a document advertised in a newspaper circulating in the neighborhood of Office of the Company shall be deemed to be duly served to him on the day on which the advertisement appears.

NOTICE BY ADVERTISEMENT

165. Subject to the applicable provisions of the Act, any document required to be served or sent by the Company on or to the Members, or any of them and not expressly provided for by these Articles, shall be deemed to be duly served or sent if advertised in a newspaper circulating in the District in which the Office is situated.

WINDING UP

166. Subject to the provisions of Chapter XX of the Act and Rules made thereunder:

    (a) If the Company shall be wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not.

    (b) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

    (c) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

INDEMNITY AND INSURANCE

167. Director's and Others' Right to Indemnity and Insurance:

    (a) Subject to the provisions of the Act, every director, managing director, whole-time director, manager,

    (b) chief executive officer, chief financial officer, company secretary and other officer of the Company shall be indemnified by the Company out of the funds of the Company, to pay all costs, losses and expenses (including travelling expense) which such director, manager, chief executive officer, chief financial officer, company secretary and officer may incur or become liable for by reason of any contract entered into or act or deed done by him in his capacity as such director, manager, company secretary or officer or in any way in the discharge of his duties in such capacity including expenses.

    (c) Subject as aforesaid, every officer, director, managing director, manager, chief executive officer, chief financial officer, company secretary or other officer of the Company shall be indemnified against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgement is given in his favour or in which he is acquitted or discharged or in connection with any application under applicable provisions of the Act in which relief is given to him by the Court.

    (d) The Company may take and maintain any insurance as the Board may think fit on behalf of its present and/or former directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably.

AMENDMENT TO MEMORANDUM AND ARTICLES OF ASSOCIATION

168. The Company may amend its Memorandum of Association and Articles of Association subject to Sections 13, 14 and 15 of the Act and such other provisions of the Act as may be applicable from time-to-time.

GENERAL POWER

169. Wherever in the Act it has been provided that the Company or the Board shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company or the Board is so authorized by its Articles, then and in that case these Articles hereby authorize and empower the Company and/ or the Board (as the case may be) to have all such rights, privileges, authorities and to carry out all such transactions as have been permitted by the Act without there being any specific regulation to that effect in these Articles save and except to the extent that any particular right, privilege, authority or transaction has been expressly negated or prohibited by any other Article herein.

170. If pursuant to the approval of these Articles, if the Act requires any matter previously requiring a special resolution is, pursuant to such amendment, required to be approved by an ordinary resolution, then in such a case these Articles hereby authorize and empower the Company and its Members to approve such matter by an ordinary resolution without having to give effect to the specific provision in these Articles requiring a special resolution to be passed for such matter.

The Articles shall be signed by each subscriber of the Memorandum of Association who shall add his address, description, and occupation, if any, in the presence of at least one witness who shall attest the signature and shall likewise add his address, description and occupation, if any, and such signatures shall be in form specified below:

S. No	Names, address, description and occupation of each Subscriber	Signature of Subscriber	Signature, name, address, description and occupation of witness
1	Himanshu Baid S/o Shri Jugal Kishore Baid 2365, Bansal Bhawan, Rajguru Road, Paharganj, New Delhi-110055 Occupation- Business	Sd/-	I witness the Signatures of the Subscribers Sd/- (Vineet Gupta) 2365, Bansal Bhawan, Rajguru Road, Paharganj, New Delhi-110055 Chartered Accountant M. No. 89823
2	Rishi Baid S/o Shri Jugal Kishore Baid K-15, Malviya Marg, Jaipur-301001 Occupation- Engineer	Sd/-	
3	Jugal Kishore Baid S/o Late Jaichand Lal Baid K-15, Malviya Marg, C-Scheme, Jaipur Occupation- Business	Sd/-	
4	Bhupendera Raj Mehta S/o Shri M. R. Mehta Four Flats, Hira Bargh Ram Bagh Road, Jaipur Occupation - Business	Sd/-	
5	Shireen Baid W/o Himanshu Baid K-15, Malviya Marg, C-Scheme, Jaipur Occupation- Business	Sd/-	
6	Vishal Baid S/o Shri Jugal Kishore Baid K-15, Malviya Marg, C-Scheme, Jaipur Occupation- Business	Sd/-	
7	Mukulika Baid W/o Shri Jugal Kishore Baid K-15, Malviya Marg, C-Scheme Jaipur-301001 Occupation- Business	Sd/-	

DIRECTORS' REPORT

Your Directors take immense pleasure in presenting the 29th Annual Report on the business and operations of the Company along with the Audited Financial Statements for the year ended 31st March, 2024.

Financial Results (₹ In lacs)

Parameters	Standalone		Consolidated	
	2023-24	2022-23	2023-24	2022-23
Revenue from Operations (Net)	1,30,724.91	1,06,804.50	137,579.63	1,11,523.04
Add: Other Income	5817.67	3,628.74	5,874.81	3,618.54
Total Revenue	**1,36,542.58**	**1,10,433.24**	**1,43,454.44**	**1,15,141.58**
Profit before Interest, Tax, Depreciation and Amortization (EBITDA)	40768.66	30,076.46	41,949.65	30,349.68
Less: Depreciation & Amortization Expenses.	6,205.18	5,563.68	6,392.65	5,716.68
Less: Financial Costs	1,074.09	830.07	1,130.09	883.86
Profit Before Tax (PBT)	**33,489.39**	**23,682.71**	**34,174.23**	**23,556.47**
Add: Share of Profit from Associates			252.68	192.67
Profit Before Tax (after Share of Profit from Associates)	33,489.39	23,682.71	34,426.91	23,749.14
Less: Tax provision	8317.05	5778.24	8,600.94	5,820.89
Profit after Tax	**25,172.34**	**17904.47**	**25,825.97**	**17,928.25**
Add: Balance brought forward	52,869.63	39,863.11	52,774.86	39,904.12
Profit available for appropriation	**78,041.97**	**57,767.58**	**78,600.83**	**57,832.37**

Briefly, during the year under report, the Company's consolidated total income increased to ₹ 1,43,454.44 lacs from ₹ 1,15,141.58 lacs in the previous year, registering a growth of 24.59%. EBIDTA improved to ₹ 41,949.65 lacs as from ₹ 30,349.68 lacs in the previous year which translates into a rise of 38.26%. Profit before Tax (PBT) is ₹ 34,174.23 lacs as against ₹ 23,556.47 lacs in the previous year which translates into a rise of 45.07%.

Highlights of performance are discussed in detail in the Management Discussion and Analysis Report which forms part of the Directors' Report.

Share Capital

During the year under report, the paid-up share capital of your Company has been increased by ₹ 1,35,375 due to the allotment of 27,075 equity shares of ₹ 5 each under the Employee Stock Options Scheme, 2020 on exercise of stock options by the eligible employees.

ESOP issuance

The Company has framed ESOP Scheme 2020 for the benefit of its employees under which it has issued 27,075 equity shares respectively. The Nomination and Remuneration Committee of the Board of Directors of the Company, inter alia, administers and monitors the Employees' Stock Option Scheme of the Company, in accordance with the SEBI (Share Based Employee Benefits & Sweat Equity Shares) Regulations, 2021.

Dividend

In keeping with the Company's tradition of rewarding the Shareholders, your directors are pleased to recommend a dividend of ₹ 3.00/- per equity share of the face value of ₹ 5/- each for the financial year ended on 31st March, 2024. The proposal is subject to the approval of the shareholders at the forthcoming Annual General Meeting. The dividend would be payable to all Shareholders whose names appear in the Register of Members and in respect of shares held in dematerialized form, to the members whose names are furnished by the National Securities Depository Limited and Central Depository Services (India) Limited on book closure date.

The aforesaid dividend paid for year under review is in accordance with the Company's policy on Dividend Distribution which is linked to long term growth objectives of your Company to be met by internal cash accruals. The Dividend Distribution Policy of the Company can be viewed on the Company's website at **https://www.polymedicure.com/wp-content/uploads/2020/09/Dividend-Distribution-Policy.pdf**.

Transfer to Reserves

The Board of Directors has proposed to transfer ₹ 2,500.00 lacs to General Reserves out of the profit available for appropriation.

Subsidiaries and Associate

The subsidiary companies performed as follows:

- **Poly Medicure (Laiyang) Co. Ltd, China** - The wholly owned subsidiary Company has achieved a turnover of ₹ 1,502.11 lacs for the year ending 31st March, 2024 against ₹ 1,391.10 lacs in the previous year.

- **Poly Medicure B.V., Amsterdam, Netherlands** - During the year under review the Company has not done any business operations.

- **Plan1 Health s.r.l., Italy,** a step-down Subsidiary – The wholly owned subsidiary Company has achieved a turnover of ₹ 6,486.96 lacs for the year ending 31st December, 2024 against ₹ 4,222.10 lacs in the previous year.

- **Plan1 Health India Pvt. Ltd., India –** During the year under review the Company has not done any business operations.

- **Poly Health Medical Inc.,(USA),** a step-down Subsidiary- During the year under review the Company has not done any business operations.

The Company has one Associate in Egypt, viz.
Ultra for Medical Products Company (ULTRA MED), Egypt – The Associate has achieved sales of ₹ 8,126.38 lacs during the year ending 31st December 2023, as compared to ₹ 7,362.00 lacs in the previous year.

Audited financial statements of the subsidiaries of the Company are available on the website of the Company. The shareholders, who wish to receive a copy of Annual Accounts of the Subsidiary Companies, may request the Company Secretary for the same.

Pursuant to Section 129(3) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, a statement containing salient features of the financial statements of the subsidiary companies in prescribed Form AOC-1 is given in the Consolidated Financial Statements of Company and forms part of this Annual Report

Transfer of Unpaid/Unclaimed Dividend Amounts to Investor Education and Protection Fund
During the Year under review, the Company has transferred ₹ 4,23,295 lying in the unpaid/unclaimed dividend account, to the Investor Education and Protection fund (IEPF) in compliance with Section 205C of the Companies Act, 1956, read with Investor Education & Protection Fund (Awareness and Protection of Investors) Rules, 2001. The said amount represents the dividend for the financial year 2015-16 and interim dividends for the year 2016-17 which remained unclaimed by the shareholders of the Company for a period of seven years from due date of payment.

Directors and Key Managerial Personnel
In view of the provisions of the Companies Act, 2013, Mr. Alesandro Balboni is liable to retire by rotation at the ensuing Annual General Meeting, and he offers himself for re-appointment. The information as required to be disclosed under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in case of re-appointment of directors is provided in the Notice of the ensuing Annual General Meeting of the Company.

Pursuant to Section 149(4) of the Companies Act, 2013, every Listed Company is required to appoint one third of its Directors as Independent Directors. The Board has seven Independent Directors in terms of the provisions of Regulation 17(b) of the SEBI (LODR) Regulations, 2015. Necessary details in respect of the directors are given in the Corporate Governance Report.

The Independent Directors have submitted their respective declarations of Independence, as required pursuant to Section 149(7) of the Companies Act, 2013 confirming that they meet the criteria of Independence specified in the Act and the Rules made there under as also under Regulation 25 of the SEBI (LODR) Regulations, 2015.

Pursuant to the provisions of Section 203 of the Companies Act, 2013, the key managerial personnel of the Company are Shri Himanshu Baid, Managing Director, Shri Rishi Baid, Joint Managing Director, Shri Naresh Vijayvergiya, Chief Financial Officer, Shri Avinash Chandra, Company Secretary and Shri Ravi Prakash, Deputy Company Secretary.

Board Evaluation
Pursuant to the applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual evaluation of its own performance, performance of the Directors as well as the evaluation of the working of its Committees.

The Nomination and Remuneration Committee has defined the evaluation criteria for the Board, its Committees and Directors.

The Board's functioning was evaluated on various aspects, including inter alia degree of fulfillment of key responsibilities, Board structure, composition, establishment and delineation of responsibilities to various Committees, effectiveness of Board processes, information and functioning.

Directors were evaluated on aspects such as attendance and contribution at Board/Committee Meetings and guidance/support to the management outside Board/Committee Meetings. In addition, the Chairman was also evaluated on key aspects of his role, including setting the strategic agenda of the Board, encouraging active engagement by all Board members.

Areas on which the Committees of the Board were assessed included degree of fulfillment of key responsibilities, adequacy of Committee composition and effectiveness of meetings.

The performance evaluation of the Independent Directors was carried out by the entire Board, excluding the Director being evaluated. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Board as a whole. The Nomination and Remuneration Committee also reviewed the performance of the Board, its Committees and of the Directors.

Secretarial Standards
The Company has complied with the provisions of Secretarial Standards on Meetings of the Board of Directors (SS-1) and on General Meetings (SS-2).

Directors' Responsibility Statement
Pursuant to Section 134(3)(c) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge hereby state and confirm that:

a) in the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures.

b) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for that period.

c) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.

d) the directors have prepared the annual accounts on a going concern basis.

e) the directors have laid down internal financial controls to be followed by the company and such internal financial controls are adequate and are operating effectively.

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.

CASH FLOW AND CONSOLIDATED FINANCIAL STATEMENTS

As required under the regulation 34 (2)(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations , 2015, a cash flow statement is part of the Annual Report 2023 - 2024. Further, the Consolidated Financial Statements of the Company for the financial year 2023 - 2024 are prepared in compliance with the applicable provisions of the Act, Accounting Standards and as prescribed by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The said Financial Statements have been prepared on the basis of the audited financial statements of the Company, its subsidiaries and joint venture companies as approved by their respective Boards of Directors.

Policy on Directors' Appointment and Remuneration

The policy of the Company on directors' appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under section 178(3) of the Companies Act, 2013, adopted by the Board are covered in Corporate Governance Report as **Annexure – 1,** which forms part of this Report.

Further, the policy also indicates the manner of performance evaluation of Independent Directors, Board committees and other individual directors which include criteria for performance evaluation of the non-executive and executive directors.

Annual Return

In terms of Section 93(3) of the Companies Act, 2013, as amended the Annual Return of the Company is placed on the website of the Company **www.polymedicure.com** on the following link **https://www.polymedicure.com/wp-content/uploads/2024/09/Annual-Return-2023-24-1.pdf**

Auditors and Auditors' Report

Statutory Auditors

At the 24th Annual General Meeting held on September 23, 2019 M/s M. C. Bhandari & Company, Chartered Accountants (Firm Registration No. 303002E), were appointed as Statutory Auditors of the Company to hold office till the conclusion of the 29th Annual General Meeting of the Company to be held in the year 2024. The term of Statutory Auditors is going to expire at ensuing Annual General Meeting of the Company.

The observations of the Auditors and the relevant notes on the accounts are self-explanatory and therefore do not call for any comments. The Auditors' Report does not contain any qualification, reservation or adverse remarks.

Further, during the year, in the course of the performance of their duties as auditor, no frauds were reported by them.

In terms of the provisions of Section 139 of the Companies Act, 2013, and as per the recommendation of the Audit Committee M/s. Doogar & Associates, Chartered Accountants (Firm Registration No. 000561N) be appointed as Statutory Auditors of the Company, in place of retiring Auditors M/s M. C. Bhandari & Company, Chartered Accountants (Firm Registration No. 303002E) to hold office from the conclusion of this 29th Annual General Meeting till the conclusion of the 34th Annual General Meeting of the Company to be held in the year 2029.

The Company has received a letter from the appointing Auditors to the effect that their appointment, if made would be within the prescribed limits under Section 141(3)(g) f the Companies Act, 2013 and they are not disqualified for re-appointment.

Cost Auditor

The Board had appointed M/s. Jai Prakash & Co., Cost Accountants as Cost Auditor for the financial year 2024-25. M/s. Jai Prakash & Co., Cost Accountants have been re-appointed as Cost Auditor for conducting the audit of cost records of the Company for the financial year 2024-25 and approval of the members is being sought for ratification of their remuneration.

Secretarial Auditor

The Board of Directors have appointed M/s. P.K. Mishra & Associates (Certificate of Practice No.- 16222), Company Secretaries in Practice to conduct Secretarial Audit for the financial year 2024-25. The Secretarial Audit Report for the financial year ended 31st March, 2024 is annexed this Report as **Annexure – 2.**

The Board of Director has appointed M/s. P.K. Mishra & Associates, Company Secretaries in Practice to conduct Secretarial Audit for the financial year 2024-25.

Business Responsibility & Sustainability Report (BRSR)

A detailed Business Responsibility & Sustainability Report (BRSR) has been prepared. As a green initiative the BRSR is placed on website of your Company and can be accessed at the website of the Company **https://www.polymedicure.com/wp-content/uploads/2024/09/BRSR-Report-03.09.2024.pdf**

Particulars of Loans, Guarantees or Investments under Section 186

The Particulars of Loans, Investments and guarantees made/given by the Company, under Section 186 of the Companies Act, 2013, are furnished in **Annexure - 3** and forms part of the Report.

Particulars of Contracts or Arrangements with Related Parties

The particulars of every contract and arrangement entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto are disclosed in Form No. AOC - 2 in **Annexure - 4** and form part of this Report. The Related Party Transaction Policy can be accessed at the website of the Company **https://www.polymedicure.com/wp-content/uploads/2023/02/policy-on-dealing-with-related-party-transactions.pdf**

Fixed Deposits

Your Company has not accepted/or invited any Fixed Deposits within the meaning of Section 58A of the Companies Act, 1956 and Section 73 or 76 of the Companies Act, 2013.

Corporate Social Responsibility

As per the Companies Act, 2013, all companies having a net worth of ₹ 500 Crore or more, or a turnover of ₹ 1,000 Crore or more or a net profit of ₹ 5 Crore or more during any financial year are required to constitute a CSR Committee of the Board of Directors comprising three or more directors, at least one of whom should be an independent director. All such Companies are required to spend at least 2% of the average net profits of their immediately preceding three financial years on CSR related activities. Accordingly, the Company was required to spend ₹ 393.25 lacs towards CSR activities. The Company overall spent ₹ 573.19 lacs for activities specified in schedule VII of the Companies Act, 2013. Excess CSR spent ₹ 180.66 lacs to be carried forward for 2024-25 Details of CSR policy and the initiatives adopted by the Company on CSR during the year are available on the website of the Company at **https://www.polymedicure.com/wp-content/uploads/2019/07/CSR_Policy_2015.pdf**. The Annual Report on CSR as per Companies (Corporate Social Responsibility Policy) Rules, 2014 is annexed herewith as Annexure – 5 to this Report in the prescribed format.

Vigil Mechanism/ Whistle Blower Policy:
The Company has a "Policy on Whistle Blower and Vigil Mechanism" to deal with instance of fraud and mismanagement, if any. In staying true to our values of Strength, Performance and Passion, the Company is committed to the high standards of Corporate Governance and stakeholder responsibility. The Whistle blower policy is displayed on the Company's Website viz, **https://www.polymedicure.com/wp-content/uploads/2023/02/vigil-mechanism-and-whistle-blower-policy.pdf**

Prevention of Sexual Harassment at Workplace
The Company has a detailed Policy on Prevention of Sexual Harassment (POSH Policy) in place in line with the requirements of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (Act). Internal Complaints Committees (ICC) have been set up to redress complaints received regarding sexual harassment and the Company has complied with provisions relating to the constitution of ICC under the Act. All employees (permanent, contractual, temporary, trainees) are covered under this Policy. The POSH Policy is gender inclusive, and the framework ensures complete anonymity and confidentiality.

During the year under review, no complaints were received by the Committee for Redressal.

Details in respect of Adequacy of Internal Financial Controls with reference to the financial statements
The Company has an internal financial control system commensurate with the size and scale of its operations and the same has been operating effectively. The Internal Auditor evaluates the efficacy and adequacy of internal control system, accounting procedures and policies adopted by the Company for efficient conduct of its business, adherence to Company's policies, safeguarding of Company's assets, prevention and detection of frauds and errors and timely preparation of reliable financial information etc. Audit Committee of the Board reviews reports submitted by the independent internal auditors and monitors follow-up and corrective actions.

Particulars of Employees pursuant to Section 197(12)
Details pursuant to Section 197(12) of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 form part of this Report and are annexed herewith as **Annexure-6.**

Particulars of Employees and Related Disclosures in terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names of the top ten employees in terms of remuneration drawn and names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules forms part of this Report.

Disclosures relating to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of this Report.

Having regard to the provisions of the second proviso to Section 136(1) of the Act and as advised, the Annual Report excluding the aforesaid information is being sent to the members of the Company. Any member interested in obtaining such information may send their email to cs@polymedicure.com.

Quality and Certification
We believe that quality control is critical to our brand and continued growth. We have separate quality control procedures for raw materials being used in the manufacturing process and for finished goods. Our products pass through stringent quality tests, and our quality assurance team monitors at various stages of the manufacturing process and performs finished product inspections to ensure the quality of our products.

All products are manufactured in accordance with current Good Manufacturing Practices (GMP). We are also subject to routine internal and external quality audits for GMP compliance that assure our quality systems are consistent with current international standards. Our various manufacturing facilities are also periodically certified by independent and reputed external agencies. These certifications include, quality management system ISO 9001: 2015 by DNV GL Business Assurance, EN ISO 13485:2016 and EC Certification by TUV SUD Product Service GmbH, Germany.

Our manufacturing process comprises of using raw materials in molding or tubing through extruders, following which components are assembled and samples are tested. The products are packed using a blister packing machine in duplex or correlated boxes and the final products undergo sterilization and quality checks.

All our manufacturing facilities in India have been accredited with the EC certificates for quality assurance systems and EN ISO 13485:2016 certifications. Further, our Faridabad Facility-I, Faridabad Facility-II, Faridabad Facility-V and Haridwar Facility, have also been accredited with management system certificates for compliance with ISO 9001:2015.

Our manufacturing facilities have been accredited with several international quality certifications. All our Indian manufacturing facilities have been accredited with EC certificates for quality assurance systems and EN ISO 13485:2016 certificates. Further, our Faridabad Facility-I, Faridabad Facility-II, Faridabad-V and Haridwar Facility, have also been accredited with management system certificates for compliance with ISO 9001:2015. Our manufacturing facilities in China, Italy and Egypt have also been accredited with various certifications. We believe that we enjoy a competitive advantage due to our manufacturing capabilities that enable us to supply quality products in Indian and international markets.

Human Resources
Our employees contribute significantly to our business operations. As of June 30, 2024, our Company had 6,300 employees(including contract workers) including 500 engineers.

We place significant emphasis on the recruitment and retention of our personnel and provide continuous training for employees to achieve high quality skills and improve productivity. Trainings are provided to enhance technical and behavioural skills. Other employee engagement programs include publication of our quarterly magazine "Seekh", highlighting development and training activities, and sponsoring fitness initiatives.

Our employees are not unionized and our operations have not been interrupted by any work stoppage, strike, demonstration or other labour or industrial disturbance. We have not experienced any industrial disputes.

Credit Rating
CRISIL continue to accord the Company, the ratings on the bank facilities of the Company as under:

Long-Term Rating	CRISIL AA-/ Stable
Short Term Rating	CRISIL A1+

Global Economic Volatility Risk
Our performance and the growth of our business are necessarily dependent on the health of the overall Indian economy. In the

recent past, Indian economy has been affected by global economic uncertainties and liquidity crisis, domestic policy and political environment, volatility in interest rates, currency exchange rates, commodity and electricity prices, adverse conditions affecting agriculture, rising inflation rates and various other factors. Risk management initiatives by banks and lenders in such circumstances could affect the availability of funds in the future or the withdrawal of our existing credit facilities. The Indian economy is undergoing many changes and it is difficult to predict the impact of certain fundamental economic changes on our business. Conditions outside India, such as a slowdown or recession in the economic growth of other major countries, have an impact on the growth of the Indian economy. Additionally, an increase in trade deficit, a downgrading in India's sovereign debt rating or a decline in India's foreign exchange reserves could negatively affect interest rates and liquidity, which could adversely affect the Indian economy and our business. Any downturn in the macroeconomic environment in India could adversely affect our business, financial condition, results of operation and the trading price of our Equity Shares. Volatility, negativity, or uncertain economic conditions could undermine the business confidence and could have a significant impact on our results of operations. Changing demand patterns and economic volatility and uncertainty could have a significant negative impact on our results of operations.

Business and Regulatory Risk

An important part of our strategy is to continue pursuing growth opportunities and expand our global presence so as to increase our market share outside of India. We have set-up a representative office in the United Kingdom to market and distribute our products in the region and [are in the process of setting-up a branch office in the United States. Our international operations are subject to a number of market, business and financial risks and uncertainties, including those related to our use of distribution partners, geopolitical and economic instability, foreign currency exchange and interest rate fluctuations, competitive product offerings, local changes in medical device delivery systems, local product preferences and requirements, including preferences for local manufacturers, workforce instability, weaker intellectual property protection in certain countries and longer accounts receivable cycles. Such risks and uncertainties may adversely impact our ability to implement our growth strategy in these markets and, as a result, our sales growth, market share and operating profits from our international operations may be adversely affected.

Our international operations are subject to established and developing legal and regulatory requirements for medical devices in each country in which our products are marketed and sold. Most foreign countries have medical device regulations. Further, most countries require product approvals to be renewed or recertified on a regular basis in order for the products to continue to be marketed and sold there. We are subject to extensive and dynamic medical device regulation, which may impede or hinder the approval or sale of our products and, in some cases, may ultimately result in an inability to obtain approval of certain products or may result in the recall or seizure of previously approved products. These factors have caused or may cause us to experience more uncertainty, risk, expense and delay in obtaining approvals and commercializing products in certain foreign jurisdictions, and adversely impact our sales, market share and operating profits from our international operations.

Foreign Exchange Risk

We are a Export Oriented Company, and therefore we may suffer losses on account of foreign currency fluctuations for sales to our international distributors and on our international operations, as we may be able to revise prices, for foreign currency fluctuations, only on a periodic basis and we may not be able to pass on all losses on account of foreign currency fluctuations to our distributors. Moreover, we may be required to reconfigure our loan portfolio from time to time, so as to effectively manage our finance charges.

We are, to a limited extent benefitted by a natural hedging process on account of our imports, and further seek to hedge our foreign currency exchange risk by entering into forward exchange contracts. We also have internal policies such as our Foreign Exchange Risk Management Policy and Commodity Risk Management Policy for managing adverse movements in foreign exchange rates and commodity prices. However, any such amounts that we spend or invest in order to hedge the risks to our business due to fluctuations in currencies may not adequately hedge against any losses that we may incur due to such fluctuations

Corporate Governance

Public listed companies are required under the SEBI Listing Regulations to prepare and circulate to their shareholders audited annual accounts which comply with the disclosure requirements and regulations governing their manner of presentation and which include sections relating to corporate governance, Our Company is in compliance with the corporate governance requirements prescribed under the SEBI Listing Regulations and Companies Act, 2013 in relation to the composition of our Board and constitution of committees thereof.

All Board Members and Senior Management Personnel have affirmed compliance with Code of Conduct as applicable to them for the year ending on 31st March, 2024 as per Regulation 26(3) of SEBI (LODR) Regulations, 2015. A declaration to this effect as signed by the Managing Director is annexed with this Report.

Management Discussion and Analysis Report

The Management Discussion and Analysis Report on the operations of the Company, as required under the provision of Regulation 34 of the Listing Regulation is provided in **"Annexure-7"** forming part of Directors' Report.

Listing

The Shares of your Company are listed on the BSE Limited (BSE), Mumbai and National Stock Exchange of India Limited, (NSE), Mumbai. The Listing fees to the Stock Exchanges for the year 2024-25 have been paid.

Particulars of Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

The information pertaining to conservation of energy, technology absorption, foreign exchange earnings and outgo as required under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 are given in **"Annexure - 8"** and forming an integral part of this Report.

Green Initiatives and Reduced Carbon Footprints

As part of the Green Initiative, we propose to send documents such as Notices of General Meeting(s), Annual Reports and other shareholders communications for the year ended 31st March 2024 in electronic form, to the email addresses provided by you and/or made available to the Company by the Depositories. The copy of annual report shall be available on the website of the Company and for inspection at the registered office of the Company, during office hours. In case any member wishes to get Annual Report and other communication in physical form, he may write to the company and the same will be provided free of cost.

Electronic copies of the Annual Report 2023-24 and Notice of the 29th Annual General Meeting would be sent to all members whose email addresses are registered with the Company/Depository

Participant(s). For members who have not registered their email addresses, physical copies of the same would be sent in the permitted mode.

Significant and material orders passed by the Regulators or Courts

There are no significant material orders passed by the Regulators/ Courts which would impact the going concern status of the Company's operations in future.

Other Disclosures

- ✓ The Company does not have any scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees.
- ✓ Neither the Managing Directors nor the Whole-time Directors of the Company have received any remuneration or commission from any of its subsidiaries.
- ✓ No fraud has been reported by the Auditors to the Audit Committee or the Board.
- ✓ Neither application was made nor any proceeding is pending under the Insolvency and Bankruptcy Code, 2016.
- ✓ No settlements have been done with banks or financial institutions.

Acknowledgements & Appreciation

The Directors take this opportunity to express their deep sense of gratitude to its Central and State Governments and local authorities for their continued co-operation and support.

They also would like to place on record their sincere appreciation for the commitment, hard work and high engagement level of every employee of the Company.

The Directors would also like to thank various stakeholders of the Company including customers, dealers, suppliers, lenders, transporters, advisors, local community, etc. for their continued committed engagement with the Company.

The Directors would also like to thank the Members of the Company for their confidence and trust reposed in the management team of the Company.

For and on behalf of **Board of Directors**

22nd July, 2024	D. R. Mehta	Himanshu Baid
New Delhi	Chairman	Managing Director

Annexure-1

REMUNERATION POLICY

Preamble:

Pursuant to the provisions of section 178 of the Companies Act, 2013, read with rule 6 of Companies (Meeting of Board and its powers) rules, 2014, the Board of Directors of every listed Company shall constitute the Nomination and Remuneration Committee consisting of three or more Non-Executive Directors out of which not less than one half shall be Independent Directors. The Board has already constituted its Remuneration Committee comprising of Non-Executive Independent Directors. In order to align with the provisions of the Companies Act, 2013 and rules made there under the Board in its meeting held on 15th May, 2014 has changed the nomenclature of the Remuneration Committee to Nomination and Remuneration Committee. The Nomination and Remuneration Committee shall determine the criteria of appointment to the Board and is vested with authority to identify candidates for appointment to the Board and evaluate their performance. This policy has been formulated by Nomination and Remuneration Committee and approved by the Board of Directors in compliance with section 178 of the Companies Act, 2013 read with rule 6 of Companies (Meeting of Board and its powers) rules, 2014.

Objectives:

The primary objective of the policy is to provide a framework and set standards for nomination, remuneration and evaluation of Directors, Key Managerial Personnel and Officers comprising the Senior Management. The Company aims to achieve a balance of merit, experience and skills amongst its Directors, Key Managerial Personnel and Senior Management.

The main objective of the policy and committee includes the following:

- To guide and recommend to the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management Personnel.
- To formulate the criteria for determining qualification, positive attributes and independence of a director and recommendation to the Board on the remuneration payable to Directors, Key Managerial Personnel and officials in Senior Management of the Company.
- Formulating the criteria for evaluation of the performance of Directors, as well as Key Managerial and Senior Management Personnel.
- To guide on providing reward to Directors, Key Managerial Personnel and Senior Management directly linked to their efforts, performance, dedication and achievement relating to the Company's operations.
- To retain, motivate and promote talent and to ensure long term sustainability of talented Managerial Personnel and create competitive advantage.
- To develop a succession plan for the Board Members, Key Managerial Personnel and Senior Management and to regularly review the plan.

Constitution and Composition of Nomination and Remuneration Committee:

I. Membership of the Committee:
   a) The Nomination and Remuneration Committee shall consist of a minimum 3 Non-Executive Directors, provided one half shall be Independent Directors.

b) Minimum two (2) members shall constitute a quorum for the Committee meeting.

c) Membership of the Committee shall be disclosed in the Annual Report.

d) Term of the Committee shall be continued unless terminated by the Board of Directors.

II. Chairman of the Committee:

a) Chairman of the Committee shall be an Independent Director.

b) Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.

c) In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman.

d) Chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting.

III. Frequency of meetings:

The meeting of the Committee shall be held annually or as may be decided by the Chairman.

IV. Committee members' interests:

a) A member of the Committee is not entitled to be present when his or her own, remuneration is to be discussed at a meeting or when his or her performance is being evaluated.

b) The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

V. Secretary:

The Company Secretary of the Company shall act as Secretary of the Committee.

VI. Voting:

a) Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of Committee.

b) In the case of equality of votes, the Chairman of the meeting will have a casting vote.

VII. Minutes of Committee Meeting:

Proceedings of all meetings must be recorded in minutes and signed by the Chairman of the Committee at the subsequent meeting. Minutes of the Committee meetings will be tabled at the subsequent Board and Committee meeting.

Definitions:

"**Board**" means Board of Directors of the Company.

"**Company**" means 'Poly Medicure Limited."

"**Independent Director"** means a director referred to in Section 149(6) of the Companies Act, 2013.

"**Key Managerial Personnel**" (KMP) means:

(i) Managing Director or Chief Executive Officer or Manager

(ii) Whole Time Director

(iii) Company Secretary

(iv) Chief Financial Officer

"Nomination and Remuneration Committee" shall mean a Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Companies Act, 2013.

"Policy" shall mean **Nomination and Remuneration Policy**.

"Remuneration" means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income Tax Act, 1961.

"Senior Management" mean personnel of the Company who are members of its core management team excluding Board of Directors. This would include all members of management one level below the Executive Directors, including all the functional heads.

Applicability:
The Policy shall be applicable to all the Directors (Executive and Non-Executive), Key Managerial Personnel and Senior Management Personnel of the Company.

Policy for appointment and removal of Director, KMP and Senior Management:

I. Appointment Criteria and Qualifications:

a) The Nomination and Remuneration Committee ("Committee") shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP and at Senior Management level and recommend to the Board his/her appointment.

b) A person should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.

c) The Company shall not appoint or continue the employment of any person as Managing Director/Whole Time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on explanatory statement annexed to the notice for such motion including the justification for extension of appointment beyond the seventy years.

II. Term/Tenure

a) Managing Director, Whole Time Director and Executive Director

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director, Whole Time Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

b) An Independent Director shall hold office for a term upto five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board Report.

No Independent Director shall hold office for more than two consecutive terms of maximum of 5 years each, but such Independent Directors shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not during the said period of three years be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

Evaluation/Assessment of Directors/KMPs/Senior Officials of the Company:
The evaluation/assessment of Directors, KMPs and the Senior Officials of the Company is to be conducted on an annual basis by the Committee.

The following criteria may assist in determining how effective the performances of Directors/KMPs/Senior Officials have been:

- Leadership & Stewardship abilities.
- Contributing to clearly define corporate objectives & plans.
- Communication of expectations & concern clearly with subordinates.
- Obtain adequate, relevant & timely information from external sources.
- Review & approval of achievement of strategic and operational plans, objectives, budgets.
- Regular monitoring of corporate results against projections.
- Identify, monitor & mitigate significant corporate risks.
- Assess corporate policies, structure & procedures.
- Director, monitor & evaluate KMP's, Senior Officials.
- Review management's succession plan.
- Effective meetings for corporate purposes.
- Assuring appropriate board size, composition, independence, structure
- Clearly defining roles & monitoring activities of committees.
- Review of corporation's ethical conduct.

Evaluation on the aforesaid parameters will be considered by the Independent Directors for each of the Executive/Non-Executive/ Non Independent Director in a separate meeting of the Independent Director.

The Executive Director/Non Independent Director along with the Independent Directors will evaluate/ assess each of the Independent Directors on the aforesaid parameters. Only the Independent Director being evaluated will not participate in the said evaluation discussion.

Removal:
Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations thereunder, the Committee may recommend to the Board with reasons the removal of Director, KMPs subject to the provisions and compliance of the Company's Act, rules and regulations.

For Senior Management Personnel, the removal will be governed by Company's HR Policy and the subsequent approval of Managing Director.

Retirement:
The Director, KMPs and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing HR Policy of the Company. The Board will have the discretion to retain the Director, KMPs, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company, subject to applicable laws.

Remuneration:
The guiding principle is that the level and composition of remuneration shall be reasonable and sufficient to attract, retain and motivate Directors, Key Managerial Personnel and other Senior Management Officials.

The Directors, Key Managerial Personnel and other Senior Management Official's salary shall be based & determined on the basis of person's responsibilities and performance and in accordance with the limits as prescribed statutorily, if any.

The Nominations and Remuneration Committee determines remuneration packages for Directors, KMP's and Senior Management Officials of the Company taking into account factors it deems relevant, including but not limited to market conditions, business performance, prevailing laws and other guidelines.

i. Remuneration to Executive Directors:

- Section 197 of the Companies Act, 2013 provides for the total managerial remuneration payable by the Company to its Directors, including Managing Director and Whole Time Director, and its Manager in respect of any financial year shall not exceed eleven percent of the net profits of the Company computed in the manner laid down in section 198 of the Companies Act, 2013.
- The Company with the approval of the shareholders and Central Government may authorize the payment of remuneration exceeding eleven percent of the net profits of the Company, subject to the provisions of schedule V.
- The Company with the approval of the shareholders, may authorise the payment of remuneration upto five percent of the net profit of the Company to anyone of its Managing Director/ Whole Time Director/Manager and ten percent in case more than one such official.
- The Company may pay remuneration to its Directors, other than Managing Director and Whole Time Director upto one percent of the net profit of the Company, if there is a Managing Director or Whole Time Director or Manager and three percent of the net profits in any other cases.
- The net profit for the purpose of the above remuneration shall be computed in the manner referred to in section 198 of the Companies Act, 2013.

ii. Remuneration/Sitting Fee to Non-Executive / Independent Director:
The Independent Directors shall not be entitled to any stock option of the Company. The Non- Executive/Independent Directors may receive remuneration by way of fee for attending meetings of the Board or Committee thereof or for any other purposes as may be decided by the Board and profit related commission as may be approved by the shareholders.

iii. Remuneration to Key Managerial Personnel and Officials in Senior Management

The remuneration payable to Key Managerial Personnel and to the officials in Senior Management shall be decided by the Board/Committee having regard to the provisions of Act, Policy of the Company and their experience, Leadership abilities, initiative taking abilities and knowledge base.

Duties of the Committee in relation to Nomination matters:

- Ensuing that on appointment to the Board, Non-Executive/ Independent Directors receive a formal letter of appointment as per the provisions of the Companies Act, 2013.
- Identifying and recommending Directors who are to be put forward for retirement by rotation.

- Determining the appropriate size, diversity and composition of the Board as per the provisions of the Companies Act, 2013.
- Setting a formal and transparent procedure for selecting new Directors for appointment to the Board.
- Developing a succession plan for the Board and Senior Management and reviewing the plan from time to time.
- Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective.
- Recommend necessary changes to the Board.
- Considering any other matters as may be assigned by the Board.

Duties of the Committee in relation to Remuneration matters:

- To consider and determine the remuneration based on the principles of (a) pay for responsibilities (b) pay for performance and potential.
- To pay for growth and ensure that the remuneration fixed is reasonable and sufficient to attract, retain and motivate the Directors, KMP's and Officials in Senior Management.
- To take into account financial position of the Company, qualification, experience, past performance, past remuneration etc.
- To consider other factors as the Committee shall deem appropriate for elements of the remuneration of the members of the Board and ensure compliance of provisions of Companies Act and other applicable laws.
- To ensure that a balance is maintained between fixed and variable pay reflecting short and long term performance objectives appropriate to the working of the Company in the remuneration of Directors, KMP's and Senior Management.
- To consider any other matters as may be assigned by the Board.

Review and Amend

- The Committee or the Board may review the policy as and when it deems necessary.
- The Committee may issue the guidelines, procedures, format, reporting mechanism and manual in supplement and better implementation to this policy, if it things necessary.
- The Company reserves the rights to modify, add, or amend any of these Policy Rules/Guidelines any time.

Evaluation of Director(s), KMP's etc.
The evaluation of Director(s), Key Managerial Personnel and president level employees of the Company is to be conducted on an annual basis by the committee. Below mention criteria may be assisted in determining the effective of the performance:

Executive Directors:

1. Performance Criteria:
   - Management qualities
   - Results/Achievements
   - Domain Knowledge
   - Decision making

2. Personal Attributes:
   - Leadership qualities
   - Motivation and Commitment
   - Vision
   - Strategic Planning
   - Principles and Values

Non Executive Independent Directors and Non Executive Non Independent Directors

- Engagement
- Strategic Planning
- Team spirit
- Knowledge and Skills

Annexure-2

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024
(Pursuant to Section 204(1) of the Companies Act, 2013 and Rule no.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014)

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

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practice by Poly Medicure Limited having CIN L40300DL1995PLC066923 ("hereinafter called the Company"), Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon I report that:-

a) Maintenance of Secretarial records is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on my audit.

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

c) have not verified the correctness and appropriateness of financial records and books of accounts of the Company.

d) Wherever required, I have obtained the management representation about the compliance of law, rules and regulations and happening of events etc.

e) The Compliance of the provisions of the corporate and other applicable laws, rules and regulations, standards are the responsibility of the management. My examination was limited to verification of procedures on test basis.

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

Based on my verification of the Poly Medicure Limited books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the Financial Year ended on March 31, 2024,

- complied with the statutory provisions listed hereunder and
- proper Board-processes and compliance mechanism in place

to the extent, in the manner and subject to the reporting made hereinafter:

I have examined all the documents and books, papers, minute books, forms and returns filed and other records maintained by Poly Medicure Limited ("the Company") for the Financial Year ended on 31.03.2024 ("period under review")according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made there under;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under to the extent of Regulation 74 and 76 of Securities and Exchange Board of India(Depositories and Participants) Regulations, 2018;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company;

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;

As per Regulation 3(5) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015,every company is required to maintained digital database, the Company has installed the same and complied with the provisions;

(c) The Securities and Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations, 2018;

(d) The Securities and Exchange Board of India (Share Based Employee Benefit & Sweat Equity Shares) Regulations, 2021;

(e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not Applicable during the period under review);

(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 during the period under review);

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009. (Not during the period under review.)

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not Applicable as the company has not bought back / proposed to buy-back any of its securities during the review period);

(i) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015;

(vi) And other applicable law

The Management has defined and confirmed the following laws as specifically applicable to the Company.

1. Drugs and Cosmetics Act, 1940;
2. Applicable labour law ;

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

- Secretarial Standard issued by the institute of Company Secretaries of India and notified by Ministry of Corporate Affairs;
- The Listing Agreement(s) entered into by the Company with Bombay Stock Exchange Limited ("BSE"), National Stock Exchange of India ("NSE"), if any

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

I further report that:

➢ The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Woman Director. There is no change in no change in the composition of the Board of Directors that took place during the period under review.

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

➢ Majority decisions are carried through while the dissenting members' views are captured and recorded as part of the minutes of the Board of Directors and Committee of Board as the case may be.

The Company has obtained all necessary approvals under the various provisions of the Act; and there was no prosecution initiated and no fines or penalties were imposed during the period under review under the Act, SEBI Act, SCRA, Depositories Act, Listing Agreement and Rules and Regulations and Guidelines framed under these Acts against / on the Company, its Directors and Officers.

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

- As informed, the Company has responded appropriately to notices received from various statutory / regulatory authorities including initiating actions for corrective measures, wherever found necessary.

I further report that during the audit period, the following specific events/action took place event/action having major bearing on the affairs of the Company.

- During the period under review , the company has made allotment of 27,075 equity Shares to the eligible employees Poly Medicure Employee Stock Option Scheme - 2020.

FOR P.K. MISHRA & ASSOCIATES
COMPANY SECRETARIES

Firm's Registration No. S2016DE382600
Peer Review Certificate No.: 2656/2022

PAWAN KUMAR MISHRA
PROPRIETOR
Membership No.FCS-4305
COP No.16222
Date: 10-05-2024
Place: New Delhi
UDIN- F004305F000348121

Annexure-3

Particulars of Loans, Guarantees or Investments under Section 186

- Details of Investments as on 31st March, 2024

S. No.	Name of Company	Relationship	Amount (₹ in Lakhs)
1	Plan1 Health India Private Limited*	Subsidiary	1.00
2	Poly Medicure (Laiyang) Co. ltd. China*	Subsidiary	472.39
3	Poly Medicure B.V., Netherlands*	Subsidiary	5501.27
4	Ultra for Medical Products Company (ULTRAMED), Egypt*	Associate	88.67

*Exempt under section 186 of the Companies, Act, 2013

- Details of Loans outstanding during the year ending 31st March, 2024 The Company has no outstanding Loans as on 31st March, 2024.
- Details of Guarantees as on 31st March, 2024 The Company has not issued any Corporate Guarantee.

Annexure-4

Form No. AOC-2

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

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

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

   NONE; DURING THE REPORTING PERIOD, ALL TRANSACTIONS WERE AT ARM'S LENGTH BASIS

(a) Name(s) of the related party and nature of relationship: **NA**

(b) Nature of contracts/arrangements/transactions: **NA**

(c) Duration of the contracts / arrangements / transactions: **NA**

(d) Salient terms of the contracts or arrangements or transactions including the value, if any: **NA**

(e) Justification for entering into such contracts or arrangements or transactions **NA**

(f) Date(s) of approval by the Board: **NA**

(g) Amount paid as advances, if any: **NA**

(h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188: **NA**

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

   (*As defined under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and adopted by the Board of Directors in the Related Party Transactions Policy of the Company, "Material Related Party Transaction" means a transaction with a related party if the transaction/ transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover OR 1000 crores, whichever is lower, of the Company as per the last audited Financial Statements of the Company.)

(a) Name(s) of the related party and nature of relationship: **M/s. Vitromed Healthcare, Jaipur**

(b) Nature of contracts/arrangements/transactions: **Job work Contract**

(c) Duration of the contracts / arrangements / transactions: **3 (Three) Years i.e. F.Y. 2021-22 to 2023-24.**

(d) Salient terms of the contracts or arrangements or transactions including the value, if any: **The Company hereby agrees for job work contracts for some of the products and components of Medical Devices and their components to M/s Vitromed Healthcare (The Firm) and the Firm agrees to manufacture the same on Job work basis. The maximum amount of the Contract shall be ₹ 60 Crore in Financial Year 2021-22, ₹ 70 Crore in Financial Year 2022-23 and ₹ 80 Crore in Financial Year 2023-24.**

(e) Date(s) of approval by the Board, if any: **1st October, 2021.**

(f) Amount paid as advances, if any: **No Advance**

For and on behalf of **Board of Directors**

New Delhi
22nd July, 2024

D. R. Mehta
Chairman

Himanshu Baid
Managing Director

Annexure-5

1. **Brief outline of the Company's CSR policy including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.**

   In adherence to section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Board of Directors upon the recommendation of CSR Committee, in its meeting held on 15th May, 2014, has approved a CSR Policy of the Company.

   In accordance with the primary CSR philosophy of the Company and the specified activities under Schedule VII to the Companies Act, 2013, the CSR activities of the Company cover certain thrust areas such as Eradicating hunger, poverty and malnutrition, Promoting Health Care, Promoting gender equality and empowering women, supporting education and healthcare.

   The Corporate Social Responsibility Policy of the Company is available on the website of the Company **https://www.polymedicure.com/wp-content/uploads/2019/07/CSR_Policy_2015.pdf**.

2. **Composition of the CSR Committee:**

Sl No.	Name of Director	Designation/Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Devendra Raj Mehta	Chairman -Independent Director	1	1
2.	Mr. Jugal Kishore Baid	Member - Non Executive Director	1	1
3.	Mrs. Mukulika Baid	Member - Non Executive Director	1	1
4.	Ms. Sonal Mattoo	Member - Independent Director	1	1

3. **Provide the Web link where Composition of the CSR Committee, CSR Policy and CSR Projects approved by the board are disclosed on the website of the Company. Web link are as under: https://www.polymedicure.com/wp-content/uploads/2019/07/CSR_Policy_2015.pdf**.

4. **Impact Assessment of CSR projects carried out in pursuance of sub rule (3) of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if any-** Not Applicable

5. **Amount required for set in pursuance of sub rule (3) of Rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014:** NIL

6. **Average net profit of the Company for the last three financial years: Average net profit:** Average net profit: ₹ 19,662.73 lacs last year

7. **(a) Two percent of average net profit of the Company as per Section 135(5):** ₹ 393.25 lacs/-

   (b) **Surplus arising out of the CSR projects or programmes or activities of the previous financial years:** Nil

   (c) **Amount required to be set off for the financial year 2023-24:** NIL

   (d) **Total CSR obligation for the financial year 2023-24:** ₹ 393.25 lacs/-

8. (a) CSR Amount spent or unspent for the financial year:

Total Amount spent for the financial year (In ₹)	Amount unspent (In ₹)				
	Total Amount transferred to unspent CSR Account as per Section 135 (6)		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135 (5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
₹ 573.91 Lacs	Not Applicable				

   (b) Details of CSR amount spent against ongoing projects for the financial year: Not Applicable

(c) Details of CSR amount spent against **other than ongoing projects** for the financial year: ₹ **573.91 Lacs**

Sl. No.	Name of Project	Item from the list of activities in schedule VII to the Act	Local Area (Yes/ No)	Location of Project		Amount Spent for the Project (₹ in lacs)	Mode of Implementation- Direct (YES/NO)	Mode of implementation- Through implementation agency
				State	District			
1	On Providing food and related services	(i)	YES	HARYANA (Faridabad) RAJASTHAN (Jaipur) UTTARAKHAND (Haridwar)		78.61		PROJECT BALA
2	On Promotion of Education	(i)	YES			256.33	NO	BHAGIRATHI SEVA PRANYAS, SHRI JAIN SHEWTAMBER TERAPANTH SHIKSHA SAMITI, PRAKRAT BHARATI ACADMEY JITO ADMINISTRATIVE TRAINING, SRINGERI SHARADA PEETHAM, ATUL MAHESHWARI FOUNDATION
3	On Welfare for disabled person and social welfare	(ii)	YES			7.30	NO	SOCIETY FOR WELFARE OF MENTALLY HANDICAP
4	Contribution to CSR Eligible Trust	(ii)	YES			231.67	NO	SHRI SRINGERI SHARDA PEETHAM, CHARITABLE TRUST, ETERNAL CARE FOUNDATION
		TOTAL				**573.91**		

(d) Amount spent in Administrative Overheads: Nil

(e) Amount spent on Impact Assessment: Not applicable

(f) Total amount spent for the financial year 2023-24 (8b+8c+8d+8e): ₹ 573.91 Lacs

(g) Excess amount for set off, if any: ₹ 180.66 Lacs

Sl no.	Particulars	Amount (in ₹)
1.	Two percent of average net profit of the Company as per Section 135(5)	₹ 393.25 Lacs
2.	Total amount spent for the F.Y. 2023-24	₹ 573.91 Lacs
3.	Excess amount spent for the F.Y. 2023-24	₹ 180.66 Lacs
4.	Surplus arising out of the CSR projects or programmes or activities of the previous financial years	Nil
5.	Amount available for set off in succeeding financial years (iii-iv)	₹ 180.66 Lacs

9. (a) Details of Unspent CSR amount for the preceding three financial years: Nil

(b) Details of CSR amount spent in the F.Y. 2023-24 for ongoing projects of the preceding financial year(s): Not Applicable

10. In case of creation or acquisition of capital asset, the details relating to the asset so created or acquired through CSR spent in the F.Y. 2023-24 - Not Applicable

11. The reason for failure to spend two percent of the average net profit as per Section 135(5): Not applicable

Responsibility Statement by the Corporate Social Responsibility Committee:

The responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy is in compliance with CSR objectives and Policy of the Company.

Shri Devendra Raj Mehta
(Chairman CSR Committee)

Himanshu Baid
(Managing Director)

(A) (A) DETAILS PURSUANT TO THE PROVISIONS OF SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

Relevant Clause u/r 5(1)	Prescribed Requirement	Particulars
(i)	Ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year	– Ratio of the remuneration of Shri Himanshu Baid, Managing Director to the median remuneration of the employees – 509 : 1 – Ratio of the remuneration of Shri Rishi Baid, Joint Managing Director to the median remuneration of the employees – 494 : 1 – Ratio of the remuneration of Shri Naresh Vijayvergiya, CFO – 33 : 1 - Ratio of the remuneration of Shri Avinash Chandra, CS – 6 : 1 - Ratio of the remuneration of Shri Ravi Prakash, Deputy CS – 3 : 1
(ii)	Percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year	– Shri Himanshu Baid, MD – 32.07% – Shri Rishi Baid, JMD – 33.74% – Shri Naresh Vijayvergiya C.F.O. – 13.24% – Shri Avinash Chandra, CS – 12.51 % – Shri Ravi Prakash, Deputy CS – 8.64 %
(iii)	Percentage increase/(decrease) in the median remuneration of employees in the financial year	2.45 %
(iv)	Number of permanent employees on the rolls of company	2,651 Employees
(v)	Affirmation that the remuneration is as per the remuneration policy of the company	The remuneration is as per the Nomination and Remuneration Policy for the Directors, Key Managerial Personnel and Other Employees of the Company, formulated pursuant to the provisions of section 178 of the Companies Act, 2013.

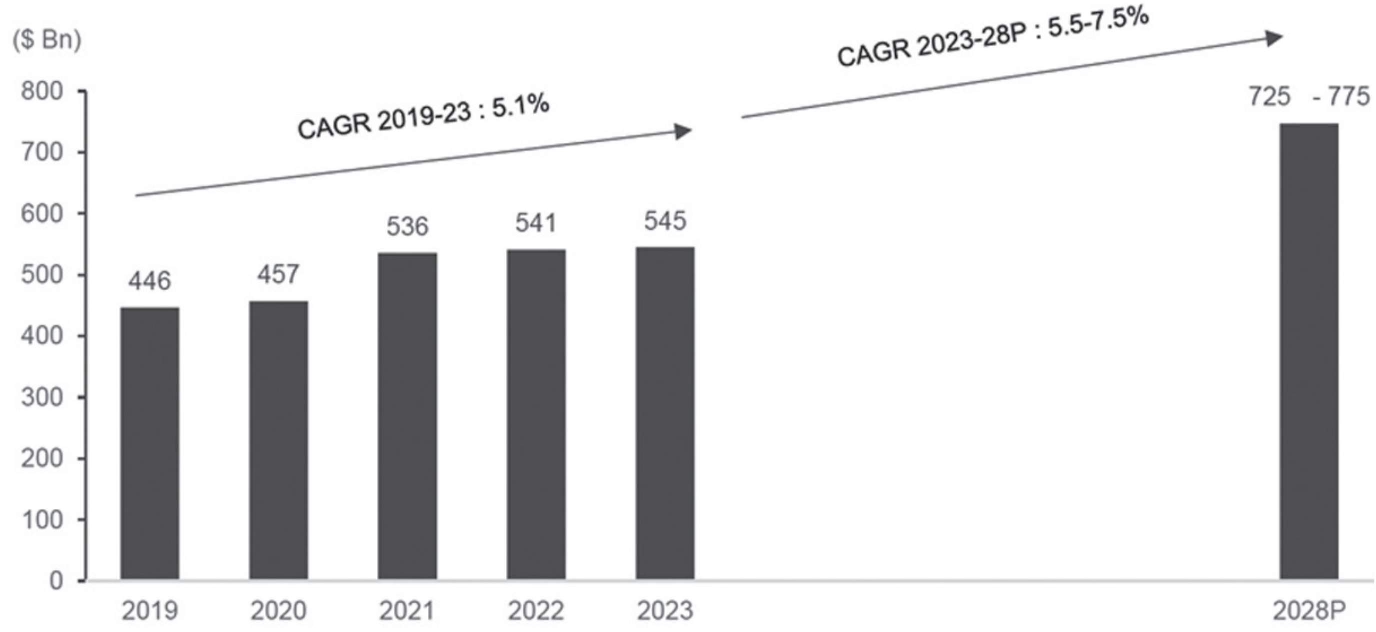
Annexure-7

MANAGEMENT'S DISCUSSION AND ANALYSIS

The global healthcare industry is a vast and rapidly evolving sector, with the market size estimated to surpass $11 trillion in 2024 and projected to grow at a compound CAGR of around 8% over the next decade. This expansion is driven by factors such as an aging population, increasing prevalence of chronic diseases, technological advancements, and rising healthcare expenditure across both developed and emerging markets.

The global medical device industry experienced a compound annual growth rate (CAGR) of 5% from 2019 to 2023, increasing from $446 billion to $545 billion. Looking ahead, the global medical device industry is projected to reach $725-775 billion by 2028, with a CAGR of 5.5-7.5%. This growth will be driven by factors such as an aging population, increasing burden of non-communicable diseases, rising healthcare spending, and growing healthcare spending in developing and middle-income countries. Additional growth drivers include the introduction of new technologies, enhanced healthcare data security, increasing disposable income, and a rising incidence of sedentary lifestyle-related diseases.

Market size of global medical device industry during fiscals 2019–2028

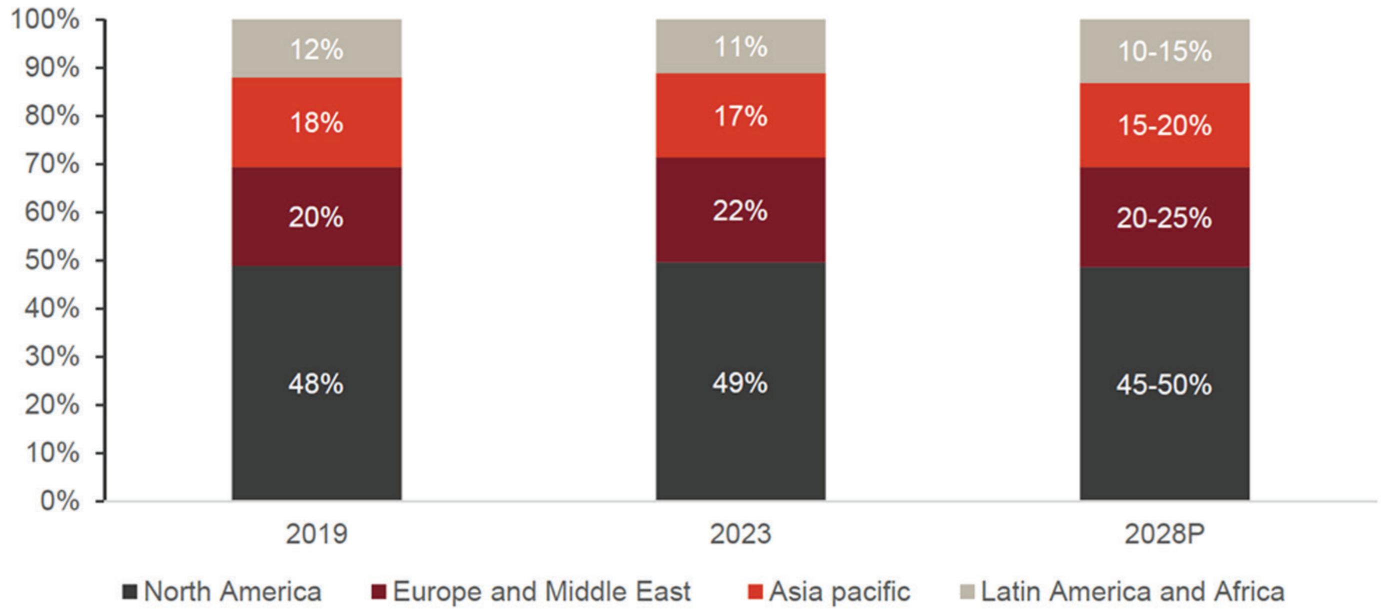


P:Projected

Source: CRISIL MI&A

Going forward Asia Pacific region is expected to grow reaching 10-15% as the consumption market in this region grows strongly with increase in population, healthcare expenditure and economic output (GDP), while North America is expected to maintain its dominant position.

Geographical break-up of global medical devices industry



Note: The above break-up is based on geographic segmental revenues reported by top MNCs companies across the globe

P:Projected

Source: CRISIL MI&A

The Indian healthcare industry is experiencing dynamic growth, with its market size projected to reach approximately $350 billion by 2024, reflecting a CAGR of around 22% over the past few years. This expansion is fuelled by a combination of factors, including a rising middle class, increased health awareness, and significant investments in both infrastructure and technology. The sector is benefiting from advancements in telemedicine, digital health records, and a surge in private healthcare facilities, which complement the government's efforts to improve public health services. Additionally, the growing focus on affordable healthcare and innovations in pharmaceuticals, Medtech and biotechnology are driving further growth, positioning India as a key player in the global healthcare landscape.

Indian medical device sector is estimated at Rs. 900-915 Bn in fiscal 2024

Indian medical devices sector, valued at Rs 900-915 billion in fiscal 2024, comprises more than 14,000 different product types, ranging from wound closure pads to stents. The sector is highly fragmented and is predominantly import driven. Imports account for ~80% of the total market and sales of medical electronics, hospital equipment, surgical instruments, implants and diagnostic reagents. Consumables and disposables are primarily manufactured in India, with imports accounting for ~30-40% of the sales. More than 800 domestic firms are primarily involved in manufacturing low-technology products. Indian firms engaged in this industry are typically small and medium-scale enterprises, manufacturing products such as disposable and medical supplies and competing in low-priced, high-volume segments.

Medical devices industry registered ~12% CAGR between fiscals 2019 and 2024 as public and private healthcare spending rose robustly

The medical devices industry in India grew to Rs 900-915 billion in fiscal 2024 from Rs 501 billion in fiscal 2019 at ~12% CAGR driven by strong growth in the healthcare industry. The hospital healthcare industry registered 12-14% CAGR during the period, driving growth for the medical devices and equipment industry. The medical devices industry grew because of increased spending on healthcare and expansion of healthcare facilities. Health expenditure increased to 1.9% of the GDP in fiscal 2024 from 1.4% of GDP in fiscal 2018, and PFCE healthcare spending logged 6% CAGR from fiscals 2012 to 2024 at constant prices.

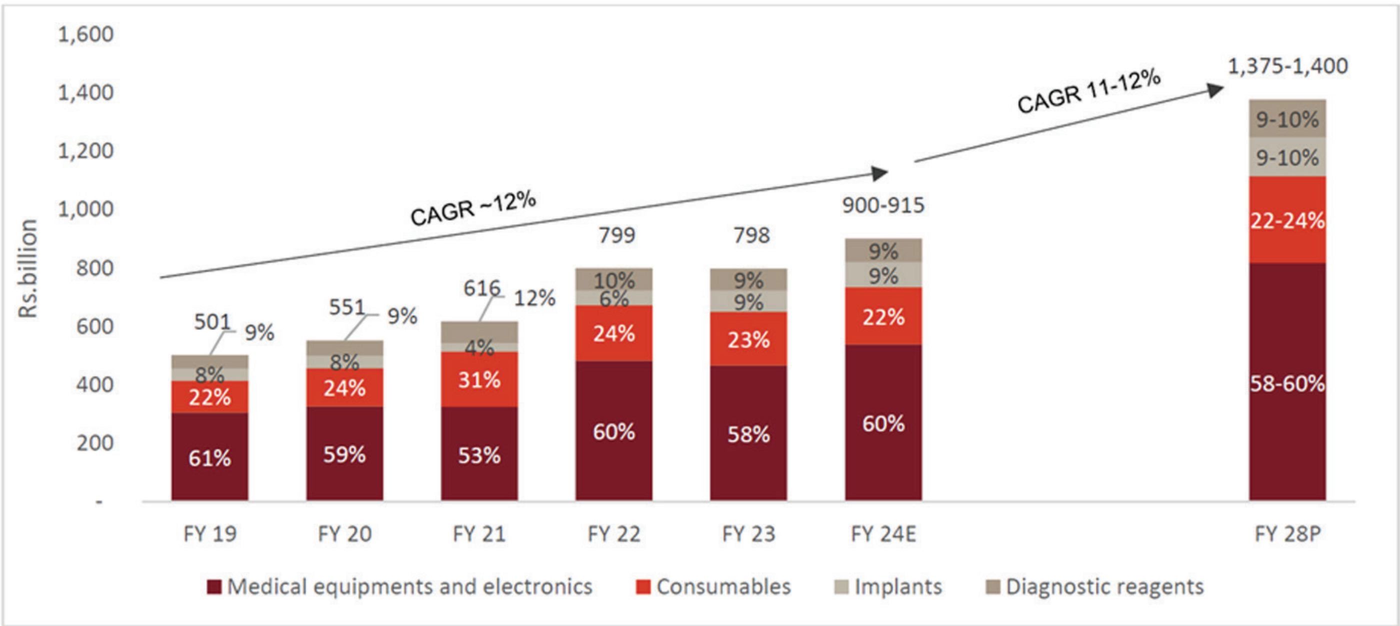
Medical consumables and disposables grew as Ayushmaan Bharat helped increase health service penetration in India, aiding to increase the medical procedure and treatments conducted in India. Increase in insurance penetration, medical treatments supported by the PMJAY Ayushmaan Bharat, and usage of technological and medical equipment in public as well private hospitals across rural and urban India also supported the medical devices industry.

Medical devices industry grew at 12-13% in fiscal 2024

The medical devices industry exhibited a flat growth in fiscal 2023 as pent up demand due to covid-19 receded and Import of some of the equipment like ventilators reduced. The demand of ventilators and oxygen equipment had grown significantly in fiscal 2021 and 2022 but as covid-19 receded the demand for these equipment have fallen, However, this demand is substituted by x-ray machines, CT scan machines, MRI machines etc. to some extent as surgeries in hospitals return to pre-covid level because of which the industry has grown at 12-13% in fiscal 2024 to reach Rs. 900-915 billion.

In the consumables segment too, many of the unorganised players had ventured into production of different consumables. These unorganised players are expected to have been impacted as the demand related to covid-19 receded. In the implants segment the demand remained robust as more surgeries are performed in hospitals across the country. Owing to these factors the total medical devices industry is estimated to have reached Rs. 900-915 billion in fiscal 2024.

Trend in medical devices industry



Note-E: Estimated; P: Projected

Source: CRISIL MI&A

Medical devices industry to log 11-12% CAGR over fiscals 2024-2028

The medical devices industry is expected to log a robust 11-12% CAGR from fiscals 2024 to 2028 on account of increase in healthcare facilities and demand for healthcare services from the middle-income group. The healthcare delivery market is projected to clock 11-12% growth over the period supporting demand for medical devices and consumables. Rise in per capita income, awareness about health diagnostics, healthcare spend, chronic and non-chronic diseases, and penetration of medical insurance will aid growth of the medical devices industry. With Government of India focus on policy framework and ecosystem support, and the increase in demand of healthcare services in India, Indian medical device industry is expected to grow faster at 11-12% between fiscal 2024 and 2028 than global industry, which is expected to grow at 5.5-6.5% CAGR between CY 2024 and CY 2028.

Medical consumables and disposables saw robust rise in demand in the pandemic situation

- Medical consumables and disposables segment is valued at ₹ 195 billion in fiscal 2024
- The segment clocked 13% CAGR from fiscals 2019 to 2024,
- With 20-25% share, it is the second largest segment in the medical devices market
- Medical consumables saw a flat growth in fiscal 2022 on account of higher base in fiscal 2021. Fiscal 2021 saw a huge growth over fiscal 2020 on account of increased demand from pandemic driven sales of PPE kits, masks, gloves and other consumables etc.
- In fiscal 2022, as the economy opened up and vaccinations picked up demand for medical consumables like syringes increased and the medical consumables was able to sustain the demand witnessed in the fiscal 2021.
- In fiscal 2023, the unorganised manufacturers who entered the market in the pandemic were impacted as covid-19 related demand receded.
- In fiscal 2024, growth in the segment was supported by increased focus on preventive healthcare driving the demand for diagnostic tests leading to an increase in the usage of consumables as well as middle class with rising disposable income seeking better healthcare services, driving demand for high-quality medical consumables, Apart from this the segment is expected to be aided by increased usage of consumables and disposables for infection protection and rise in medical procedures and treatments with the penetration of healthcare facilities in India .

Exports contribute to nearly 50-55% of production value

- India has an established exports market for production of medical devices, with exports contributing to nearly 50-55% of the production industry size. Exports grew at 14% CAGR, from Rs 143 billion in fiscal 2019 to Rs 280 billion in fiscal 2024. India has fairly concentrated exports, with the top countries/regions contributing to ~55%, and exports majorly in the equipment segment.

Growth drivers

- Both demand- and supply-side factors are driving growth for the medical device industry in India. While demand-side factors include rising income level and healthcare expenditure, ageing population, increased occurrence of chronic and lifestyle disease, and increased awareness about healthcare diagnostics and prevention, demand for quality healthcare, increase in health insurance; it is the government's focus on 'Make in India', industry-supportive policies and schemes like production linked incentive(PLI) scheme, potential for import substitution, and shift from geographic concentration of imports from the supply side. Regulation of product pricing and Government's focus on providing cost effective healthcare service in India will lead to higher demand for cost-effective products which will generate demand for locally manufactured products that are distributed at competitive prices. Owing to pricing pressures and supply chain challenges during and post covid-19 pandemic, OEMs are seeking cost-competitive alternatives, which is giving rise to India as an emerging hub for manufacturing of high complexity and medium volume medical devices. This provides opportunity for indigenous medical device manufacturers to upgrade their production facilities and cater to rise in demand for locally manufactured cost effective medical devices.

India is among the fast-growing markets for healthcare and medical devices in the Asia-Pacific. With improving medical device regulations, setting up of the National Medical Devices Promotion Council, and the government's focus on manufacturing of medical device, there is huge potential for the Indian medical manufacturing industry.

- Key government healthcare schemes and programmes under implementation/ announced (Ayushman Bharat, National Health Policy, etc)
- Increase in medical insurance penetration - Insurance penetration (premiums as percentage of GDP) in India reached 4% in fiscal 2022 from 2.7% in fiscal 2002. As of fiscal 2023, nearly 550 million people were covered under health insurance as against 288 million in fiscal 2015, increasing at 8.4% CAGR
- Large senior citizen population of 146 million (60+ years) in 2021 which is expected to reach 171 million by 2026.
- Rising urbanisation and adoption of sedentary lifestyles, fuelling chronic diseases.
- Change in disease profile: Shift to non-communicable diseases (lifestyle-related diseases such as heart-related ailments, diabetes, etc).
- Investment in nurse training programmes to enhance knowledge of advanced wound care techniques.
- Growing number of surgical procedures conducted in India.
- Growing medical tourism: Medical tourism has grown at 52% CAGR from 2020 to 2023, with 65-75% share from neighbouring countries.
- Foreign direct investment (FDI) equity inflows in the medical and surgical appliances has increased from ₹ 22.0 billion in fiscal 2020 to ₹ 39.8 billion in fiscal 2024, at 16% CAGR.
- Economic growth supporting higher disposable incomes. Rise in per capita income at ~4% in nominal terms from fiscals 2012-24, leading to higher demand for healthcare products and services.
- Increased Public Spending in Healthcare - Government of India have set a target for public spending in healthcare which aims to achieve 2.5% of GDP by 2025 from 1.3% in fiscal 2018. Also,

with rising disposable income there is growing demand for access to quality healthcare.

- Increased private investment in Healthcare and Public Private Partnership (PPP) route for capital expenditure in healthcare supporting penetration of medical facilities.

The Surge of the Indian MedTech Industry: A Bright Future Ahead

The Indian medical technology (MedTech) industry is undergoing a transformative phase, marked by rapid growth and a promising future. This evolution is driven by a confluence of favorable government policies, technological advancements, and increased private investments. As the sector continues to expand, it is poised to become a global leader in healthcare innovation and accessibility.

Government Policies and Initiatives

The Indian government has been instrumental in shaping the MedTech landscape through a series of supportive policies and initiatives. A major development in this area is the Medical Devices Bill, which seeks to establish a comprehensive regulatory framework for medical devices. This bill aims to ensure the safety, efficacy, and quality of medical devices, aligning Indian standards with international norms. By enhancing regulatory clarity and consistency, the bill is expected to attract more global players to the Indian market and foster innovation.

The Pradhan Mantri Atmanirbhar Bharat Abhiyan (PM-AB) further underscores the government's commitment to promoting self-reliance in the MedTech sector. The initiative includes support for research and development, infrastructure development, and technology adoption. Through this scheme, the government aims to enhance domestic capabilities, reduce reliance on imports, and drive the development of cutting-edge medical technologies.

There are key levers that can drive the medtech sector forward on its growth journey.

Technological Advancements

Technology plays a crucial role in the growth of the MedTech industry. Advances in digital health, artificial intelligence (AI), and robotics are revolutionizing the way healthcare is delivered. AI-powered diagnostic tools, for instance, are improving the accuracy and speed of disease detection, while robotic surgical systems are enhancing precision and outcomes in complex procedures.

Telemedicine has also emerged as a game-changer, especially in expanding access to healthcare services in remote and underserved areas. Through telemedicine platforms, patients can consult with healthcare providers, receive diagnoses, and follow treatment plans without geographical constraints. This shift towards digital health solutions is transforming patient care and making healthcare more accessible.

Wearable health devices and remote monitoring technologies are gaining traction as well. These innovations enable individuals to track their health metrics in real-time, facilitating early detection of potential health issues and promoting preventive healthcare. By empowering individuals with real-time health data, these technologies are contributing to a proactive approach to health management.

Focus on Preventive Health

Preventive health is becoming a central focus within the Indian MedTech sector. With increasing awareness of lifestyle-related diseases and the growing burden of chronic conditions, there is a significant shift from reactive to preventive healthcare. MedTech companies are developing innovative solutions to support this transition, including health tracking apps, personalized wellness programs, and early diagnostic tools.

These technologies are designed to help individuals monitor their health more effectively, identify risk factors early, and take proactive steps to prevent disease. By emphasizing prevention, the MedTech industry is not only improving individual health outcomes but also contributing to the overall efficiency of the healthcare system.

Growing Private Investments

The surge in private investments in healthcare infrastructure, including hospitals and diagnostic centers, is another key factor driving the growth of the MedTech industry. Private sector investments are enhancing the quality and accessibility of healthcare services across India.

Investment in healthcare facilities is not limited to expanding existing infrastructure; it also includes integrating advanced technologies and innovative practices. New hospitals and diagnostic centers are being equipped with state-of-the-art medical devices and technology, elevating the standards of healthcare delivery.

The increasing interest from private investors is also fostering partnerships and collaborations between MedTech companies and healthcare providers. These collaborations are driving the development of new technologies and solutions that address emerging healthcare needs and improve patient outcomes.

Future Outlook

The future of the Indian MedTech industry looks exceptionally bright. With supportive government policies, rapid technological advancements, and growing private investments, the sector is well-positioned for continued growth. The integration of advanced technologies, a focus on preventive health, and a robust regulatory framework will drive innovation and enhance healthcare accessibility. As India strengthens its position as a global MedTech hub, the industry is expected to attract further investments and foster significant advancements. By continuing to build on its strengths and embracing new opportunities, the Indian MedTech sector is set to make a lasting impact on global healthcare and improve the quality of life for millions of people.

The Evolving Value Chain

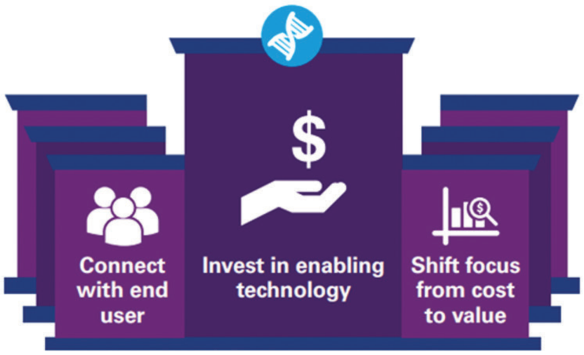
Traditionally, medical device companies have delivered value primarily through manufacturing and selling their products. But as pressures on the healthcare system mount, there are foundational shifts in the care delivery model, and as a result, the industry value chain is up for a drastic overhaul. In the new normal, companies will need to step out of their conventional manufacturing role. Services and data intelligence will need to be integrated with products to offer holistic solutions, requiring a 'power play' across the value chain – strengthening existing business-to-business (B2B) plays and creating new ones. These power plays will likely include a continuous slew of deal activities –strategic alliances and partnerships.

Medical device companies will ultimately seek to play a larger role in the value chain and get closer to customers, patients and consumers. Done right, this will not only add new revenue streams for them, but also contribute to shorter, cheaper, and fewer hospital visits – and thus lower healthcare costs.

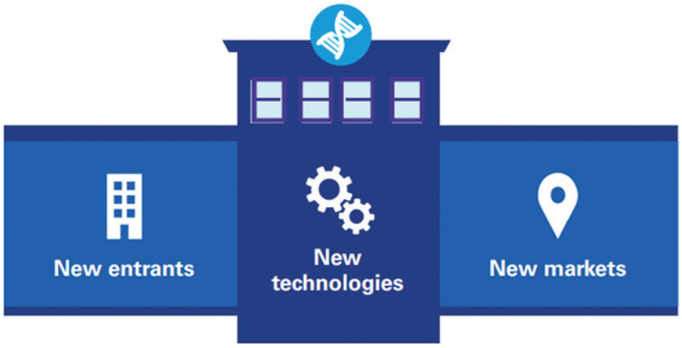
Reinvent, reposition, reconfigure!

The days of simply manufacturing a device, and selling it to healthcare providers via distributors, have long vanished. Value is the new byword for success, prevention the preferred clinical outcome, and intelligence the new competitive advantage.

Reinvent

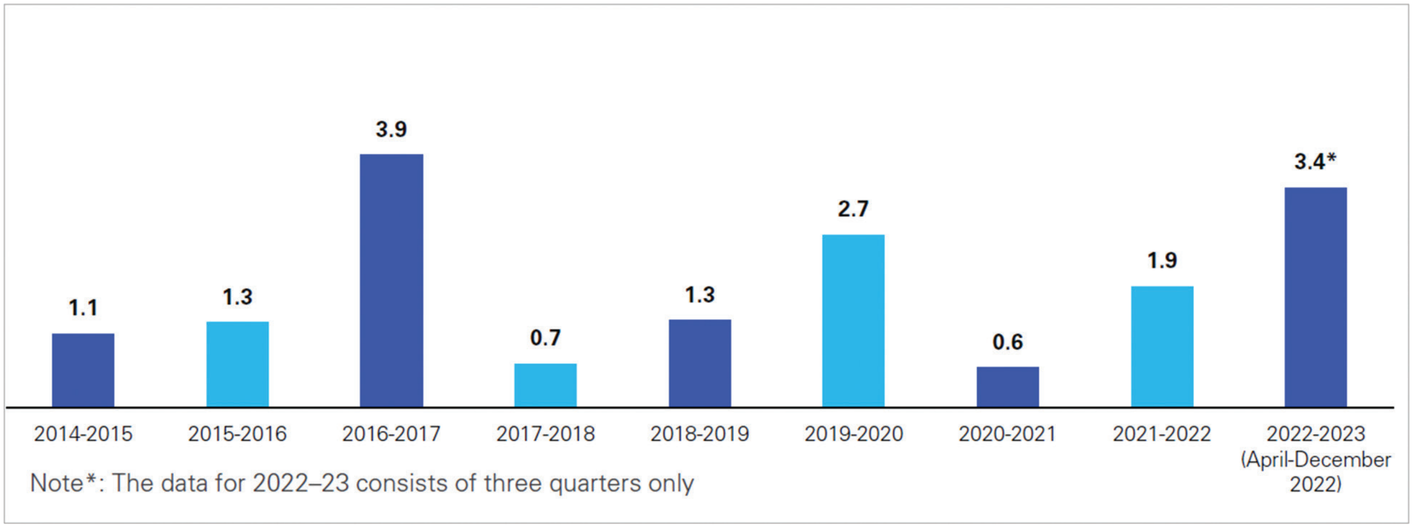


Reposition



Reconfigure

FDI inflow in medical device industry in India (USD million)[5]



1. National Medical Device Policy 2023, Drishti IAS, May 2023
2. Indian medical devices industry has potential to reach $50 billion by 2030: Mansukh Mandaviya, Business today, September 2022
3. The Indian Opportunity: Pharmaceuticals & Medical devices, Invest India, April 2023
4. BT Buzz: Make in India flops for medical devices; domestic firms shutting shops to import, Business Today, July 2019
5. Report on Final Boosting of Medical Devices Industry, Department of Pharmaceuticals, August 2023

Role of the government in catalysing R&D and innovation

The Union budget of 2023 touched upon nuances of R&D and innovation including upskilling of workforce through multidisciplinary courses and promoting cross-functional research through ICMRs34. NMDP, launched by the government in 2023, provides a vision for addressing shortfalls across the entire medical device value chain with a strong focus on promoting R&D and innovation. Table 1 summarises the key initiatives and respective focus area of each scheme. It is important to collectively view the government policies as opposed to looking at them in isolation since no one policy can address the gaps.

Current policies and initiatives to bolster sector capabilities and promote innovation

Government initiatives for medical device sector

Initiative	Manufacturing of high-end devices	R&D promotion	Workforce development	Regulatory reform
Policy on R&D and Innovation	✓	✓		✓
PRIP		✓		
NMDP	✓	✓	✓	✓
NRF Bill		✓		
AMD-CF	✓	✓		
PLI	✓			
Medical device parks	✓	✓		

National Policy on Research and Development and Innovation in Pharma-MedTech Sector

The National Policy on Research and Development and Innovation in Pharma-Medtech Sector was launched in September 2023. The policy aims to encourage R&D in pharmaceuticals and medical devices (domestic and international) and creating an ecosystem for innovation across the sector.

The policy also proposes to establish an Indian Council of Pharmaceuticals and Medtech Research and Development which promotes collaboration between industry, academia, and research institutes across departments[6].

Promotion of Research and Innovation in Pharma-Medtech(PRIP)
The Department of Pharmaceuticals (DoP) has launched the PRIP scheme to catalysepharmaceutical and medical device research in the country.

The scheme has two main components:

- The first component focuses on boosting research infrastructure through the establishment of seven centres of excellence (CoE) at NIPERs.
- The second component focuses on provision of financial incentives for companies undertaking research initiatives in-house or in collaboration with government institutes across six moon-shot areas which includes -AI/ML based medical devices with software development, Software as Medical Device (SaMD), and Software in Medical Device (SiMD); medical diagnostics and screening devices with genetic engineering technology; robotic devices for surgery; and medical devices with telemedicine facilities.

[6] *Dr Mansukh Mandaviyalaunches National Policy on Research and Development and Innovation in Pharma-MedTech Sector in India and Scheme for promotion of Research and Innovation in Pharma MedTech Sector (PRIP), Ministry of Chemicals and Fertilizers, September 2023*

National Medical Device Policy (NMDP)

- NMDP, approved in April 2023, provides a holistic policy framework for accelerating innovation in the medical device sector[7]. The policy defines a set of focus areas that would be key to propelling capabilities of the sector.

Assistance to Medical Devices Cluster for Common Facilities (AMD-CF)

Through AMD-CF, the government will provide financial assistance for building common infrastructure facilities at existing medical device clusters. With a total outlay of USD36.5 million (INR3 billion), the scheme would support building of 12 common facilities and 12 testing labs between FY23–24 and FY26–27.[8] By supporting the creation of labs, the scheme will play a key role in advancing R&D capabilities of current and upcoming medical device clusters in the country.

National Research Foundation (NRF) Bill [9,10]

In June 2023, introduction of the NRF bill in the parliament was approved by the Union Cabinet. Through NRF, the government aims to catalyse cross-functional and collaborative research. The Department of Science and Technology (DST) will function as the administrative arm of NRF and the total outlay of funds under NRF is expected to be USD6.1 billion (INR500 billion), which will be shared by the government and private sector over the course of the next five years (2023–28)

Production Linked Incentives (PLI) scheme: The PLI scheme for medical devices was launched by the government in 2020 to promote domestic manufacturing of devices. The scheme extends an

incentive of 5 per cent on incremental sales of medical devices manufactured in India covered under the target segments. Total incentive outlay of the scheme is USD416 million (INR34.2 billion) and as of April 2023, manufacturing of 37 high-end medical devices have been commissioned.

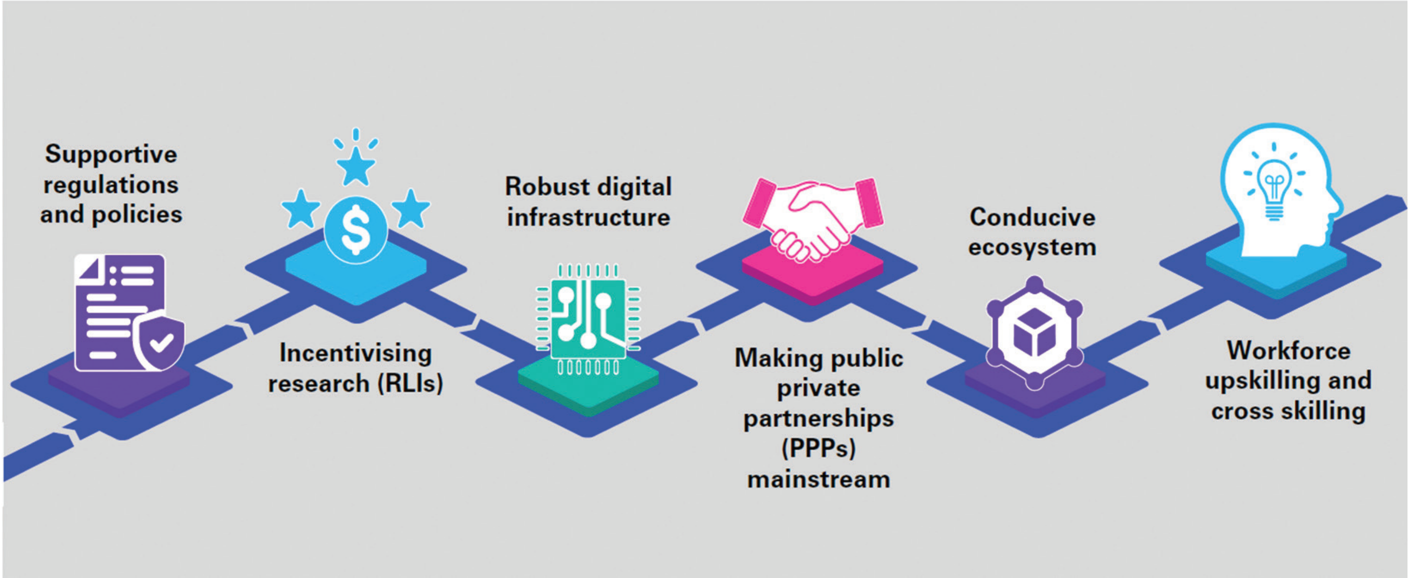
The PLI scheme is playing a key role in the larger innovation eco-system by providing a platform for affordable high-end medical devices in India.

Promotion of medical device parks scheme: The scheme launched in 2020 aimed at strengthening the manufacturing and R&D ecosystem of medical devices in the country. The central government aims to provide financial assistance to select state governments for establishing medical device parks, to provide access to standard testing and advanced infrastructure facilities. The total financial outlay of the scheme is USD48.7 million (INR4 billion). This initiative will establish specialized parks in Uttar Pradesh, Madhya Pradesh, Himachal Pradesh, Tamil Nadu. Additionally followed by 4 more parks in Gujarat, Rajasthan, Telangana, and Kerala. One Park is already operational in Andhra Pradesh (AMTZ), bringing the total to 9.

INDIA'S VISION OF MEDICAL DEVICE INNOVATION

With India expected to become a USD10 trillion economy by 2035, medical device sector is expected to play major role to help realise its aspiration. While India can keep playing the volume game, providing affordable and high-quality care to masses can happen through focusing on research and innovation. Just like the impetus given to 'Make in India,' there is rising focus on 'Innovate in India,' which could enable India to become a desirable destination for R&D in the medical device domain. The vision can be accomplished by developing a strategy and subsequently a roadmap for enhancing the India's innovation quotient. We could expect the government to focus on implementing policies that provide financial incentives to manufacturers, incentivising private players for investments in R&D, and adoption of advanced technologies to develop high-end medical devices. Greater focus needs to be on developing collaborations between manufacturers, hospitals and academic institutes. Also, promoting growth of start-ups will fuel the innovation engine, which needs to be sustained by a skilled workforce.

Key themes that will enable India to achieve its 'Innovate in India' vision



7. *Cabinet approves the Policy for the Medical Devices Sector, Ministry of Chemicals and Fertilizer, April 2023*

8. *Guidelines for the scheme for "Assistance to Medical Device Clusters for Common Facilities (AMD-CF)", Department of pharmaceuticals, May 2023*

9. *Cabinet approves Introduction of National Research Foundation Bill, 2023 in Parliament to strengthen research eco-system in the country, Ministry of Science & Technology, June 2023*

10. *No quick fix: On National Research Foundation Bill, The Hindu, July 2023*

Overview of the Company

We are among the top five companies in the medical devices industry in India, in terms of operating income and stand fifth in terms of profit after tax ("PAT"), in Fiscal 2023. We manufacture and supply, in India and internationally, a diverse portfolio of medical devices in the product verticals of infusion therapy, oncology, anesthesia and respiratory care, urology, gastroenterology, vascular access, surgery and wound drainage, dialysis and renal care, diagnostics, transfusion system, veterinary medical devices, and others. In Fiscal 2023, we expanded into cardiology, and launched a critical care division for focusing on products used in intensive care. As of June 30, 2024, we had over 123 categories with 6,745 SKUs of disposable medical devices.

Over the years, we have developed an extensive sales and distribution network across India. As of June 30, 2024, our distribution network with a pan-India presence included 506 distributors. We believe we have developed long term relationships with a majority of our distributors. Our sales division is also involved in promotion of our products in 8,000 private and government hospitals and nursing homes across India, as on June 30, 2024. In the three months ended June 30, 2024, we supplied our products to Europe, Africa, Americas, Australia, and Asia through a network of 260 distributors in these jurisdictions, with many of them benefiting from local/regional exclusivity arrangements. In Fiscal 2024 and in the three months ended June 30, 2024, revenue generated from sales outside India represented 69.63% and 72.14% of our revenue from operations, respectively.

We focus on research and development ("R&D") for developing more effective, safe to use, and user-friendly products. Our R&D activities are also aimed at improving existing processes and production cost efficiency and developing processes for sustainable manufacturing practices and environmental friendly products. We operate one in-house R&D facility at Faridabad (Haryana) ("R&D Center"), which has been approved by the Department of Scientific and Industrial Research, Ministry of Science and Technology, Government of India ("DSIR"). Based on the efforts of our R&D division, as of June 30, 2024, we have been granted 325 patents in India and globally and have also filed for grant of 44 patents in India and worldwide. We have developed a number of safety medical devices across product lines, including safety I.V. cannula and safety scalp vein sets within the infusion therapy vertical, safety blood collection sets within the transfusion system vertical, safety fistula needles within the dialysis and renal care vertical, and safety huber needles and safety closed I.V. catether system in our critical care vertical. We have also received US FDA 510k approvals to market two of our product categories, safety IV cannula and IV Set, in the United States.

Our Company is led by Mr. Himanshu Baid, our Managing Director and Mr. Rishi Baid, our Joint Managing Director, each of who have over two decades of experience in the medical devices industry and are first generation entrepreneurs. In addition to our R&D center, we currently operate twelve manufacturing facilities across India, China, Egypt and Italy. In India, we operate nine manufacturing facilities, including six facilities situated in Faridabad (Haryana), two facilities (including a SEZ unit) situated in Jaipur (Rajasthan) and one facility in Haridwar (Uttarakhand).

We have been awarded as the top exporter of plastic medical disposables/ surgical items for the years 2021-2022, and 2022-2023, by the Plastics Export Promotion Council, and recognized as one of the Best Healthcare Brands 2024 by ET Edge.

Business Operations and Manufacturing Facilities

We operate 12 manufacturing facilities across India, China, Egypt and Italy. In India, we operate nine facilities, including six facilities situated in Faridabad (Haryana), two facilities (including a SEZ unit) situated in Jaipur (Rajasthan) and one facility in Haridwar (Uttarakhand).

In addition, we operate one manufacturing facility in China through our wholly-owned subsidiary Poly Medicure Laiyang Company Limited, one manufacturing facility in Egypt through our associate entity Ultra For Medical Company, and one manufacturing facility in Italy through our step-down subsidiary, Plan1 Health s.r.l. All of our manufacturing facilities are supported by infrastructure for injection molding, extrusion, insert molding, blow molding, ultrasonic welding, UV bonding and laser welding. In addition, our manufacturing facilities include effluent treatment plants, which treat our industrial wastewater and recycle it for reuse or for safe external disposal.

In order to capitalize on growth opportunities in the medical devices sector, we seek to invest in physical and operational infrastructure to expand our manufacturing capabilities with a focus on diversifying our product portfolio. In Fiscal 2023, we set up two new manufacturing facilities in Faridabad (Haryana) and Jaipur (Rajasthan), in addition to expanding our existing Faridabad Facility III and Jaipur I Facility. Further, we intend to establish three manufacturing facilities in order to manufacture medical devices, to be situated at Jaipur, Rajasthan **("Rajasthan Facility"),** Palwal, Haryana **("Haryana Facility")** and Haridwar, Uttarakhand **("Uttarakhand Facility",** and together with the Rajasthan Facility and Haryana Facility, the **"Proposed Facilities")** over Fiscal 2025 to 2027.

Global manufacturing capabilities with a focus on automation

Our associate Ultra for Medical Products, operates a manufacturing facility in Assuit, Egypt for disposable medical devices. We also have a manufacturing facility in China, operated by our wholly-owned subsidiary, and a manufacturing facility in Italy, operated by our step-down subsidiary. The manufacturing facilities in China, Egypt and Italy cater to local and international markets for disposable medical devices. As of Fiscal 2024, we had an aggregate annual installed manufacturing capacity of ₹ 17,679.5 lakh units per year.

Our manufacturing capabilities are vertically integrated with design and development being carried out in-house. Our capabilities include injection moulding, extrusion, insert moulding, blow moulding, ultrasonic welding, UV bonding and laser welding. Our manufacturing processes are automated with use of robotics and certain other technologies that have developed and are programmed in-house. For instance, our assembly machines are equipped with automated arms, which are designed and programmed for specific assembly functions that may be deployed for various product variants. Our manufacturing equipment is also supported by 'Servo' systems that enable precise machine movements that improves accuracy in our processes and limits generation of scrap. As part of our quality control operations, we have deployed advanced vision systems to identify manufacturing anomalies in products that are then separated from the assembly line by the automated arm. Further, as part of our automation efforts, we have also equipped our machines with colour sensors and internet ports to ensure accuracy, and intervention for operational control. We believe that our vertically integrated facilities and the application of robotics enable us to derive operational and cost advantages. We employ highly experienced and skilled workforce at our manufacturing facilities which include 300 engineers, as of June 30, 2024.

Our manufacturing facilities have been accredited with several international quality certifications. All our Indian manufacturing facilities have been accredited with EC certificates for quality assurance systems and EN ISO 13485:2016 certificates. Further, our Faridabad Facility-I, Faridabad Facility-II, Faridabad-V and Haridwar 168 Facility, have also been accredited with management system certificates for compliance with ISO 9001:2015. Our manufacturing facilities in China, Italy and Egypt have also been accredited with various certifications. We believe that we enjoy a competitive advantage due to our manufacturing capabilities that enable us to supply quality products in Indian and international markets.

Sales and distribution network and strong customer relationships

Our operations network extends to overseas markets. In the three months ended June 30, 2024 we supplied our products to Europe, Africa, Americas, Australia, and Asia through a network of 260 distributors in these jurisdictions. In Fiscal 2024 and in the three months ended June 30, 2024, revenue generated from sales outside India represented 69.63% and 72.14% of our revenue from operations, respectively. For many of our distributors, we offer local or regional exclusivity, which grants these distributors an area in which they are the only authorized distributors of our medical devices, subject to certain conditions.

As of June 30, 2024, our distribution network included 440 personnel in our sales and marketing teams, comprising product and clinically trained graduates, as well as supply chain management personnel. Our sales division is involved in the promotion of our products in private and government hospitals, including by conducting, continuing medical education programmes in several hospitals. As of June 30, 2024, we distributed our products in over 8,000 private and government hospitals and nursing homes in India and we engaged with 506 third-party distributors as well. We believe we have developed long-term relationships with a majority of our distributors We have consistently expanded our distribution network over the years in India and overseas. All our sales outside India are carried out through our network of distributors. In Fiscals 2024, we supplied our products to Europe, Africa, Americas, Australia, and Asia through a network of 240 distributors in these jurisdictions. We have been awarded as the top exporter of plastic medical disposables/ surgical items for the years 2021-2022, and 2022-2023, by the Plastics Export Promotion Council, sponsored by the Ministry of Commerce and Industry, Department of Commerce, the Government of India.

As of June 30, 2024, our distribution network in India included 506 distributors. We believe we have built longterm relationships with our network of third party distributors that we directly engage with. For many of our distributors, we offer local or regional exclusivity, which grants these distributors an area in which they are the only authorized distributors of our medical devices, subject to certain conditions.

Research and Development

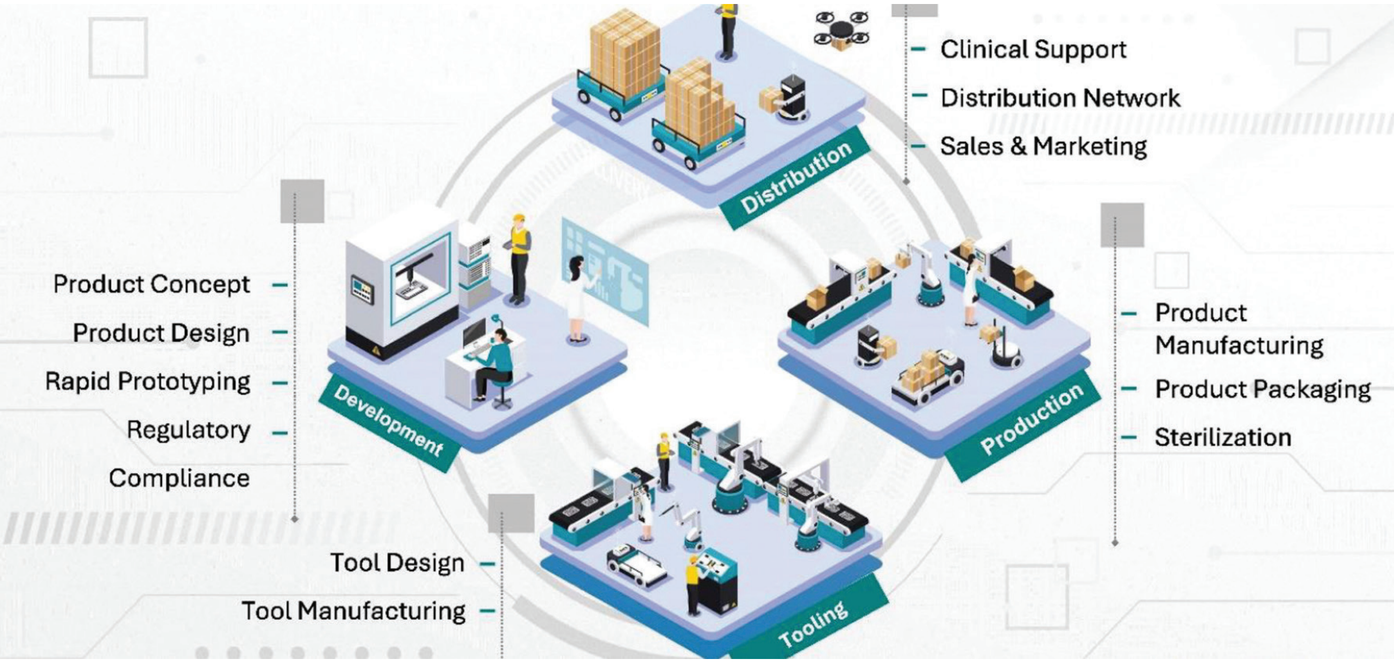
We rely on our R&D operations to keep pace with our technological developments and to remain competitive in the market. We operate the R&D Centre at Faridabad, Haryana which is approved by DSIR. Our R&D efforts are primarily focused on developing new products within our existing product verticals as well as introduce products to enter into new product verticals, particularly focusing on fluid management within non-communicable diseases segment, including oncology, nephrology and cardiology, and further improving existing processes and production cost efficiency. As a result of our R&D activities, as of June 30, 2024, we have been granted 325 patents and have also filed for grant of 44 patents in India and worldwide, including in the United States of America, Europe and the United Kingdom, South Africa, Russia, China and Australia.

We have strong in-house R&D capabilities enabling us to develop an innovative and diversified product offering, and improve process efficiencies. With respect to product development capabilities, our R&D efforts are focused on developing new products within our key product verticals and core offerings, as well as introducing products to enter into new product verticals. Regarding our process development capabilities, our R&D activities are focused on further improving existing processes and production cost efficiency. In Fiscals 2024 our R&D expenses represented 1.38% of our revenue from operation. We focus on automation and on introducing new technologies to develop efficient processes for manufacturing products with quality control. We place particular emphasis on R&D in fluid management solutions within the non-communicable diseases segment, encompassing oncology, nephrology, infusion therapy and cardiology. We have in recent years launched several new products on the back of our R&D initiatives, including dialyzers, dialysis machines, safety Huber needle, PICC catheter, arterial catheters, diagnostic catheters, guidewires and pre-filled syringes. Our Company is also the first Indian company to indigenously manufacture dialyzers in India.

Manufacturing Process

We use different technologies for manufacturing different medical devices, including injection molding, extrusion, insert molding, blow molding, ultrasonic welding, UV bonding and laser welding and we have expertise in handling different kind of specialized plastic materials. The manufacturing of components takes place on highly advanced PLC controlled plastic injection molding machines by using hot runner system or runner less mold technology, which is a clean technology and generates minimal scrap. Tubes are produced on highly accurate extruders with good yield. Our assembly machines are built-in with poka-yoke features and vision inspection systems. Our manufacturing facility is equipped with CNC controlled machines which enable accurate and efficient control over fabrication of molds. We further employ kaizen or lean manufacturing technology for cycle time reduction in various manufacturing processes.

Our manufacturing process comprises of using raw materials in molding or tubing through extruders, following which components are assembled and samples are tested. The products are packed using a blister packing machine in duplex or correlated boxes and the final products undergo sterilization and quality checks.



Polymed's Manufacturing Ecosystem

Manufacturing Technology and Automation

Our manufacturing processes are automated with use of robotics and certain other technologies that have developed and are programmed in-house. These include automated arms installed at our assembly machines, which are designed and programmed for specific assembly functions that may be deployed for various product variants. As of June 30, 2024, we employed 350 moulding machines, 1,500 moulds and dies, 200 automatic assembly machines, and 100 robots in our manufacturing processes. Our manufacturing equipment is also supported by 'Servo' systems that enable precise machine movements that improves accuracy in our processes and limits generation of scrap. As part of our quality control operations, we have deployed advanced vision systems to identify manufacturing anomalies in products that are then separated from the assembly line by the automated arm. As part of our automation efforts, we have equipped our machines with colour sensors and internet ports to ensure greater accuracy, and easier intervention for operational control.

Financial Performance (Consolidated)

Income

The Company's total revenues comprise revenue from operations and other income.

Total income increased by 24.59% from ₹ 1,15,141.58 lakh in Fiscal 2023 to ₹ 1,43,454.44 lakh in Fiscal 2024. Revenue from operations increased by 23.36% from ₹ 1,11,523.04 lakh in Fiscal 2023 to ₹ 1,37,579.63 lakh in Fiscal 2024, and our other income increased by 62.35% from ₹ 3,618.54 lakh in Fiscal 2023 to ₹ 5,874.81 lakh in Fiscal 2024 and this increase is primarily due to growth in our revenue from operations, for reasons described below.

Revenue from Operations

Revenues from operations increased by 23.36% from ₹ 1,11,523.04 lakh in Fiscal 2023 to ₹ 1,37,579.63 lakh in Fiscal 2024, due to an increase in sale of products by 23.18% from ₹ 1,10,865.82 lakh in Fiscal 2023 to ₹ 1,36,569.37 lakh in Fiscal 2024, particularly medical devices such as intravenous cannula, prefilled syringes and blood bags, both in the domestic and export markets and an increase in other operating revenues by 53.72% from ₹ 657.22 lakh in Fiscal 2023 to ₹ 1,010.26 lakh in Fiscal 2024.

The increase in sale of products was driven by an increase in revenue from sale of manufactured products, such as intravenous cannula, prefilled syringes and blood bags by 23.18% from ₹ 1,10,032.43 lakh in Fiscal 2023 to ₹ 1,35,654.01 lakh in Fiscal 2024, as well as an increase in revenue from sale of traded goods, such as blood collection tubes, ECG elect and other products by 9.84% from ₹ 833.39 lakh in Fiscal 2023 to ₹ 915.36 lakh in Fiscal 2024.

Other Income

Other income increased by 62.35% from ₹ 3,618.54 lakh in Fiscal 2023 to ₹ 5,874.81 lakh in Fiscal 2024, primarily due to increase in interest income comprising interest income on account of fixed and other deposits.

Expenses

The Company's total expenses increased by 19.32% from ₹ 91,585.11 lakh in Fiscal 2023 to ₹ 109,280.21 lakh in Fiscal 2024 due to the reasons set forth below.

Cost of raw materials consumed

Cost of raw materials including packaging materials consumed increased by 9.54% from ₹ 42,431.15 lakh in Fiscal 2023 to ₹ 46,478.45 lakh in Fiscal 2024, due to an increase in raw materials consumed such as PVC compound and plastic granules by 10.39% from ₹ 34,015.73 lakh in Fiscal 2023 to ₹ 37,548.67 lakh in Fiscal 2024, and an increase in packaging material consumed by 6.11% from ₹ 8,415.42 lakh in Fiscal 2023 to ₹ 8,929.78 lakh in Fiscal 2024 on account of increase in production at our facilities.

Employee Benefit Expenses

Employee benefit expenses increased by 21.29% from ₹ 20,274.58 lakh in Fiscal 2023 to ₹ 24,591.17 lakh in Fiscal 2024 due to an increase in the salaries, wages and bonus by 21.08% from ₹ 18,676.64 lakh in Fiscal 2023 to ₹ 22,612.75 lakh in Fiscal 2024 on account of an increase in the number of full time employees, production workers and annual increment.

Research and development expenses

Research and development expenses increased by 6.50% from ₹ 1,780.25 lakh in Fiscal 2023 to ₹ 1,896.02 lakh in Fiscal 2024, primarily on account of increase in (i) cost of components and material consumed (net) for R&D, which increased by 11.79% from ₹ 1,102.85 lakh in Fiscal 2023 to ₹ 1,232.85 lakh in Fiscal 2024 on account of materials used in research and development activities, and (ii) employee benefit expenses in respect of the research and development professionals by 8.11% from ₹ 517.79 lakh in Fiscal 2023 to ₹ 559.76 lakh in Fiscal 2024 driven by new technical hires, including engineers.

Other Expenses

Other expenses increased by 20.89% from ₹ 22,342.22 lakh in Fiscal 2023 to ₹ 27,009.52 lakh in Fiscal 2024.

Earnings before Interest, Taxes, Depreciation and Amortization (EBITDA)

EBITDA was ₹ 41,949.65 lakh in Fiscal 2024 compared to EBITDA of ₹ 30,349.68 lakh in Fiscal 2023, while EBITDA margin (EBITDA as a percentage of our revenue from operations) was 30.49% in Fiscal 2024 compared to 27.21% in Fiscal 2023.

Depreciation and amortization expenses

The Company's depreciation expenses increased from ₹ 5,716.68 lacs in fiscal 2023 to ₹ 6392.65 lacs in fiscal 2024 due to more capitalization in existing plant as well as new plant.

Finance costs

Finance costs increased by 27.86% from ₹ 883.86 lakh in Fiscal 2023 to ₹ 1,130.09 lakh in Fiscal 2024 primarily due to an increase in borrowings.

Profit Before Tax

The Company's profit before tax increased from ₹ 23,749.14 lacs in fiscal 2023 to ₹ 34,426.91 lacs in fiscal 2024.

Tax Expenses

Current tax expenses increased from ₹ 5,912.91 in Fiscal 2023 to ₹ 7,693.19 lakh in Fiscal 2024, primarily on account of increase in profit before tax. Deferred tax also increased from ₹ (109.76) lakh in Fiscal 2023 to ₹ 898.41 lakh in Fiscal 2024 on account of additional depreciation claimed in income tax and unrealised gain on mutual funds. However, tax adjustment for earlier years (net) reduced from ₹ 17.74 lakh in Fiscal 2023 to ₹ 9.34 lakh in Fiscal 2024, as a result of tax assessment of earlier years. As a result, the total tax expenses amounted to ₹ 8,600.94 lakh in Fiscal 2024 compared with ₹ 5,820.89 lakh in Fiscal 2023.

Profit for the Year

For the various reasons discussed above, we recorded a profit after tax of ₹ 25,825.97 lakh in Fiscal 2024 compared to ₹ 17,928.25 lakh in Fiscal 2023..

RISK AND CONCERN

Like every business, the Company faces risks, both internal and external, in the undertaking of its day-to-day operations and in pursuit of its longer-term objectives. A detailed policy drawn up and dedicated risk workshops are conducted for each business vertical and key support functions wherein risks are identified, assessed, analyzed and accepted / mitigated to an acceptable level within the risk appetite of the organization.

The Company faces the following Risks and Concerns:

Commodity price risk

Commodity price risk is the possibility of impact from changes in the prices of raw materials, which we use in the manufacture of our products. While we seek to pass on input cost increases to our customers, we may not be able to fully achieve this in all situations or at all times.

Foreign exchange risk

We face foreign exchange risk in respect of our foreign currency loans, and expenses in relation to imported raw materials. However, as a substantial portion of our sales are exports, and revenues generated from these sales are denominated in foreign currencies, our exposure to foreign exchange fluctuations is relatively hedged.

Inflation risk

Inflationary factors such as increases in the raw material costs may adversely affect our operating results. There may be time lag in recovering the inflation impact from our customer and we may not be able to recover the full impact of such inflation. A high rate of inflation in the future may, therefore, have an adverse effect on our ability to maintain our profit margins.

Credit risk

We are subject to the risk that our counterparties including under various financial agreements will not meet their obligations. Our credit risk exposure relates to our operating activities and our financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments.

Interest rate risk

We are subject to market interest risks due to fluctuations in interest rates primarily in relation to our debt obligations with floating interest rates. As of June 30, 2024, 100.00% of our total loans carried floating interest rate. The interest rate on remaining loans, although fixed, is subject to periodic review by lending banks / financial institutions in relation to their respective base lending rates, which may vary over a period result of any change in the monetary policy of the Reserve Bank of India.

Internal Control System & Adequacy

The Company implemented proper and adequate systems of internal control to ensure that all assets are safeguarded and protected against loss from any unauthorized use or disposition and all transactions are authorized, recorded and reported correctly. The Company also implemented effective systems for achieving highest level of efficiency in operations, to achieve optimum and effective utilization of resources, monitoring thereof and the compliance with provisions all laws including the Companies Act, 2013, Listing Agreement, directions issued by the Securities and Exchange Board of India, drugs and cosmetics laws, Medical and Pharma Laws, labour laws, tax laws etc.

The Internal control system also aims at improvement in financial management and the investments of the Company. The System ensures appropriate information flow to facilitate effective monitoring. The internal audit system also ensures formation and implementation of corporate policies for financial reporting, accounting, information security, project appraisal, and corporate governance. A qualified and independent Audit Committee of the Board of Directors also reviews the internal control system and its impacts on improvement of overall performance of the Company.

Related party transactions

The Company has formulated a Policy on Related Party Transactions and manner of dealing with related party transactions which is available on the Company's website at the link: **www.polymedicure.com**. All related party transactions entered into during FY 2023-24 were on an arm's length basis and in the ordinary course of business. Accordingly, the disclosure of related party transactions as required under Section 134(3)(h) of the Act in Form AOC-2 is not applicable to the Company for FY 2023-24.

All transactions with related parties were reviewed and approved by the Audit Committee. Prior omnibus approval is obtained for related party transactions which are of repetitive nature and entered in the ordinary course of business and on an arm's length basis. The transactions entered into pursuant to the omnibus approval so granted are reviewed by the internal audit team. Thereafter, a statement giving details of all related party transactions, entered pursuant to omnibus approval so granted, is placed before the Audit Committee on a quarterly basis for its review.

Details of the transactions with Related Parties during the FY 2023-24 are provided in the accompanying financial statements.

Sustainability Approach

Understanding the ESG issues relevant to its operations is vital for every business. Adopting the right approach to ESG can enhance and fortify long-term performance. Polymed, renowned for manufacturing high-quality medical devices, holds the responsibility of generating sustained value for all stakeholders.

As a purpose-driven and sustainable business, Polymed is mindful of the needs of its stakeholders. Our goal is to construct a sustainable environment with a positive impact on the planet, make lasting contributions to our communities, and provide an exceptional experience for our people, both now and in the future.

Our sustainability approach revolves around three key pillars:

- Sustainable Business
- Environmental Stewardship
- Social Stewardship

Our dedication to making a meaningful impact on communities and the environment is guided by our policies and long-term objectives.

We adhere to a clearly outlined environmental policy and enforce a Corporate Social Responsibility (CSR) policy to seamlessly integrate economic, environmental, and social objectives with our operations and growth, all for the common good.

We are committed and resolute in our efforts to consistently establish safer manufacturing environments, environmentally conscious and intelligent facilities, energy-efficient processes, and smarter interconnected systems for sustainable ecosystems within our medical device industry.

Energy and Emissions

At Polymed, we understand the significance of minimizing our environmental impact and are dedicated to sustainable practices in energy management and GHG emission reduction. By embracing energy-efficient technologies and processes, we aim to decrease our carbon footprint and preserve natural resources. Our efforts in energy management include the adoption of renewable energy sources, such as solar power, where feasible, and the optimization of energy use in our facilities through efficient lighting and HVAC systems. We continuously monitor our energy consumption and seek opportunities for further improvement.

Moreover, we prioritize initiatives to reduce emissions and mitigate environmental harm. This includes implementing emission control measures and adopting cleaner technologies to minimize air and water pollution. For instance, our utilization of CNC machine for mold manufacturing reduces reloading, while opting for CNG vehicles and PNG gensets over diesel alternatives decreases emissions further. Furthermore, we adopted sustainable transportation practices by consolidating shipments, minimizing less-than-full shipments, and reducing transit time, all aimed at decreasing GHG emissions.

Waste Management

In our pursuit of sustainability, waste management plays a crucial role in our operations at Polymed. We recognize the importance of responsible waste disposal and are committed to minimizing our environmental impact through efficient waste management practices.

Our approach entails comprehensive strategies aimed at reducing, reusing, and recycling various waste materials such as electronics, paper, cardboard, metal, plastic, and glass. Hazardous waste is meticulously disposed of through authorized vendors for proper decomposition.

Moreover, we proactively address waste generation at its source by optimizing production processes. Our moulds are engineered to minimize plastic waste, while the adoption of hot runner technology reduces feed system generation during part moulding. We also advocate for the use of eco-friendly materials and packaging to further minimize environmental impact.

Additionally, our commitment extends to embracing paperless manufacturing processes and digital drawings throughout production and assembly, reducing paper usage and waste. Through continuous monitoring and analysis, we identify areas for improvement and implement initiatives to further diminish waste generation. Compliance with all relevant waste disposal regulations and standards is paramount, ensuring mitigation of potential environmental risks. By embracing sustainable waste management practices, we aim to reduce landfill waste, conserve resources, and contribute to a healthier planet for generations to come.

Water Conservation

Recognizing the significance of water conservation, we have implemented various measures to reduce water consumption across our operations. At multiple manufacturing sites, we have embraced technologies such as rainwater harvesting to replenish groundwater levels and sewage treatment plants for water recycling and reuse. Additionally, we employ smart metering to monitor water usage closely and identify opportunities for further efficiency improvements. Moreover, we focus on the maintenance of our water infrastructure to prevent leaks and minimize wastage. Through regular inspections and timely repairs, we ensure that our water systems function optimally, contributing to our commitment to water conservation and sustainability.

Opportunity and Future Prospects

India is becoming an increasingly important market for medical devices outsourcing. Over the last decade, the industry has experienced enormous Growth Opportunities, and current development trends promise even more potential in the next years.
Indian Medical Devices Industry is Asia's fourth largest market and one of the top twenty in the world. According to a forecast by the Indian Brand Equity Foundation (IBEF), India's medical device market will expand at a 35.4 percent compound annual growth rate (CAGR), with a market value of $11 billion in 2020 and $50 billion by 2025.
India is among the top-20 markets for the medical devices in the world and the 4th largest market for medical devices in Asia. India is importing more than 70% of medical device. The domestic industry has a huge potential to ramp up indigenous manufacturing and invest in R&D and reduce dependence on imports.

Human Assets

The Company's HR philosophy is to establish and build a high performing organization, where each individual is motivated to perform to the fullest capacity, to contribute to developing and achieving individual excellence and departmental objectives and continuously improve performance to realize the full potential of our personnel.

Our employees contribute significantly to our business operations. As of June 30, 2024, our Company had 6,300 employees (including contract workers) including 300 engineers. We place significant emphasis on the recruitment and retention of our personnel and provide continuous training for employees to achieve high quality skills and improve productivity. Trainings are provided to enhance technical and behavioural skills. Other employee engagement programs include publication of our quarterly magazine

"Seekh", highlighting development and training activities, and sponsoring fitness initiatives.

Our employees are not unionized and our operations have not been interrupted by any work stoppage, strike, demonstration or other labour or industrial disturbance. We have not experienced any industrial disputes.

Insurance

We maintain insurance policies with reputed independent insurers in relation to our business and operations, our assets, equipment, products, inventories, employees and other assets. Our insurance policies cover damage to fixed and tangible assets, and we also have separate policies for stock and receivables. We have standard fire and special peril insurance policies for all our manufacturing facilities. We also have insurance policies covering product liability claims, and marine cargo insurance to cover export of products. Further, for our directors and officers, we have obtained a director's and officers' liability insurance and for our human resources, we maintain a group health insurance policy.

Health and Safety

Our activities are subject to various environmental laws and regulations which govern, among other matters, air emissions, waste water discharges, the handling, storage and disposal of hazardous substances and wastes, the remediation of contaminated sites, natural resource damages, and employee health and employee safety. We continue to ensure compliance with applicable health and safety regulations and other requirements in our operations.

We have complied, and will continue to comply, with all applicable environmental and associated laws, rules and regulations. We have obtained, or are in the process of obtaining or renewing, all material environmental consents and licenses from the relevant governmental agencies that are necessary for us to carry on our business.

Our Strengths

Our core purpose is in our motto, "We care as we cure". We are one of the leading Indian companies in the disposable medical devices industry with a diversified product portfolio manufacturing a wide range of products also enables us to generate pricing advantages, which has strengthened our relationship with our primary customers, hospitals and clinics.

We consistently innovate to develop new products and improve existing products. We have Global manufacturing capabilities with a focus on automation. Our manufacturing capabilities are vertically integrated with design and development being carried out in-house. Our capabilities include injection moulding, extrusion, insert moulding, blow moulding, ultrasonic welding, UV bonding and laser welding.

We have wide geographic reach through our extensive sales and distribution network and strong customer relationships. We have integrated capabilities to market and distribute our products. We also have team of experienced, highly professional and skilled personnel. We understand the customer needs, market trends and work closely with health care professionals to make further advancements to our products. Our diversified product portfolio enables us to cater a wide range of market segments.

Intellectual Property

As of June 30, 2024, we have successfully been granted 325 patents and have also filed for grant of 44 patents in India and worldwide, including in the United States of America, Europe and the United Kingdom, South Africa, Russia, China and Australia. Additionally, we have 283 registered trademarks including our logo, 119 registered designs and 15 registered copyrights in India and worldwide, as of June 30, 2024.

Competition

The medical device industry is in a transformative phase with technological advancements and newer manufacturers entering the market. One of the biggest industries in healthcare, the medical device industry is driven by innovation and technology but currently witnesses strong competition in the market. The medical device manufacturers compete on the basis of product offerings to serve different market segments.

We sell our products in competitive markets, and face competition at the domestic and international level. We continue to invest in brand-building activities across various geographies to maintain our market position in the medical devices industry. Certain competitors may be larger than us and may have significantly greater financial resources than us. As a result, to remain competitive in our markets, we continuously strive to innovate products, improve existing products, reduce our costs of production and distribution and improve our operating efficiencies.

Some of the key players in the Indian medical devices industry consist mainly of multi-national companies. Other than multi-national companies and Indian companies, the disposable medical devices industry in India also has various fragmented local players catering to regional or local markets.

Cautionary Statement

Statements in this report on Management Discussion and Analysis, describing the Company's objectives, projections, estimates, expectations or predictions may be "forward-looking statements" within the meaning of applicable laws and regulations. These statements are based on certain assumptions and expectations of future events. Actual results could differ materially from those expressed or implied since the Company's operations are influenced by many external and internal factors beyond its control. The Company assumes no responsibility to publicly amend, modify or revise any forward-looking statements, based on any subsequent developments, information or events. Readers are cautioned that the risks outlined here are not exhaustive. Readers are requested to exercise their judgment in assessing the risks associated with the Company.

Annexure-8

A. Conservation of Energy

We strongly feel towards our responsibility and contribution to preserve our environment.

At Polymed, we understand the significance of minimizing our environmental impact and are dedicated to sustainable practices in energy management and GHG emission reduction. By embracing energy-efficient technologies and processes, we aim to decrease our carbon footprint and preserve natural resources.

Our efforts in energy management include the adoption of renewable energy sources, such as solar power, where feasible, and the optimization of energy use in our facilities through efficient lighting and HVAC systems. We continuously monitor our energy consumption and seek opportunities for further improvement.

Moreover, we prioritize initiatives to reduce emissions and mitigate environmental harm. This includes implementing emission control measures and adopting cleaner technologies to minimize air and water pollution. For instance, our utilization of CNC machine for mold manufacturing reduces reloading, while opting for CNG vehicles and PNG gensets over diesel alternatives decreases emissions further. Furthermore, we adopted sustainable transportation practices by consolidating shipments, minimizing less-than-full shipments, and reducing transit time, all aimed at decreasing GHG emissions.

By integrating energy-efficient practices and **reducing paper consumption** in our operation, we align our efforts with two key United Nations Sustainable Development Goals (SDGs): **SDG 7 (Affordable and Clean Energy) and SDG 15 (Life on Land).**

Following digital initiatives have resulted **in reduction of approx. 45 tCO2e:**

Following energy saving measures were undertaken during F.Y. 2023-24 in identified plants.

Energy saving on desktop/ laptop,

- QR code system on product for instruction for use
- Batch manufacturing automation
- Paperless procurement processes,
- Digi locker for sales invoices
- Paperless training, recruitment & payment process module on SAP
- Power consumption per production unit remains steady despite a approx. 6% rise in production and the launch of two new plants
- Fuel saving approx. 6.14% HSD Saving- 30 KL by converting steam boilers with PNG & minimize HT Line faults
- Solar Power Generation approx. 13,92,089 KWH Solar Energy Produced helped combat greenhouse gas emissions
- Digital Initiatives Reduction of approx. 45 tCO2e aligned with: SDG 7- Affordable and Clean energy SDG 15-Life on land
- Use of robots in manufacturing process to improve productivity
- Increasing the use of renewable energy and reducing reliance on traditional source.
- Using recycled paper in cartons
- Implementing rain water harvesting (RWH) systems to recharge ground water and planning water-positive initiatives across all plants.
- Dedicated feeder installed in various plants to enhance power quality for Machineries & to reduce usage of diesel.

B. Technology Absorption, Research and Development (R&D)

1. Efforts made in technology absorption

- Our manufacturing processes are automated with use of robotics and certain other technologies that have developed and are programmed in-house.
- Automated arms installed at our assembly machines, which are designed and programmed for specific assembly functions that may be deployed for various product variants.
- we employed 350 moulding machines, 1,500 molds and dies, 200 automatic assembly machines, and 100 robots in our manufacturing processes.
- Our manufacturing equipment is also supported by 'Servo' systems that enable precise machine movements that improves accuracy in our processes and limits generation of scrap.

- we have deployed advanced vision systems to identify manufacturing anomalies in products that are then separated from the assembly line by the automated arm.

- we have equipped our machines with color sensors and internet ports to ensure greater accuracy, and easier intervention for operational control.

2. **Research & Development activities carried out / new products developed in F.Y. 2023-24**

   During the year, the R&D Centre of the Company was engaged in supporting all the businesses. Following activities were conducted through the R&D Center:

- Development of new design, processes and products based on customer/market requirements.

- Development of new products.

- Carrying out ongoing research

- Research work to reduce plastic consumption for manufacturing of Medical devices and reduce cycle time of molds to make the products more cost effective

- Quality up-gradation of existing medical devices

- Optimization of products and processes to minimize waste generation and reduce safety concerns

- Development of new analytical tools & methods

- Import substitution and identification, testing and validation of new raw materials from indigenous suppliers

Benefits derived as a result of the above R&D

Some of the benefits derived as a result of Research and Development are as follows:

- We operate the R&D Centre at Faridabad, Haryana which is approved by DSIR

- Our R&D efforts are primarily focused on developing new products within our existing product verticals as well as introduce products to enter into new product verticals, particularly focusing on fluid management within non-communicable diseases segment, including oncology, nephrology and cardiology,

- we have been granted 325

- patents and have also filed for grant of 44 patents in India and worldwide

- Our R&D Center is equipped to undertake rapid prototyping using 3D printers, process validation and

- customization of products Achieving competitive prices and better product quality

- Improving Productivity and Process efficiencies

- Significant quality improvement in existing products

- R&D initiatives, we also seek to minimize process wastage and develop environmentally friendly products by using biodegradable materials

(₹ in Lacs)

	Expenditure on Research & Development	Year Ended 31.03.2024	Year Ended 31.03.2023
(a)	Capital	-	-
(b)	Revenue	1896.02	1,780.25
	Total	**1896.02**	**1,780.25**
	Total Research and Development Expenditure as percentage of total turnover.	**1.32%**	**1.54%**

C. <u>Foreign Exchange Earnings and Outgo</u>

Activities relating to export, Initiative taken to increase exports, development of new products and service and export plans:

The Company continues to keep its focus on widening of new geographical area to augment its exports. The Company is regularly participating in major overseas conferences and trade shows, which are helpful in improving the visibility of various products in International markets and widening its customer base.

Foreign Exchange used and earned

(₹ in lacs)

	Particulars	2023-24	2022-23
(a)	Foreign Exchange Used	52,006.88	39,752.52
(b)	Foreign Exchange Earned	89,669.52	72,243.07

I further state that such compliance 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.

REPORT ON CORPORATE GOVERNANCE

A brief statement on the Company's philosophy on Code of Governance

The Company is committed to high standards of corporate governance and believes in compliance with the laws and regulations applicable to the Company in their true spirit. The Company provides in time, correct and complete information as required to all its stakeholders. The Company is constantly interacting with all the stakeholders; its borders are expanding, its environment is changing ever faster and its social responsibilities are growing. The Company firmly believes that good Corporate Governance can be achieved by maintaining transparency in its transactions and by creating robust policies and practices for key processes. To achieve Corporate Governance to the utmost standards, the Company has adopted a comprehensive Corporate Governance policy.

The Company believes that any meaningful policy on Corporate Governance must provide empowerment to the executive management of the Company, and simultaneously create a mechanism of checks and balances which ensures that the decision-making powers vested in the executive management are used with care and responsibility to meet stakeholders' aspirations and society's expectations.

In line with the above philosophy, your Company continuously strives for excellence through adoption of best governance and disclosure practices. The Company recognizes that good governance is a continuing exercise and thus reiterates its commitment to pursue highest standard of Corporate Governance in the overall interest of its stakeholders. The fundamental objective of the Company's Corporate Governance is "enhancement of the long-term shareholder value while at the same time protecting the interests of other stakeholders without compromising on compliances of any laws and regulations."

Your Company is in compliance with the requirements of the guidelines on Corporate Governance stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and hereby presents the following Corporate Governance Report for the Financial Year 2023-24 based on the said requirements.

1. BOARD OF DIRECTORS ("BOARD")

Composition of the Board of Directors

As on 31st March, 2024, the Company has twelve Directors, of which ten are Non-executive Directors including seven Independent Directors. The Board has two Women Directors and one of which is an Independent Woman Director. The Composition of the Board is in the conformity with Regulation 17(1) of SEBI (LODR) Regulations, 2015. None of the Directors on the Board is Member of more than ten committees or Chairman of more than five committees across all the companies as on 31st March, 2024 for which confirmations have been obtained from the Directors. Chairmanships/Memberships of the Board committees include only Audit Committee and Stakeholders' Relationship Committee.

The Company is managed and guided by the Board of Directors. The Board formulates the strategy and regularly reviews the performance of the Company. The Board has been entrusted with the requisite powers, authorities and duties to enable it to discharge its responsibilities and provide effective leadership to the Business.

The Company has an optimum combination of Executive, Non-Executive and Independent Directors who are eminent persons with professional expertise and valuable experience in their respective areas of specialization and bring a wide range of skills and experience to the Board.

Independent Directors are Non-Executive Directors as defined under Regulation 16(1)(b) of the Listing Regulations read with Section 149(6) of the Act. The maximum tenure of each Independent Director is in compliance with the Act. All the Independent Directors have confirmed that they meet the criteria as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act.

Composition and category of Directors as on 31st March, 2024 is as under:

Shri Devendra Raj Mehta

Shri Devendra Raj Mehta, aged 87 years, is Chairman and a non-executive, Independent Director of our Company. He holds a bachelor's degree in economics and law and is a retired officer of the Indian Administrative Services. Further, he is an alumnus of MIT Sloan School of Management, Massachusetts Institute of Technology, Boston, USA and the Royal Institute of Public Administration, London, United Kingdom. He has over 53 years of experience in civil services. Prior to joining the Board of the Company, he has held positions including, chairman of SEBI, deputy governor of RBI and Director General of Foreign Trade, Government of India and has held various positions with the Government of Rajasthan and the Government of India. He has been on the Board since May 26, 2005.

Shri Jugal Kishore Baid

Shri Jugal Kishore Baid, aged 82 years, is a non-executive Director of the Company. He holds a bachelor's degree in Science (Mechanical Engineering) from Birla Institute of Technology, Mesra, Ranchi. He has over 55 years of experience in engineering and has undertaken various industrial training programmes with engineering companies. Prior to joining the Board, he was associated with Hyderabad Allwyn Metal Works and Jai Polypan Private Limited. He was involved in setting up the rotational molding technology in Rajasthan for the manufacture of multi layered and foam filled water storage containers under the brand name "Polycon". He has been associated with the Company since its incorporation.

Smt. Mukulika Baid

Smt. Mukulika Baid, aged 74 years, is a non-executive Director of the Company. She holds a bachelor's degree in arts from Jodhpur National University. She has 23 years of experience in management and marketing. She is associated with several non-profit organisations. She has been on the Board since July 30, 2014.

Dr. Shailendra Raj Mehta

Dr. Shailendra Raj Mehta, aged 65 years is a non-executive, Independent Director of the Company. He holds a bachelor's degree and a master's degree in arts from Delhi University, an M.Phil. from Balliol College Oxford and a doctorate of philosophy in economics from Harvard University. He has 34 years of experience in the field of management and economics. His research on simulation resulted in the creation of Hi-tech Company that was granted a patent in the United States. He was responsible for setting up a collaboration between Indian Institute of Management, Ahmedabad and Duke Corporate Education and was a professor of economics and strategy at Purdue University. He was the vice chancellor of Ahmedabad University. He is currently the President, Director and Distinguished Professor for Innovation and Entrepreneurship at MICA (institute), The School of Ideas., Gujarat. He has been on the Board of the Company since May 28, 2012.

Dr. Sandeep Bhargava

Dr. Sandeep Bhargava, aged 56 years, is a Director of our company. He holds a bachelor degree as MBBS and Post Graduation Degree as MD. He was a Senior Consultant in Gastroenterology, Hepatology and Interventional Endoscopy Indraprastha Apollo Hospitals, New Delhi. He was also Staff Gastroenterologist and Hepatologist, Lourdes Medical Associates, Cherry Hill, USA. He has around 33 years of experience in medical field in India and abroad. He has worked as Clinical Instructor in Medicine and Gastroenterology, at Rhode Island Hospital, USA. He has also worked as Clinical Instructor in Gastroenterology/Hepatology/Liver Transplantation at Columbia University, New York. He has worked as Assistant Professor of Medicine, at Saint Peters University Hospital, USA. Apart from this he is also guest faculty at various medical institutions in India and abroad and writer of various books on medical Sciences. He has been associated with our Company since February 25, 2017.

Shri Amit Khosla

Mr. Amit Khosla, aged 49 years, is a non-executive, Independent Director of the Company. He holds a Bachelor's degree in Economics (with honours) from Delhi University and a Master's degree in Business Administration (MBA) from Kellogg Graduate School of Management, Northwestern University, Illinois, USA. He has around 23 years of experience in financial advisory in India and abroad. With specialisation in financial institutions, Mr. Amit Khosla has worked in global investment banks JP Morgan Chase & Co and Fox-Pitt, Kelton in New York and Hong Kong. His experience in India includes working with CDC/Actis and advising offshore funds for their India investments. He has been associated with our Company since June 5, 2020.

Ms. Sonal Mattoo

Ms. Sonal Mattoo aged 49 years, is a non-executive, Independent Director. She holds a B.A.L.L.B. (Hons) degree from the National Law School of India University, Bangalore. She has 28 years of experience in compliance relating to workplace harassment and diversity issues. She supports various clients as an independent ombudsperson, handling employee complaints via the internal dispute redressal mechanism and as an independent IC member for the Prevention of sexual harassment at the workplace issues. She has been associated with our Company since August 29, 2020.

Shri Himanshu Baid

Shri Himanshu Baid, aged 56 years, is the Managing Director of the Company. He holds a bachelor's degree in engineering (electronics and communication) from Karnatak University, Dharwad, India. He has over 27 years of experience in manufacturing, sales and marketing of medical devices. He has been associated with the Company since its incorporation.

Shri Rishi Baid

Shri Rishi Baid, aged 52 years, is an Executive Director of the Company. He holds a Bachelor of Science degree in mechanical engineering and a master's degree of science in mechanical engineering from West Virginia University, USA. He has over 27 years of experience in manufacturing, operations and R&D of medical devices. He has been associated with the Company since its incorporation.

Shri Alessandro Balboni

Shri Alessandro Balboni, aged 62 Years, is a Non-Executive, Non-Independent Director of the Company, He is accomplished market driven executive, self-motivated and responsible individual with 23 years of experience in leading healthcare and sales. In his past career Mr. Balboni was Chairman & Chief Executive Officer at Delta Med SPA, Italy. He has a Master's degree from the University of Bologna, Italy.

Dr. Ambrish Mithal

Dr. Ambrish Mithal aged 66 years, is a non-executive, Independent Director. He (Padma Bhushan & B.C. Roy Awardee) – is the Chairman and Head of Endocrinology and Diabetes Department at Max Healthcare (Pan Max), a group of 16 hospitals. He is the domain expert on the Governing Board of National Health Authority (2019) of India and President of AIIMS Gorakhpur. Recently, he was presented the Laureate Award from Endocrine Society of US for International Excellence.

Dr. Mithal has been the recipient of the Fogarty Fellowship (Harvard Medical School), Japan International Cooperation Agency Fellowship, Boy Frame Award of the ASBMR, IOF Amgen Health Professional Award and the Springer citation prize for his paper on "Global Vitamin D Status", 2013. He has received the IOF President's Award (2016). His current research interests include Vitamin D nutrition, primary hyperparathyroidism, osteoporosis, cardiovascular outcome trials in diabetes and NAFLD. He has been associated with our Company since August 04, 2022.

Shri Prakash Chand Surana

Shri Prakash Chand Surana, aged 76 years, is a non-executive, Independent Director of the Company. He is a qualified chartered accountant and is a member of the Institute of Chartered Accountants of India. He has over 48 years of experience in the field of taxation and corporate laws. He has been on the Board since September 22, 1997. He is ceased to be director w.e.f 17th July, 2024 due to his sad demise.

Number of Board Meetings

The Board has the responsibility to monitor the Company's progress towards its goals and to revise and alter its direction in light of changing circumstances. Board Meetings are scheduled as required under the Listing Regulations and the Companies Act, 2013 and the Rules made thereunder. At every regularly scheduled meeting, the Board reviews recent developments if any, the regulatory compliance position and the proposals for business growth that impact the Company's strategy.

During the financial year ending 31st March 2024, the Board of Directors met Five times on 9th May, 2023, 07th August, 2023, 04th November, 2023 , 31st January, 2024 and 8th March, 2024. The maximum time gap between any two consecutive meetings did not exceed one hundred and twenty days. The names, designation & categories of the Directors on the Board, their attendance at respective Board Meetings held during the year and last Annual General Meeting and total number of Shares held by them in the Company are as under:

Details of the Board of Directors

Name of the Directors	Category of Directorship	No. of Board Meetings attended / held	Last AGM Attended	No. of Directorship in other Companies	Name of the Listed Company in which Directorship held along with category	Committee Positions*		No. of Shares as on 31st March, 2024
						Member	Chairman	
Shri D.R. Mehta (DIN: 01067895)	Non-Executive Independent Director	5/5	Yes	5	-	0	1	NIL
Shri J.K. Baid (DIN: 00077347)	Shri J.K. Baid (DIN: 00077347)	4/5	Yes	1	-	0	0	22,79,376
*Shri P.C. Surana (DIN: 00361485)	Non-Executive Independent Director	0/5	Yes	1	-	0	1	98
Mr. S.R. Mehta (DIN: 02132246)	Non-Executive Independent Director	4/5	Yes	6	1. JMC PROJECTS (INDIA) LIMITED (Independent Director) 2. KALPATARU POWER TRANSMISSION LIMITED (Independent Director)	2	0	NIL
Dr. Sandeep Bhargava (DIN:07736003)	Non-Executive Independent Director	5/5	Yes	0	-	1	0	NIL
Mr. Amit Khosla (DIN: 00203571)	Non-Executive Independent Director	5/5	Yes	2	-	1	0	NIL
Ms. Sonal Mattoo (DIN: 00106795)	Non-Executive Independent Director	4/5	Yes	3	1. V-MART RETAIL LIMITED (Independent Director) 2. ASHIANA HOUSING LIMITED (Independent Director)	3	1	23
Shri Himanshu Baid (DIN: 00014008)	Managing Director	5/5	Yes	4	Exicom Tele-Systems Limited (Independent Director)	1	1	79,07,624
Dr. Ambrish Mithal	Non-Executive Independent Director	5/5	-	0	-	0	0	NIL
Shri Rishi Baid (DIN: 00048585)	Executive Director	5/5	Yes	1	-	1	0	97,66,356
Smt. Mukulika Baid (DIN:02900103)	Non-Executive Director	4/5	Yes	0	-	0	0	30,62,400
Shri Alessandro Balboni (08119143)	Non-Executive Non Independent Director	5/5	Yes	0	-	0	0	NIL

**** Shri P.C. Surana ceased to be director w.e.f 17th July, 2024 due to his sad demise.***

***Chairmanship/Membership of Audit Committee and Stakeholder's Relationship Committee in Public Companies including Poly Medicure Limited has been considered.**

Video/Tele-conferencing facilities are used to facilitate Directors travelling abroad, or present at other locations, to participate in the meetings.

Relationship Inter-se

Mr. Himanshu Baid, Managing Director, Mr. Rishi Baid, Joint Managing Director, Mr. Jugal Kishore Baid, Director and Mrs. Mukulika Baid, Director forms part of Promoter group and are related to each other. None of the other Directors are related to each other.

Institutionalized Decision-making Process

The Board of Directors is the apex body constituted by the shareholders for overseeing the Company's overall functioning. The Board provides and evaluates the Company's strategic direction, management policies and their effectiveness and ensures that the Stakeholders' long-term interests are being served.

Board Independence

The definition of "Independence of Directors" is derived from Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Section 149(6) of the Companies Act, 2013. Based on the confirmation/disclosures received from the Directors and on the evaluation of the relationships disclosed, all the independent Directors are qualified as Independent Directors under Section 149(6) of the Companies Act, 2013.

Scheduling and Selection of Agenda Items for Board Meetings

The Board is given presentations covering Finance, Sales, Marketing, the Company's major operations, overview of business operations of subsidiary companies, global business environment, the Company's business areas, including business opportunities and strategy and risk management practices before taking on record the Company's quarterly/annual financial results.

The information regularly furnished to the Board of Directors include amongst others the following:

- Annual Operating plans and budgets and updates.
- Quarterly results and performance of various units/divisions, subsidiaries and joint venture companies.
- Minutes of the meeting of all the committees.
- Minutes of Meetings of the Board of the subsidiaries
- Materially important litigations, show cause, demand, prosecution and penalty notices.
- Details of Joint Ventures, acquisition of companies or Collaboration Agreement.
- Developments on Human Resource of the Company.

Board material distributed in advance

The agenda and notes on agenda are circulated to Directors in advance, and in the defined agenda format. All material information is incorporated in the agenda for facilitating meaningful and focused discussion at the meeting. Where it is not practicable to attach any document to the agenda, it is tabled before the meeting with specific reference to this effect. In special and exceptional circumstances, additional or supplementary item(s) are permitted.

Recording minutes of proceedings at Board and committee meetings

The Company Secretary records the minutes of proceedings of each Board and Committee meeting. Draft Minutes are circulated to Board/Board Committee(s) members for their comments. The minutes are entered in the minute's book within 30 days from the conclusion of the meeting.

Compliance

The Company Secretary, while preparing the agenda, notes on Agenda, minutes of the meeting(s), is responsible for and is required to ensure adherence to all applicable laws and regulations, including the Companies Act, 1956/2013, read with rules framed issued there under, as applicable and the Secretarial Standards recommended by the Institute of Company Secretaries of India.

Familiarization programme for Independent Directors

The Board/Committee members are provided with the necessary documents/brochures, reports and internal policies, codes of conduct to enable them to familiarize with the Company's procedure and practices. Directors are regularly updated on performance of the business of the Company, business strategy going forward and new initiative being taken/proposed to be taken by the Company through presentation. Deep Discussion are conducted by the Senior Executives including the Industry/Market (Domestic & International), competition, Company's performance, future outlook. Factory visits are organised as and when desirable/ expedient, for the Directors.

The details of the familiarization programme of the Independent Directors are available on the Company's website at **www.Polymedicure.com**.

2. Committees of the Board

The Board of Director's have constituted Board Committees to deal with specific areas and activities which concerns the Company and requires a closer view. The Board Committees are formed with approval of the Board. The Committees play an important role in the overall management of day-to-day affairs and governance of the Company.

Procedure at Committee Meetings

The Board Committees play a crucial role in the governance structure of the Company and are constituted to deal with specific areas/activities which concern the Company and are considered to be performed by members of the Board. The Board supervises the execution of its responsibilities by the committees and is responsible for their action. The minutes of the meetings of all the committees are placed before the Board. The Board committees can request special invitees to join the meeting as appropriate.

The Board of Directors of the Company constituted the following committees in terms of the provisions of Companies Act, 2013 and Listing Regulations:

Committees as mandated under Companies Act, 2013 and Listing Regulations	Other Committees
1. Audit Committee	1. Banking Operations Committee
2. Stakeholders' Relationship Committee	
3. Nomination and Remuneration Committee	
4. Risk Management Committee	
5. Corporate Social Responsibility Committee	

Terms of reference and other details of Board Committees

Audit Committee

i. The audit committee of the Company is constituted in line with the provisions of regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 read with Section 177 of the Act.

ii. The terms of reference of the audit committee are broadly as under:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommend the appointment, remuneration and terms of appointment of auditors of the Company;
- Approval of payment to statutory auditors for any other services rendered;
- Reviewing with the management, the annual financial statements and auditors' report thereon before submission to the board for approval, with particular reference to:
  - ➢ Matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section 3 of section 134 of the Act
  - ➢ Changes if any, in accounting policies and practices and reasons for the same
  - ➢ Major accounting entries involving estimates based on the exercise of judgment by management
  - ➢ Significant adjustments made in the financial statements arising out of audit findings
  - ➢ Compliance with listing and other legal requirements relating to financial statements
  - ➢ Disclosure of any related party transactions
  - ➢ Qualifications/modified opinion(s) in the draft audit report
- Reviewing with the management, the quarterly financial statements before submission to the board for approval;
- Reviewing with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board;
- Review and monitor the auditors' independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the Company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- Establish a vigil mechanism for directors and employees to report genuine concerns in such manner as may be prescribed;
- To review the functioning of whistle blower mechanism.
- Approval of appointment of CFO;
- The audit committee may call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the board and may also discuss any related issues with the internal and statutory auditors and the management of the Company;
- Carrying out any other function as is mentioned in the terms of reference of the audit committee;
- Oversee financial reporting controls and process for material subsidiaries;
- Oversee compliance with legal and regulatory requirements including the Polymed Code of Conduct ("PCoC") for the Company and its material subsidiaries;
- To mandatorily review the following information:
  - ➢ Management discussion and analysis of financial condition and results of operations;
  - ➢ Statement of significant related party transactions (as defined by the audit committee), submitted by management;
  - ➢ Management letters / letters of internal control weaknesses, if any, issued by the statutory auditors;
  - ➢ Internal audit reports relating to internal control weaknesses, if any; and
  - ➢ The appointment, removal and terms of remuneration of the chief internal auditor.

iii. The Audit Committee invites executives, as it considers appropriate (particularly the head of the finance function), representatives of the statutory auditors and representatives of the internal auditors to be present at its meetings. The Company Secretary acts as the secretary to the Audit Committee.

iv. The previous annual general meeting (AGM) of the Company was held on September 28, 2023.

v. The composition of the audit committee and the details of meetings attended by its members are given below:

Name of the Member	Category/Position	No. of Meetings attended / held	Sitting Fees (₹)
Shri P.C. Surana	Independent Director/ member (Ceased)	0*/4	0
Mr. S. R. Mehta	Independent Director/ Member	4/4	1,00,000
Shri D. R. Mehta	Independent Director/ Chairperson	4/4	1,00,000
Shri Amit Khosla	Independent Director/ Member	4/4	1,00,000
Ms. Sonal Mattoo	Independent Director/ Member	0*/4	0

Date of Appointment:
1. Ms. Sonal Mattoo- 04-11-2023

Date of Cessation
Shri P.C. Surana- 04-11-2023

Four audit committee meetings were held during the year and the gap between two meetings did not exceed four months. The dates on which the said meetings were held are as follows:

9th May, 2023,; 07th August, 2023; 04th November, 2023 , and 31st January, 2024.

The necessary quorum was present for all the meetings.

Nomination & Remuneration Committee

Composition of the Committee

The Company had a Nomination and Remuneration Committee of directors. The Committee's constitution and terms of reference is in compliance with the provisions of the Act and Regulation 19 and 20 of SEBI (LODR) Regulations, 2015. The Committee comprises of 4 (four) members of the Board, the details of the member are as follows:

Name of the Member	Category/Position	No. of Meetings attended / held	Sitting Fees (₹)
Shri. D. R. Mehta	Independent Director / Member	2/2	50,000
*Shri P.C. Surana	Independent Director / Chairperson	0/2	0
Ms. Sonal Mattoo	Independent Director / Member	1/2	25,000
Shri Amit Khosla	Independent Director/ Member	2/2	50,000

*Shri P.C. Surana ceased to be chairperson of Committee w.e.f. 17th July, 2024 due to his sad demise.

During the year, under review, Two meetings of Nomination and Remuneration Committee was held on the 9th May, 2023 and 31st January, 2024.

Term of reference of the Committee, inter-alia, includes the following:

- To identify persons, who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down and to recommend to the Board their appointment and/or removal.
- To carry out evaluation of every Director's Performance.
- To formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a Policy, relating to the remuneration for the Directors, Key Managerial Personnel.
- To formulate the criteria for evaluation of Independent Directors and the Board.
- To devise a Policy on Board Diversity.
- To recommend/review remuneration of the Managing Director(s) and Whole Time Director(s) based on their performance and defined assessment criteria.
- To carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

Remuneration Policy

(i) Managing Director and Executive Director

The Managing Director and Executive Director are paid remuneration within the range recommended by the Remuneration Committee which is further approved by the Board of Directors and the Shareholders of the Company in General Meeting. The remuneration is decided considering various factors such as qualification(s), experience(s), expertise, and capability of the appointee, its contribution to the Company's growth, remuneration prevailing in the Industry, Financial Position of the Company etc.

(ii) Non-Executive Directors

The Non-Executive Directors are paid remuneration by way of sitting fees for attending each meeting of Board of Directors and Committee Meeting thereof and Commission. Each Non-Executive Directors was paid a sum of ₹ 50,000/- by way of sitting fee for attending each meeting of the Board of Directors and a sum of ₹ 25,000/- sitting fee for attending Committees meeting thereof.

Details of the sitting fees, commission and salary paid to all the Directors for the year ended on 31st March, 2024 are given hereunder:

(In ₹ lacs)

Name of the Member	Salary Perqui-sites	Com-mission	Sitting Fees	Total
Shri D.R. Mehta	-	12.00	4.25	16.25
Shri J.K. Baid	-	12.00	2.25	14.25
Smt. Mukulika Baid	-	12.00	2.25	14.25
*Shri P.C. Surana	-	12.00	0	12.00
Mr. S.R. Mehta	-	12.00	3.00	15.00
Dr. Sandeep Bhargava	-	12.00	2.50	14.50
Shri Amit Khosla	-	12.00	4.00	16.00
Ms. Sonal Mattoo	-	12.00	2.50	14.50
Dr. Ambrish Mithal	-	12.00	2.50	14.50
Alessandro Balboni*	284.54	12.00	2.50	299.04
Shri Himanshu Baid	577.81*	1140.00	-	1,717.81
Shri Rishi Baid	528.18*	1140.00	-	1,668.18

*Includes allowances, perquisites, retirement benefits and contribution to Provident Fund.

*Shri P.C. Surana ceased to be director of Committee w.e.f. 17th July, 2024 due to his sad demise

*` 284.54 given to Mr. Alessandro Balboni is management fees during the FY 2023-24.

INDEPENDENT DIRECTOR MEETING

During the year under review, the independent Directors met on 9th May, 2023, inter-alia to discuss:

➢ Evaluation of performance of Non-Independent Directors

➢ Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors

➢ Evaluation of the quality, content and timeliness of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

Stakeholders Relationship Committee

Composition of Committee

The Company had a Shareholders / Investors Grievance Committee of directors to look into the redressal of Complaints of investors such as transfer or credit of shares, non-receipt of dividend / notices / annual reports, etc. The nomenclature of the said committee was changed to Stakeholders' Relationship Committee in the light of provisions of the Act and Regulation 19 and 20 of SEBI (LODR) Regulations, 2015.

Name of the Member	Category/Position	No. of Meet-ings attended / held	Sitting Fees (₹)
Shri P. C. Surana	Independent Director / Chairman	0/1	0
Shri Himanshu Baid	Managing Director / Member	1/1	Nil
Shri Rishi Baid	Executive Director / Member	1/1	Nil
Shri Sandeep Bhargava	Independent Director/ Member	0/1	0

*Shri P.C. Surana ceased to be chairperson of Committee w.e.f. 17th July, 2024 due to his sad demise

Mr. Avinash Chandra, Company Secretary, acting as a compliance officer of the Company. During the year, under review, a meeting of Stakeholders Relationship Committee was held on the 30th October, 2023.

Terms of reference of the Committee, inter-alia, includes the following:

- Overseeing and review all matters connected with the transfer of the Company's Securities.
- Approve issue of the Company's duplicate share certificates.
- Monitor redressal of investor's / Shareholder's / Security holders' grievances.
- Oversee the performance of the Company's Registrar and Transfer Agents.
- Recommend methods to upgrade the standard of service to investors.
- Monitor implementation of the Company's code of conduct for prohibition of Insider Trading.

Carry out any other functions as is referred by the Board from time to time or enforced by any statutory modification as may be applicable.

Details of Investor Complaints received and redressed during the year 2023-24 are as follows:

Opening balance	Received during the year	Resolved during the year	Closing Balance
0	2	2	0

No complaint was outstanding as on 31st March, 2024.

Corporate Social Responsibility Committee

Composition of Committee

The Company has a Corporate Social Responsibility Committee of directors to look into its CSR Activities, which strives to create value in the society and in the community in which it operates, through its services, conduct & initiatives so as to promote sustained growth for the society and community. Develop meaningful and effective strategies for engaging with all the stakeholders. The committee was formed under the provisions of Section 135 the Companies Act, 2013.

Name of Members	Position	Attendance and Meetings held	Sitting Fees (₹)
Mr. D.R. Mehta	Chairman	1/1	25,000
Mr. Jugal Kishore Baid	Member	1/1	25,000
Mrs.. Mukulika Baid	Member	1/1	25,000
Ms. Sonal Mattoo	Member	1/1	25,000

During the year, under review, a meeting of Corporate Social Responsibility Committee was held on the 9th May, 2023.

Terms of reference of the Committee, inter alia, include:

- To formulate and recommend to the Board, a Corporate Social Responsibility (CSR) policy indicating initiatives to be undertaken by the Company in compliance with provisions of Companies Act, 2013 and rules there made under.
- To recommend the amount of expenditure to be incurred on the CSR initiatives.
- To monitor the implementation of the framework of the CSR policy.
- To approve the Corporate Social Responsibility Report and oversee the implementation of sustainability activities.
- To observe Corporate Governance Practices at all levels and to suggest remedial measures wherever necessary.

Risk Management Committee

In compliance with the requirement of Regulation 21 of the SEBI (LODR) Regulations, the Board has constituted Risk Management Committee at its Meeting held on 5th June, 2020. During the year under review, the Committee met twice on 7th August, 2023 and 31st January, 2024. Composition of Risk Management Committee and details of attendance of each Member at the Committee Meetings are as follows:

Name of the Member	Category/ Position	No. of Meetings attended/held	Sitting Fees (₹)
Mr. S.R. Mehta	Independent Director/ Chairperson	0/2	0
Mr. Himanshu Baid	Managing Director/Member	2/2	Nil
Mr. Rishi Baid	Joint Managing Director/Member	2/2	Nil
Ms. Sonal Mattoo	Independent Director/ Member	0/2	0

Banking Operations Committee

During the year under review, the Committee met once on 06 May, 2023; 06 June, 2023; 27 September,2023 and 13 December, 2023 of Banking Operations Committee and details of attendance of each Member at the Committee Meetings are as follows:

Name of the Member	Category/ Position	No. of Meetings attended/held	Sitting Fees (₹)
Mr. Himanshu Baid	Managing Director/ Chairperson	4/4	Nil
Mr. Rishi Baid	Joint Managing Director/Member	4/4	Nil

Terms of reference of the Committee, inter alia, include:

The committee is vested with the following roles and responsibilities:

a. Giving approval for the opening/ closing of the Bank Accounts,

b. Authorizing executives for the operation of Bank Accounts,

c. to avail adhoc/short term/long term/overdraft credit facilities and enhanced/modified working capital limits from banks and lending institutions;

d. To invest funds of the Company;

e. Revoking the authority already given to the signatories for the operation of Bank Accounts, whenever necessary;

f. Execution of documents related to the banking operation;

g. Certification of Balance Confirmation Letter as and when required by banks;

h. Periodic renewal of existing Credit Facilities and execution of documents for such renewals;

i. Giving authority to Executives to sign and execute affidavits, documents, applications and other documents in connection with the litigation by and/or against the Company in relation to Banking operations and to appear before various Courts, Tribunal and other judicial authorities;

j. Giving authority to Executives to sign and execute various documents in relation to the banking operations in connection with the day to day business of the Company as may be required from time to time;

k. any other responsibility as may be assigned by the board from time to time.

2. General Body Meetings

Annual General Meetings conducted during the last three years viz. FY 2020-21, FY 2021-22 and FY 22-23 are as follows:

Meeting	Date and Time	Venue
26th AGM	Friday, 24th September, 2021 at 10:00 a.m.	Video Conferencing ("VC") or Other Audio Visual Means ("OAVM)
27th AGM	Monday, 26th September, 2022 at 10:00 a.m.	
28th AGM	Thursday, 28th September, 2023 at 10.00 a.m	

Special resolution passed in last three AGM:

26th AGM held on 24th September, 2021

- To enter into job work contract with M/s. Vitromed Healthcare, Jaipur.

27th AGM held on 26th September, 2022

- To appoint Dr. Ambrish Mithal (DIN: 0009618459) as an Independent Director of the Company.
- To appoint Mr. Jugal Kishore Baid (DIN:00077347), who has attained the age of 75 years to continue as non- executive director of the Company.

- To approve payment of remuneration to Non-Executive Directors.

28th AGM held on 28th September, 2023

- To payment of remuneration of ₹ 80,000 (plus applicable taxes) to M/s. Jai Prakash & Company , Cost Accountants, who were appointed by the Board of Directors in their meeting.

There was no Extra-Ordinary General Meeting held during the year 2023-24 through Postal Ballot

4. Disclosures

a) Disclosure on materially significant related party transactions that may have potential conflict with the interests of the Company at large.

All transactions entered with related parties for the year under review were on arm's length basis and in the ordinary course of business and was complied with provision of section 188 of the Companies Act, 2013. Thus, disclosure in form AOC-2 is also provided. Further there are no material related party transactions during the year under review with the promoters, Directors or Key Managerial personnel. The details of the Related Party transactions during the year are given in the notes forming part of the financial statements.

b) Details of non-compliance by the Company, penalties, and strictures imposed on the Company by Stock Exchange or SEBI or any Statutory Authority, on any matter related to capital markets, during the last three years.

No penalty or stricture was imposed by the Stock Exchanges or SEBI or any other regulatory or statutory authorities.

c) Whistle Bowler Policy/Vigil Mechanism

Pursuant to Section 177(9) and (10), of the Companies Act, 2013, and Regulation 22 of the Listing Regulation, the Company has formulated Whistle Blower Policy for vigil mechanism of directors and employee to report to the management about the unethical behavior, fraud or violation of Company's code of Conduct. The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the chairperson of the Audit committee in exceptional cases. The whistle blower Policy is displayed on the Company's Website viz, **https://www.polymedicure.com/wp-content/uploads/2023/02/vigil-mechanism-and-whistle-blower-policy.pdf**

d) Disclosure of Accounting Treatment

In the preparation of the financial statements, the Company has followed the Accounting Standards referred in Section 133 of the Companies Act, 2013.

e) Risk Management

Business risk evaluation and management is an ongoing process within the Company. During the year under review, a detailed exercise on 'Risk Assessment and Management' was carried out covering the entire gamut of business operations and the Board was informed of the same.

f) Management Discussion & Analysis Report

As required by the Listing Agreement and regulation 34(2)(e) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Management Discussion & Analysis is provided separately in the Annual report.

g) Code of Conduct and Corporate ethics

As a responsible corporate citizen, the Company consciously follows corporate ethics in both business and corporate interactions. The Company has framed various codes and policies, which act as guiding principles for carrying business in ethical way.

Some of our policies are:

- Code of Conduct for Board of Directors and Senior Management Personnel;
- Code of Conduct for Prevention of Insider Trading;
- Whistle Blower Policy

h) CEO/CFO Certification

The Compliance Certificate by CEO and CFO as required under Listing Agreement and Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is the same is annexed to the Corporate Governance Report.

i) Disclosure of Compliance

Your Company has compiled with the requirements of the regulations 17 to 27 and Clause (b) to (i) of Sub-Regulation (2) of regulation 46 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

j) Details of Compliance with Mandatory Requirements and adoption of the Non-Mandatory Requirements

The Company has complied with all the mandatory requirements under the Listing Agreement and SEBI (LODR) Regulations, 2015.

K) A certificate from Practicing Company Secretary (PCS) regarding declaration for Directors not debarred or disqualified from being appointed

A certificate has been received from M/s. P.K. Mishra & Company, Practicing Company Secretaries, that none of the Directors on the Board of the Company has 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 statutory authority.

l) The detail of the policy for determining "material" subsidiaries is available on the Company's website at **www.Polymedicure.com**.

m) The detail of the policy on dealing with related party transaction is available on the Company's website at **www.Polymedicure.com**.

6. Means of Communication

In accordance with Regulation 46 of SEBI (LODR) Regulations, 2015, the Company has maintained a functional website at **www.polymedicure.com** basic corporate information about the Company viz. details of its Business, Financial Information, Shareholding Pattern, compliance with code of conduct etc. The contents of the said website are updated from time to time. The quarterly, half yearly and Annual Results are published in "Financial Express" (English), and "Jansatta" (Hindi), also occasionaly in Business Standard (English) newspapers and also displayed on the Company's website for the benefit of the public at large.

Further, the Company disseminates to the Stock Exchange, where its securities are listed, all material information, which in its opinion are material and/or have a bearing on its performance/operations, for the information of public at large.

Audit Fees

The same has been mentioned in note no. 32 of Standalone Financial Statement.

Commodity Price Risk or Foreign Exchange Risk and hedging Activities

Commodity Price Risk and Commodity Hedging Activities

The Company does not have any exposure hedged through commodity derivatives. In compliance with Regulation 34(3) read with clause 9(n) of Part C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the exposure of the listed entity to commodity and commodity risks faced by the entity throughout the year:

A: - Total exposure of the listed entity to commodities in ₹ - **NIL**

B: - Exposure of the listed entity to various

Commodity Name	Exposure in ₹ towards the particular commodity	Exposure in Quantity terms towards the particular commodity	% of such exposure hedged through commodity derivatives				
			Domestic market		International market		Total
			OTC	Exchange	OTC	Exchange	
NIL							

7. General Shareholders Information:

Annual General Meeting Day, Date and Time & Venue	Thursday, 26th Day of September, 2024 at 10 a.m. (IST) through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM")
CIN No.	L40300DL1995PLC066923
Financial Year	1st April, 2023 to 31st March, 2024
Date of Book Closure	**20th September, 2024 to 26th September, 2024 (both days inclusive)**
Listing of Equity Shares on Stock Exchange(s)	BSE Limited (BSE):- P. J. Towers, Dalal Street, Mumbai 400 001. National Stock Exchange of India Limited: - Exchange Plaza, Plot No. C-1, G Block, Bandra Kurla Complex, Bandra (East) Mumbai-400051
Stock Code	BSE Code: POLYMED, Scrip Code: 531768 NSE Code: POLYMED
Registrar and Transfer Agents	MAS Services Ltd. T-34, IInd Floor, Okhla Industrial Area, Phase II, New Delhi -110020.
Dematerialization of Shares and Liquidity	The Shares of the Company are under compulsory D-MAT mode. Under the depository system the International Security Identification Number (ISIN) allotted to the Company. Respective ISIN is INE205C01021.

Plants Locations	**Unit-I** Plot No. 104-105, Sector -59, HSIIDC Industrial Area, Ballabhgarh, Faridabad-121004 (Haryana) India.
	Unit-II (100% EOU) Plot No. 115-116,117 Sector-59, HSIIDC Industrial Area, Ballabhgarh, Faridabad-121004 (Haryana) India
	Unit III Plot No. 17, Sector-3, I.I.E SIDCUL Haridwar-249403, (Uttarakhand), India.
	Unit IV (SEZ) Plot No. PA 010-018, Mahindra World City (Jaipur) Limited Multi Product SEZ, Village-Kalwara, Tehsil-Sanganer, Jaipur, Rajasthan, India.
	Unit V (SEZ) Plot No. PA 010-019, Mahindra World City (Jaipur) Limited Multi Product SEZ, Village-Kalwara, Tehsil-Sanganer, Jaipur, Rajasthan, India.
	Unit VI Plot No. 33, Sector-68, IMT, Faridabad-121004, (Haryana), India.
	Unit VII Plot No. 34, Sector-68, IMT, Faridabad-121004, (Haryana), India.
	Unit VIII Plot No. 56 A, HSIIDC Industrial Area, Sector-59, Ballabgarh, Faridabad 121 004, Haryana.
	Unit IX Plot No. 113, Sector-59, HUDA, Faridabad-121004 (Haryana) India.
Address for Shareholders' correspondence	**Registrar and Transfer Agent** **Shri Sharwan Mangla** M/s. Mas Services Ltd. T-34, Okhla Industrial Area, Phase-II, New Delhi-110020 Phone No. 011-26387281, 26387282 Fax No. 011- 26387384 E-mail: mas_serv@yahoo.com, Website: www.masserve.com
	Registered Office of the Company **The Company Secretary** M/s Poly Medicure Limited 232-B, IIIrd Floor, Okhla Industrial Estate Phase-III, New Delhi-110020 Phone No. 011-26321838 Fax No. 011-26321894 Email: investorcare@polymedicure.com Website: www.polymedicure.com

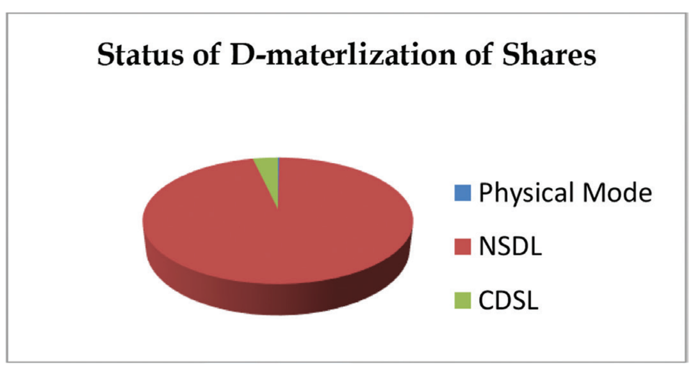
Physical Share Transfer System

The Registrar and Transfer Agents (RTA) on receipt of transfer deed with respective Share Certificates, scrutinizes the same and verify signatures of transferors on the transfer deed with specimen signatures registered with the Company. A list of such transfers is prepared and checked thoroughly and then a transfer register is prepared. The transfer register is placed before the Share Transfer Committee meeting for approval. Share transfers are registered and share certificates are returned within 30 days from the date of lodgment if the documents are complete in all respects.

Dematerialization of Shares

The Company has set up requisite facilities for dematerialization of its Equity Shares in accordance with provisions of Depositories Act, 1996 with National Securities Depository Services (India) Limited and Central Depository Services (India) Limited. The Company has entered into agreements with both the Depositories for the benefit of the Shareholders. The status of Dematerialization of the Company's Shares as on 31st March, 2024 is as under:

Mode	No. of Shares	%age (Percentage)
Physical Mode	1,82,336	0.19
NSDL	9,23,47,447	96.22
CDSL	34,41,634	3.59
Total	9,59,71,417	100.00



For guidance of Depository Services, Shareholders may write to the Company or to the respective Depositories.

National Securities Depositories Limited	Central Depository Services Limited
4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400013. Telephone: 91-22-24994200, E-mail- info@nsdl.co.in, Website: www.nsdl.co.in	P. J. Towers, 17th Floor, Dalal Street, Fort, Mumbai- 400001, Telephone 91-22-22723333, E-mail: investor@cdslindia.com, Website: **www.cdslindia.com**.

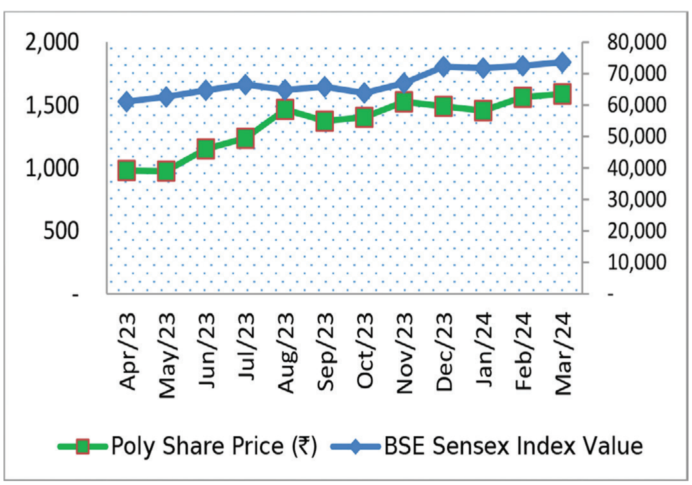
Listed on Stock Exchange(s)

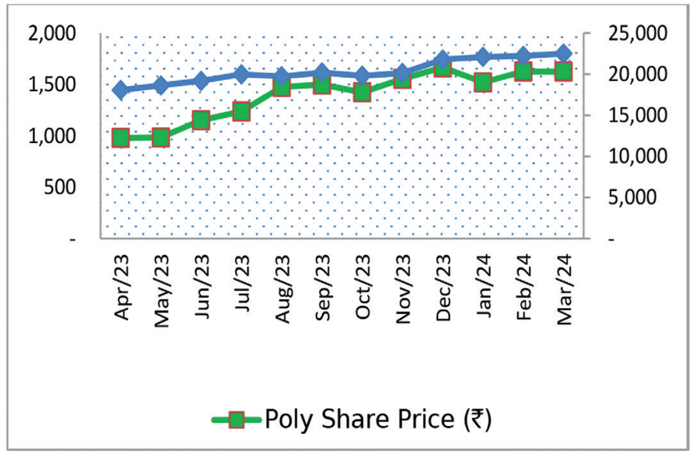
Name of the Stock Exchange(s)	Stock Code
BSE Limited	531768
National Stock Exchange of India Limited	POLYMED

Market Price Data: Monthly High and Low prices of the Equity Shares of the Company traded on the Bombay Stock Exchange Limited (BSE) and National Stock Exchange of India (NSE) during the Financial Year are as follows:

	BSE (In ₹)		NSE (In ₹)	
Month	**High Price**	**Low Price**	**High Prices**	**Low Prices**
Apr-23	1000.00	921.00	1001.00	921.10
May-23	1014.65	945.00	1015.00	945.00
Jun-23	1186.30	961.95	1189.90	963.00
Jul-23	1313.90	1074.35	1314.70	1075.00
Aug-23	1575.95	1206.95	1575.00	1201.65
Sep-23	1546.05	1323.05	1545.00	1331.05
Oct-23	1444.60	1266.00	1448.00	1250.10
Nov-23	1580.00	1360.95	1581.00	1362.85
Dec-23	1673.95	1436.95	1677.00	1437.10
Jan-24	1545.10	1360.95	1547.80	1361.00
Feb-24	1727.00	1454.90	1729.00	1455.95
Mar-24	1650.15	1373.00	1,652.00	1373.00

(Source: This information is compiled from the data available from the websites of BSE and NSE)





Distribution of Shareholding of Poly Medicure Limited as on 31st March, 2024

Nominal value of each Share ₹ 5 each.

No of share holders	% to Total	Shareholding of nominal value of (in ₹)	No of Shares	% to Total
35822	97.576	1 to 5000	1928804	2.010
333	0.907	5001 to 10000	491002	0.512
191	0.520	10001 to 20000	558539	0.582
85	0.232	20001 to 30000	424332	0.442
60	0.163	30001 to 40000	441083	0.460
31	0.084	40001 to 50000	281846	0.294
68	0.185	50001 to 100000	976880	1.018
122	0.332	100001 AND ABOVE	90868931	94.683
36712	**100.00**	**Total**	**95971417**	**100.00**

Particulars	No.	No. of shares	% age
(A) Shareholding of Promoter and Promoter group			
1. Indian	18	5,07,96,820	52.93
2. Foreign	2	2,07,200	0.22
Total Shareholdings of Promoter and Promoter Group	20	5,10,04,020	53.15
(B) Public Shareholding			
1. Institution	152	18809432	19.59
2. Non Institution	36,540	26157965	27.26
Total Public Shareholding	36,692	3,80,37,297	46.85
(C) Shares held by custodian and against which Depository Receipts have been issued			
1. Promoter and Promoter Group	0	0	0
2. Public	0	0	0
Total (A)+(B)+(C)	**36,712**	9,59,71,417	100

Unclaimed Dividend on Equity Shares

Investors are requested to claim their preceding years' unclaimed dividends from the Company. They may correspond at Company's address or send e-mail at **investorcare@polymedicure.com** for clarifying any doubts. Any money transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of seven years from the date of such transfer shall be transferred by the Company to Investor Education and Protection Fund (IEPF) as per the requirements of Section 205C of the Companies Act, 1956, and rule(s) made there under. No claim shall be entertained after unclaimed dividend is transferred to this fund.

Review of Legal / Statutory Compliances Report

The Board periodically reviews Statutory/Legal Compliance Reports with respect to the various laws applicable to the Company.

Code for Prevention of Insider Trading Practices

The Company has instituted a comprehensive code for prevention of Insider Trading, for its Directors and Designated Employees, in compliance with Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.

The objective of this code is to prevent purchase and/or sale of Shares of the Company by an insider on the basis of unpublished Price Sensitive information. Under this code, Directors and Designated Employees are completely prohibited from the dealing in the Company's share during the closure of Trading Window. Further the code specifies the procedure to be followed and disclosures to be made by Directors and Designated Employees, while dealing with the share(s) of the Company and enlists the consequences of any violations.

Risk Management Policy

The Company has established a well-documented and robust Risk Management framework. Under this framework, risks are identified across all business processes of the Company on continuous basis. These risks are systematically categorized as Strategic Risks, Business Risks or Reporting Risks.

To address these Risks in a comprehensive manner, each risk is mapped to the concerned department for further action. Based on this framework, the Company has set in place various procedure for Risk Management.

Subsidiary Companies

The subsidiary Companies are unlisted foreign Companies. These subsidiaries have their own Board of Directors having the rights and obligations to manage such companies in its best interest. The Company has its own representatives on the Board of subsidiary companies and monitors the performance of such companies regularly.

Non Mandatory Clauses

The Company has not adopted any of the non-mandatory requirements as in SEBI (LODR) Regulations, 2015.

Code of Conduct by CEO

The Board has laid down a Code of Conduct for all the Board Members and Senior Management Personnel consisting of members of the Board and heads of all departments.

As provided under regulation 26(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 all the Board members and Senior Management Personnel have affirmed compliance to the Code of Conduct of the Company for the period from 1st April, 2023 to 31st March, 2024. The declaration received from Shri Himanshu Baid, Managing Director, in this regard is also given in this report.

New Delhi	D. R. Mehta	Himanshu Baid
22nd July, 2024	Chairman	Managing Director

CERTIFICATION BY CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER OF THE COMPANY

To
The Board of Directors
Poly Medicure Limited

1. We have reviewed the financial statements and the cash flow statement of Poly Medicure Limited for the year ended 31st March, 2024 and to the best of our knowledge and belief:-

   (i) These statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading:

   (ii) These statements together present a true and fair view of the company's affair and are in compliance with existing accounting standards, applicable laws and regulation.

2. There are to the best of our knowledge and belief, no transaction entered into by the Company during the year ended 31st March, 2024, which are fraudulent, illegal or violate the Company's code of Conduct.

3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal control systems pertaining to financial reporting.

   We have not come across any reportable deficiencies in the design or operation of such internal controls.

4. We have indicated to the Auditors and the Audit Committee:-

   (i) that there are no significant changes in internal controls over financial reporting during the year.

   (ii) that there are no significant changes in accounting policies during the year and that the same has been disclosed in the notes to the financial statements; and

   (iii) that there are no instances of significant fraud of which we have become aware involving management or any employee having a significant role in the Company's internal control system.

New Delhi	Himanshu Baid	Naresh Vijayvergiye
22nd July, 2024	Managing Director	CFO

DECLARATION BY CHIEF EXECUTIVE OFFICER

I hereby confirm and declare that all the Directors of the Company and all Senior Management Personnel as defined in the Code of Conduct of the Company have submitted Annual declaration confirming their compliance with the same.

New Delhi	Himanshu Baid
22nd July, 2024	CEO/Managing Director

Certificate on Corporate Governance

To
The Members of Poly Medicure Limited

I have examined the compliance of the conditions of Corporate Governance by **Poly Medicure Limited ('the Company')** for the year ended on March 31, 2024, as stipulated in Regulations 17 to 27, clauses (b) to (i) and (t) of sub-regulation (2) Regulation 46 and para-C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

In my opinion and to the best of my information and according to the explanations given to me, and the representations made by the Management, I certify that the Company, to the extent applicable, has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27, clauses (b) to (i) and (t) of sub-regulations 46 and Para C, D and E of Schedule V of the SEBI Listing Regulations for the year ended on March 31, 2024.

The compliance of the conditions of Corporate Governance is the responsibility of the management of the Company. My examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

I further state that such compliance 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 P. K. Mishra & Associates
Company Secretaries
(Firm's Registration No. S2016DE382600)

Pawan Kumar Mishra
Proprietor
FCS-4305 / CP NO.16222
UDIN NO: F004305F000365930
Peer Review Certificate No.: 2656/2022

Place: New Delhi
Date: 14th May, 2024

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF POLY MEDICURE LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of POLY MEDICURE LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2024, 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, 2024, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis of Opinion

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

Key Audit 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 be communicated in our report.

Information Other than the Standalone Financial Statements and Auditors' Report Thereon

The Company's Management and Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements, consolidated financial statements and our auditor's report thereon. The other information is expected to be made available to us after the date of this Auditor report.

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, as for the year ended March 31, 2024 the other information has not yet been prepared and not yet approved by Board of Directors.

Management's Responsibility and Those Charged with Governance for the Standalone Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the 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 skepticis m 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 financial controls 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 system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonable ness 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 auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

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

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

   c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.

   d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.

   e) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.

   f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

   g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

      In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

   h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

      i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements. (Refer to Note No. 35 to the Standalone Financial Statements).

      ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses. The Company did not have any long-term derivative contracts.

      iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

      iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v. As stated in Note 45 to the standalone financial statements

(a) The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act, as applicable. No interim dividend was declared or paid by the company during the year.

(b) The Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.

vi. Based on our examination, which included test checks, the company has used accounting software for maintaining its books of accounts for the financial year ended March 31, 2024 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the softwares. Further, during the course of audit, we do not come found any instance of the audit trail being tempered with. As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1st, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rule 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For **M C Bhandari & Co.**
Chartered Accountants
Firm's registration number: 303002E

Ravindra Bhandari
Partner
Membership number: 097466
UDIN: 24097466BKGQOC4982

Place: New Delhi
Date: 17th May 2024

ANNEXURE 'B' TO THE INDEPENDDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Polymedicure Limited of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that :

i) In respect of the Company Property, Plant and Equipment and Intangible Assets:

(a) (i) The company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right -of- use assets.

(ii) The company has maintained proper records showing full particulars of intangible assets.

(b) The company has a program of physical verification of Property, Plant and Equipment and right-of-use of assets so as to cover all the assets once every three years which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. Pursuant to the program, certain Property, Plant and Equipment were due for verification during the year and were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(c) Based on our examination of the property tax receipts and lease agreement for land on which building is constructed, registered sale deed/ transfer deed/ conveyance deed provided to us, we report that, the title in respect of self – constructed buildings and title deeds of all other immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favor of the lessee), disclosed in the financial statements included under Property, Plant and Equipment are held in the name of the company as at the balance sheet date other than one leasehold land of ₹ 2037.77 lacs for which conveyance deed is pending for execution.

(d) The company has not revalued any of its Property, Plant and Equipment (including right-of-use of assets) and intangible assets during the year.

(e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016)" and Rules made thereunder.

ii) (a) According to the information and explanations given to us and on the basis of our examination of records of the Company, physical verification of the inventory has been conducted at reasonable intervals by the management and the coverage and procedure of such verification by the management is appropriate. There are no discrepancies of 10% or more in the aggregate for each class of inventory and have been properly dealt with in the books of accounts

(b) The Company has been sanctioned working capital limits in excess of ₹ 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and the quarterly return or statements filed by the company with such banks or financial institutions are in agreement with the books of accounts of the company.

iii) The Company has made investments in companies/ Mutual funds and granted unsecured loan to its subsidiaries during the year, in respect of which:

a) The Company has provided unsecured loans to its subsidiary and details of which are as under:

Particulars	**Amount (₹ in lacs)**
Aggregate amount granted during the year to subsidiary company	178.79
Balance outstanding as at balance sheet date in respect of above	-

b) In our opinion, the investments made and the terms and conditions of the grant of loan during the year are, prima facie, not prejudicial to the Company interest.

c) In respect of loans granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated and there are no outstanding amount as at balance sheet date.

d) In respect of loans granted by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.

e) No loans granted by the Company which has fallen during the year has been renewed or extended or fresh loan granted to settle the overdue of existing loan given to the same parties.

f) The Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any term or period of repayment during the year, hence reporting under Clause 3(iii)(f) is not applicable.

The Company has not made investments in firm and limited liability partnership during the year. Further the Company has not provided any guarantee or security or granted any advances in the nature of loan, secured or unsecured, to Companies, firm, limited liability partnership or any other parties.

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 securities granted during the year.

v) The Company has not accepted any deposits or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.

vi) We have broadly reviewed the books of accounts maintained by the company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148 (i) of the Companies Act, 2013 and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained, however, we have not made a detailed examination of such cost records.

vii) In respect of Statutory Dues:

a) In our opinion, the Company has generally been regular in depositing undisputed statutory dues, including Goods and services tax, provident fund, Employees State insurance, Income tax, Sales Tax, duty of Custom, duty of Excise, value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.

There were no undisputed amounts payable in respect of Goods and Services Tax, provident Fund, Employees State Insurance, Income Tax, sales Tax, Service Tax, duty of custom, duty of Excise, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2024 for a period of more than six months from the date they became payable.

b) Details of statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2024 on account of disputes are given below:

Nature of the statute	**Nature of dues**	**Forum where dispute is pending**	**Period to which the amount relates**	**Amount ₹ In Lacs**
Income Tax Act 1961	Penalty demand	CIT (Appeal)	AY 2017-18	93.80
Income Tax Act 1961	Routine assessment/ Rectification demand	CIT (Appeal)	AY 2018-19	58.70
CGST Act	Input Tax Credit Reversal	Joint Commissioner CGST	FY 2017-18	30.72

viii) There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 0f 1961) .

ix) a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any other authority.

c) The term loans were applied for the purpose for which the loan was obtained.

d) On an overall examination of the financial statements of the Company, funds raised on short- term basis have, prima facie, not been used during the year for long- term purposes by the Company.

e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries or associates.

f) The Company has not raised any loans during the year on the pledge of securities held in its subsidiaries or associate company.

x) a) The Company has not raised money by initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.

b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.

xi) a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

b) No report under sub section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.

c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year (and upto the date of this report).

xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.

xiii) In our opinion, the Company is in compliance with the Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

xiv) a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.

b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.

xv) In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

xvi) a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a),(b) and (c) of the Order is not applicable.

b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.

xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.

xviii) There has been no resignation of statutory auditors of the Company during the year.

xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of audit report indicating that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx) a) There are no unspent amount towards Corporate Social Responsibility (CSR) on other than on-going projects requiring a transfer to a fund specified in schedule VII to the Companies Act, 2013 in compliance with second proviso to sub-section (5) of Section 135 of the said Act, hence reporting under clause 3(xx)(a) of the order is not applicable for the year.

b) In respect of on-going projects, there are no unspent amount, hence reporting under clause 3(xx)(b) of the order is not applicable for the year.

For **M C Bhandari & Co.**
Chartered Accountants
Firm's registration number: 303002E

Ravindra Bhandari
Partner
Membership number: 097466
UDIN: 24097466BKGQOC4982

Place: New Delhi
Date: 17th May 2024

Annexure - A to the Auditors' Report, 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 Poly Medicure Limited ("the Company") as of 31st March 2024 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control 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 ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. 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 judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls 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 Standalone 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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Standalone 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, 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 31st March 2024, 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 **M C Bhandari & Co.**
Chartered Accountants
Firm's registration number: 303002E

Ravindra Bhandari
Partner
Membership number: 097466
UDIN: 24097466BKGQOC4982

Place: New Delhi
Date: 17th May 2024

Poly Medicure Limited
CIN: L40300DL1995PLC066923

Standalone Balance Sheet as at 31st March 2024 (₹ in lacs)

Particulars	Note No.	As at 31 March 2024	As at 31 March 2023
ASSETS			
1 Non-current assets			
(a) Property, plant and equipment	2	81,183.44	58,011.79
(b) Capital work-in-progress	2	6,667.16	7,252.93
(c) Right of Use Asset	2	371.10	247.38
(d) Investment Properties	3	58.37	90.89
(e) Intangible assets	2	1,527.85	1,483.71
(f) Intangible assets under development		403.59	520.71
(g) Financial Assets			
(i) Investment in subsidiaries/associates	4	6,063.33	5,695.69
(ii) Other Investments	5	2,044.15	-
(ii) Other financial assets	7	1,330.97	1,133.04
(h) Other non-current assets	8	3,306.94	3,813.25
Total non-current assets		**102,956.90**	**78,249.39**
2 Current assets			
(a) Inventories	9	19,300.88	18,279.59
(b) Financial assets			
(i) Investments	5	13,954.10	12,402.35
(ii) Trade receivables	10	25,927.82	22,102.02
(iii) Cash and cash equivalents	11	214.31	38.28
(iv) Bank balances other than (iii) above	12	13,480.52	17,057.08
(v) Loans	6	23.00	207.88
(vi) Other financial assets	7	1,236.37	696.00
(c) Other current assets	8	5,040.84	4,743.41
Total current assets		**79,177.84**	**75,526.61**
TOTAL ASSETS		**182,134.74**	**153,776.00**
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity share capital	13	4,798.58	4,797.23
(b) Other equity	14	141,026.25	118,615.22
Total equity		**145,824.83**	**123,412.45**

Particulars	Note No.	As at 31 March 2024	As at 31 March 2023
LIABILITIES			
1 Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	15	108.81	1,155.77
(ii) Lease Liabilities		208.70	134.93
(iii) Other financial liabilities	16	72.82	65.66
(b) Provisions	17	420.13	309.05
(c) Government Grants		297.77	259.88
(d) Deferred tax liabilities (Net)	18	2,448.34	1,543.47
Total non-current liabilities		**3,556.57**	**3,468.76**
2 Current liabilities			
(a) Financial liabilities			
(i) Borrowings	19	15,948.86	12,295.57
(ii) Lease Liabilities		185.07	123.36
(iii) Trade payables	20		
a) total outstanding dues of micro enterprises and small enterprises		1,422.61	1,387.17
b) total outstanding dues of creditors other than micro enterprises and small enterprises		7,475.76	6,421.66
(iv) Other financial liabilities	21	4,963.38	3,487.67
(b) Other current liabilities	22	2,575.51	3,040.40
(c) Provisions	17	54.21	55.20
(d) Current tax liabilities (net)	23	127.94	83.76
Total current liabilities		32,753.34	26,894.79
TOTAL EQUITY AND LIABILITIES		**182,134.74**	**153,776.00**
Material accounting policies	a-y		
The accompanying notes are integral part of the Standalone financial statements.	1 - 50		

As per our Auditors' report of even date annexed
For **M C Bhandari & Co. (Reg No.303002E)**
Chartered Accountants

Ravindra Bhandari
Partner
Membership No. 097466

Place : New Delhi
Date: 17th May 2024

For and on behalf of the Board of Directors

Himanshu Baid
Managing Director
DIN : 00014008

Rishi Baid
Joint Managing Director
DIN : 00048585

Naresh Vijayvargiya
CFO

Avinash Chandra
Company Secretary
M. No. : A32270

POLYMED

Poly Medicure Limited
CIN: L40300DL1995PLC066923

Standalone Statement of Profit and Loss for the year ended 31st March, 2024 (₹ in lacs)

Particulars	Note No.	Year ended 31 March 2024	Year ended 31 March 2023
INCOME			
Revenue from operations	24	130,724.91	106,804.50
Other income	25	5,817.67	3,628.74
Total Income		**136,542.58**	**110,433.24**
EXPENSES			
Cost of materials consumed	26	43,276.80	39,484.49
Purchases of Stock-in-Trade		702.09	521.31
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	27	1,302.43	(1,552.13)
Employee benefits expense	28	22,885.45	18,834.91
Research and development expenses	29	1,892.63	1,776.04
Finance cost	30	1,074.09	830.07
Depreciation and amortization expense	31	6,205.18	5,563.68
Other expenses	32	25,714.52	21,292.16
Total Expenses		**103,053.19**	**86,750.53**
Profit before tax		**33,489.39**	**23,682.71**
Tax expenses:			
(1) Current tax		7,409.30	5,870.26
(2) Deferred tax		898.41	(109.76)
(3) Tax adjustment for earlier years (net)		9.34	17.74
Total tax expenses	**33**	**8,317.05**	**5,778.24**
Profit after tax		**25,172.34**	**17,904.47**
Other comprehensive income			
Items that will not be reclassified to profit and loss			
Re-measurement gains/(losses) of defined benefit plan		(112.95)	19.80
Tax impacts on above		28.43	(4.98)
Other comprehensive income for the year (net of tax)		**(84.52)**	**14.82**
Total comprehensive income (Comprising profit after tax and other comprehensive income for the year)		**25,087.82**	**17,919.29**
Earnings per equity share: (Face value 5 each) in rupees	**40**		
Basic		**26.24**	**18.67**
Diluted		**26.22**	**18.65**
Weighted average number of equity shares used in computing earnings per equity share			
Basic		**95,946,790**	**95,916,495**
Diluted		**96,020,790**	**96,020,945**
Material accounting policies	a-y		
The accompanying notes are integral part of the Standalone financial statements.	1 - 50		

As per our Auditors' report of even date annexed
For **M C Bhandari & Co. (Reg No.303002E)**
Chartered Accountants

Ravindra Bhandari
Partner
Membership No. 097466

Place : New Delhi
Date: 17th May 2024

For and on behalf of the Board of Directors

Himanshu Baid
Managing Director
DIN : 00014008

Rishi Baid
Joint Managing Director
DIN : 00048585

Naresh Vijayvargiya
CFO

Avinash Chandra
Company Secretary
M. No. : A32270

Poly Medicure Limited
CIN: L40300DL1995PLC066923

Standalone Statement of Cash Flow for the Year ended 31 March 2024

	Particulars	Year ended 31 March 2024	Year ended 31 March 2023
A	**CASH FLOWS FROM OPERATING ACTIVITIES**		
	Profit before tax and exceptional items	**33,489.39**	**23,682.71**
	Adjusted for:		
	Depreciation and amortisation	6,205.18	5,563.68
	Interest expense	1,074.09	830.07
	Dividend/ Governing Council Share	(84.47)	(55.35)
	Interest income	(1,300.17)	(588.00)
	Loss/(profit) on sale of fixed assets, net	(62.28)	(10.03)
	Debts/advances written off	118.09	14.22
	Provision for doubtful debts and advances	109.41	59.39
	Credit balances no longer required, written back	(51.32)	(21.23)
	Deferred employee compensation expenses (net)	211.44	192.74
	Unrealised foreign exchange (gain) /loss	(180.77)	(85.74)
	Unrealised (Gain)/Loss on Mutual Fund	(2,094.88)	400.69
	Ind AS & other adjustment	(362.15)	(283.45)
	Operating profit before working capital changes	**37,071.56**	**29,699.70**
	Movement in working capital		
	Decrease/(increase) in inventories	(1,021.29)	(3,255.78)
	Decrease/ (increase) in sundry debtors	(4,040.29)	(2,955.39)
	Decrease/(Increase) in financial assets	(728.23)	(6.24)
	Decrease/(Increase) in other assets	(245.73)	314.35
	Increase/ (decrease) in trade payables	1,137.37	70.59
	Increase/ (decrease) in other financial liabilities	1,278.63	525.63
	Increase/ (decrease) in other liabilities	(464.89)	1,010.71
	Increase/ (decrease) in provisions	(2.86)	63.21
	Cash generated from operations	**32,984.27**	**25,466.78**
	Direct taxes paid (net of refunds)	(7,374.27)	(5,784.20)
	Net cash from operating activities	**25,610.00**	**19,682.58**
B	**CASH FLOWS FROM INVESTING ACTIVITIES**		
	Purchase of fixed assets (including capital advances)	(27,138.87)	(23,745.59)
	(Purchase)/Sale of Investments (net)	(1,501.02)	19,854.90
	Proceeds from / (Investment in) Fixed Deposits (net)	3,545.22	(15,080.30)
	Proceeds from sale of fixed assets	191.63	14.77
	Dividend/Governing share received	54.26	53.86
	Loan to Subsidiary company	(178.79)	(174.05)
	Interest income	1,325.22	157.94
	Net cash used for investing activities	**(23,702.35)**	**(18,918.48)**

C	**CASH FLOWS FROM FINANCING ACTIVITIES**		
	Proceeds from (Repayment) of borrowings / deferred payment liabilities (net)	2,340.22	2,500.85
	Proceeds from Share Allotments	26.38	35.13
	Repayment of Lease Liabilities and Interest thereon	(177.29)	(141.60)
	Dividend Paid(including unclaimed dividend transferred)	(2,874.00)	(2,397.30)
	Interest / Finance charges paid	(1,046.92)	(786.20)
	Net cash generated/ (used for) financing activities	**(1,731.61)**	**(789.12)**
	Net increase/(decrease) in cash and cash equivalents (A+B+C)	176.04	(25.06)
	Cash and cash equivalents at the beginning of the year	38.27	63.33
	Cash and cash equivalents at the end of the year	**214.31**	**38.27**
	COMPONENTS OF CASH AND CASH EQUIVALENTS		
	Balances with Banks in current account	200.13	11.03
	Cash on hand (including foreign currency notes)	14.18	27.25
	Cash and cash equivalents at the end of the year	**214.31**	**38.27**

(₹ in lacs)

RECONCILIATION STATEMENT OF CASH AND BANK BALANCES	**Year ended 31 March 2024**	**Year ended 31 March 2023**
Cash and cash equivalents at the end of the year as per above	214.31	38.27
Add: Balance with banks in dividend / unclaimed dividend accounts	41.25	36.92
Add: Fixed deposits with banks, having maturity period for less than twelve months	13,439.27	17,020.16
Add: Fixed deposits with banks (lien marked)	670.25	540.97
Add: Fixed deposits with banks, having maturity period for more than twelve months	39.28	132.89
Cash and bank balances as per balance sheet (refer note 7, 11 and 12)	**14,404.36**	**17,769.21**

DISCLOSURE AS REQUIRED BY IND AS 7
Reconciliation of liabilities arising from financing activities

(₹ in lacs)

31-Mar-24	**Opening Balance**	**Cash Flow**	**Non Cash Flow Changes**	**Closing Balance**
Short term secured borrowing	12,295.57	3,847.71	(194.42)	15,948.86
Long term secured borrowing	1,155.77	(1,500.99)	454.03	108.81
Total liabilities from financing activities	**13,451.34**	**2,346.72**	**259.61**	**16,057.67**
31-Mar-23	**Opening Balance**	**Cash Flow**	**Non Cash Flow Changes**	**Closing Balance**
Short term secured borrowing	7,877.20	4,420.48	(2.11)	12,295.57
Long term secured borrowing	3,056.34	(1,919.62)	19.05	1,155.77
Total liabilities from financing activities	**10,933.54**	**2,500.86**	**16.95**	**13,451.34**

Notes
This is the Cash Flow Statement referred to in our report of even date.
The above Standalone cash Flow statement should be read in conjunction with the accompanying notes

As per our Auditors' report of even date annexed
For **M C Bhandari & Co. (Reg No.303002E)**
Chartered Accountants

Ravindra Bhandari
Partner
Membership No. 097466

Place : New Delhi
Date: 17th May 2024

For and on behalf of the Board of Directors

Himanshu Baid
Managing Director
DIN : 00014008

Rishi Baid
Joint Managing Director
DIN : 00048585

Naresh Vijayvargiya
CFO

Avinash Chandra
Company Secretary
M. No. : A32270

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

A. Equity share capital (₹ in Lacs)

Balance at the 1 April 2023	Changes in Equity Share Capital due to prior period errors	Restated balance as at 1 April 2023	Changes in equity share capital during the year	Balance as at 31 March 2024
4797.23	-	4,797.23	1.35	4,798.58

Balance at the 1 April 2022	Changes in Equity Share Capital due to prior period errors	Restated balance as at 1 April 2022	Changes in equity share capital during the year	Balance as at 31 March 2023
4,795.02	-	4,795.02	2.20	4,797.23

B. Other equity (₹ in Lacs)

Particulars	Reserves and surplus					Other comprehensive income	Total
	Capital Reserve	Securities Premium	Share Based Payment Reserve Account	General Reserve	Retained Earnings	Re-measurement of defined benefit plan	
Balance as at 1 April 2022	**46.98**	**39,127.01**	**152.51**	**23,634.83**	**39,863.11**	**77.98**	**102,902.42**
Profit for the year	-	-	-	-	17,904.47	-	17,904.47
Securities Premium received during the year	-	148.35	-	-	-	-	148.35
Adjustment of deferred tax amount on share issue expenses adjusted out of securities premium account	-	(34.91)	-	-	-	-	(34.91)
Other comprehensive income (net of taxes)	-	-	-	-	-	14.82	14.82
Transfer from retained earnings to General reserve	-	-	-	2,500.00	(2,500.00)	-	-
Addition/(deduction) during the year (Net of Lapses)	-	-	78.02	-	-	-	78.02
Final Dividend adjusted	-	-	-	-	(2,397.95)	-	(2,397.95)
Balance as at 31 March 2023	**46.98**	**39,240.45**	**230.53**	**26,134.83**	**52,869.63**	**92.80**	**118,615.22**
Balance as at 1 April 2023	**46.98**	**39,240.45**	**230.53**	**26,134.83**	**52,869.63**	**92.80**	**118,615.22**
Profit for the year	-	-	-	-	25,172.34	-	25,172.34
Securities Premium received during the year	-	126.98	-	-	-	-	126.98
Adjustment of deferred tax amount on share issue expenses adjusted out of securities premium account	-	(34.92)	-	-	-	-	(34.92)
Other comprehensive income (net of taxes)	-	-	-	-	-	(84.52)	(84.52)
Transfer from retained earnings to General reserve	-	-	-	2,500.00	(2,500.00)	-	-
Addition/(deduction) during the year (Net of Lapses)	-	-	109.48	-	-	-	109.48
Final Dividend adjusted	-	-	-	-	(2,878.33)	-	(2,878.33)
Balance as at 31 March 2024	**46.98**	**39,332.51**	**340.01**	**28,634.83**	**72,663.64**	**8.28**	**141,026.25**

Note:

Nature and purposes of reserves forming part of other equity are fully described in Note No. 14.

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2 PROPERTY, PLANT AND EQUIPMENT

(₹ in lacs)

Particulars	Freehold Land	Lease-hold Land	Building	Plant & Equip-ment	Furniture & Fixtures	Office Equip-ment	Vehicles	Total Tangible	Software	Patent & Trade Marks	Total In-tangible	Net Assets
Gross Carrying Value as at 01.04.2022	**6,770.97**	**862.18**	**9,581.35**	**53,306.19**	**634.66**	**977.98**	**1,217.36**	**73,350.70**	**794.61**	**2,100.15**	**2,894.76**	**76,245.46**
Additions during the year	2,310.35	-	6,871.11	10,297.93	124.41	142.60	318.27	20,064.67	105.96	160.24	266.20	20,330.87
Deductions/Adjustments	-	-	-	336.94	23.86	68.98	115.61	545.39	-	-	-	545.39
Gross Carrying Value as at 31.03.2023	**9,081.32**	**862.18**	**16,452.46**	**63,267.18**	**735.21**	**1,051.60**	**1,420.02**	**92,869.98**	**900.57**	**2,260.39**	**3,160.96**	**96,030.94**
Accumulated Depreciation as at 01.04.2022	**-**	**87.61**	**1,791.73**	**26,613.45**	**377.52**	**701.85**	**615.21**	**30,187.37**	**514.65**	**913.11**	**1,427.76**	**31,615.13**
Depreciation for the year	-	9.28	333.24	4,518.27	47.86	124.30	153.25	5,186.20	73.65	175.84	249.49	5,435.68
Deductions/Adjustments				308.86	23.74	68.29	114.46	515.35	-		-	515.35
Accumulated Depreciation as at 31.03.2023	**-**	**96.89**	**2,124.97**	**30,822.86**	**401.64**	**757.86**	**654.00**	**34,858.22**	**588.30**	**1,088.95**	**1,677.25**	**36,535.47**
Carrying Value as on 31.03.2023	**9,081.32**	**765.29**	**14,327.49**	**32,444.32**	**333.58**	**293.74**	**766.02**	**58,011.79**	**312.27**	**1,171.44**	**1,483.71**	**59,495.50**
Gross Carrying Value as at 01.04.2023	**9,081.32**	**862.18**	**16,452.46**	**63,267.18**	**735.21**	**1,051.60**	**1,420.02**	**92,869.98**	**900.57**	**2,260.39**	**3,160.96**	**96,030.94**
Additions during the year	1,693.12	2,037.77	7,351.78	16,817.12	338.16	225.65	582.79	29,046.39	26.50	298.37	324.87	29,371.26
Deductions/Adjustments	-	-	-	313.38	-	0.06	153.09	466.53	-	-	-	466.53
Gross Carrying Value as at 31.03.2024	**10,774.44**	**2,899.95**	**23,804.24**	**79,770.92**	**1,073.37**	**1,277.19**	**1,849.72**	**121,449.84**	**927.07**	**2,558.76**	**3,485.83**	**124,935.67**
Accumulated Depreciation as at 01.04.2023	**-**	**96.89**	**2,124.97**	**30,822.86**	**401.64**	**757.86**	**654.00**	**34,858.22**	**588.30**	**1,088.95**	**1,677.25**	**36,535.47**
Depreciation for the year	-	9.56	583.69	4,791.21	65.70	141.82	184.31	5,776.29	83.72	197.01	280.73	6,057.02
Deductions/Adjustments				222.70	0.00	0.04	145.37	368.11	-		-	368.11
Accumulated Depreciation as at 31.03.2024	**-**	**106.45**	**2,708.66**	**35,391.37**	**467.34**	**899.64**	**692.94**	**40,266.40**	**672.02**	**1,285.96**	**1,957.98**	**42,224.38**
Carrying Value as at 31.03.2024	**10,774.44**	**2,793.50**	**21,095.58**	**44,379.55**	**606.03**	**377.55**	**1,156.78**	**81,183.44**	**255.05**	**1,272.80**	**1,527.85**	**82,711.29**

Notes:

2.1The estimated amortisation in intangible assets for the period subsequent to 31st March 2024 is as follows:

(₹ in lacs)

Year Ending March 31	Amortisation Expense
2025	274.21
2026	255.57
2027	216.02
Thereafter	782.05

2.2 The title deeds of immovable properties are held in the name of the Company other than for additions in lease hold land for ₹ 2,037.77 lacs for which lease deed is pending for execution as per following details:

(₹ in lacs)

Particulars	Description of item of immovable property	Gross carrying value	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative of promoter/director or employee of promoter/ director	Property held since which date	Reason for not being held in the name of the company
Property, plant and equipment	Lease hold Land	2,037.77	Mahindra World City (Jaipur) Limited (transferor company)	NO	28/03/2024	Conveyance deed in favour of the company is pending for execution

2.3 Right of Use Asset		(₹ in lacs)
Particulars	**As at 31 March 2024**	**As at 31 March 2023**
Balance at the beginning of the year	247.38	115.20
Addition	270.29	371.07
Deletion	-	115.20
Depreciation for the year	146.57	123.69
Closing balance at the end of year	371.10	247.38

2.4 Capital work-in-progress- Ageing Schedule (₹ in lacs)

Ageing for capital work-in-progress as at March 31, 2024 is as follows:

Capital work-in-progress	Amount in capital work-in-progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Capital work in progress	5,950.51	567.17	133.89	15.59	6,667.16

Ageing for capital work-in-progress as at March 31, 2023 is as follows: (₹ in lacs)

Capital work-in-progress	Amount in capital work-in-progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Capital work in progress	6,931.16	226.94	87.51	7.32	7,252.93

Intangible assets under development - Ageing schedule

Ageing for intangible asset under development as at March 31, 2024 is as follows: (₹ in lacs)

Intangible assets under development	Amount in capital work-in-progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Intangible asset under developnment	109.71	45.33	91.68	156.87	403.59

Ageing for intangible asset under development as at March 31, 2023 is as follows: (₹ in lacs)

Intangible assets under development	Amount in capital work-in-progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Intangible asset under developnment	85.66	116.36	138.10	180.59	520.71

Notes:-

1) Intangible assets under development mainly represent expenditure incurred on Patents and trademarks pending for granting in favour of the company.
2) There are no projects under intangible assets under development where the completion is over due or has exceeded its cost compared to its original plan.

2.5 The Company has not revalued its Property, Plant and Equipment (including right of use assets) or intangible assets or both during the current or previous year.

Notes on Standalone Financial Statement for the Year ended 31 March 2024

(₹ in lacs)

3	INVESTMENT PROPERTIES	As at 31 March 2024	As at 31 March 2023
	Gross balance at beginning	98.91	413.17
	Additions during the year	-	-
	Disposals / Deductions	33.07	314.26
	Depreciation for the year	1.59	4.31
	Accumulated Depreciation	(7.47)	(8.02)
	Net balance at the end of reporting period	**58.37**	**90.89**
	Fair Value (Refer note 2 below)	**79.88**	**97.82**

Amount recognised in Statement of Profit & Loss for Investment Properties	Year ended 31 March 2024	Year ended 31 March 2023
Rental Income	**0.20**	**1.80**

The investment properties are leased to tenants under short term cancellation lease with rental payable on monthly basis.

Note 1: The investment properties consist of residential properties in India and have been categorized as investment properties based on nature of its uses. There has been no change in the valuation method adopted.

Note 2: The Fair value of investment properties as at 31st March 2024 & as at 31st March 2023 are based on the valuation by a Registered valuer as defined in Rule 2 of Companies (Registered valuer and Valuation) Rules, 2017.

(₹ in lacs)

4	INVESTMENT IN SUBSIDIARIES AND ASSOCIATES	Non-current		Current	
		As at 31 March 2024	As at 31 March 2023	As at 31 March 2024	As at 31 March 2023
	(valued at cost unless stated otherwise)				
	Unquoted equity instruments - fully paid				
	Investment in subsidiaries				
	Poly Medicure (Laiyang) Co. Ltd. China USD 1,100,000 (previous year USD 1,100,000) Membership Interest	472.39	472.39	-	-
	Plan 1 Health India Pvt Ltd.(9999 Equity share of ₹ 10 each)	1.00	1.00	-	-
	"Poly Medicure B.V. Netherlands 23,13,163 Shares @ Euro 1 each (PY 18,96,667 shares)"	5,501.27	5,133.63	-	-
	Investment in associates				
	241,500 (previous Year 195,500) shares of 100 L.E (Egyptian Pound) each in Ultra for Medical Products (U.M.I.C) S.A.E., Egypt	88.67	88.67	-	-
	Total	**6,063.33**	**5,695.69**	**-**	**-**
	Aggregate amount of Unquoted Investment	6,063.33	5,695.69	-	-
	Category wise summary:				
	Financial assets measured at cost (net of provision)	**6,063.33**	**5,695.69**	**-**	**-**

(₹ in lacs)

5	OTHER INVESTMENT	Non-current		Current	
		As at 31 March 2024	As at 31 March 2023	As at 31 March 2024	As at 31 March 2023
	Investment measured at fair value through profit and loss				
	In Liquid Mutual Funds				
	Axis Strategic Bond (G)	-	-	4,594.15	4,257.10
	HDFC Medium Term Debt Fund-Regular Plan-Growth	-	-	221.05	205.68
	ICICI Prudential-Equity & Commodities Mutual Funds	-	-	48.81	39.78
	Kotak Asset AllocRP (G)	-	-	2,843.70	2,164.11
	Kotak Corporate Bond RP (G)	-	-	538.28	500.53
	NIPPON INDIA Corporate Bond Fund(G)	-	-	2,670.23	2,475.93
	Parag Parikh Flexi Cap Fund - Regular Plan - Growth	-	-	2,821.26	2,014.30
	DSP Savings (G)	-	-	216.61	201.80
	"Investment measured at Amortized Cost Motilal Oswal Wealth Limited"	2,044.15	-	-	543.13
	Total	**2,044.15**	**-**	**13,954.10**	**12,402.35**
	Aggregate amount of Unquoted Investment	**2,044.15**	**-**	**13,954.10**	**12,402.35**
	Aggregate provision for diminution in the value of Investment	-	-	-	-
	Category wise summary:				
	Financial assets measured at amortised cost (net of provision)	2,044.15	-	-	543.13
	Financial assets measured at fair value through profit and loss	-	-	13,954.10	11,859.22

5.1 Investments made by the company other than those with a maturity of less than one year, are intended to be held for long term.

5.2 In absence of the active market and non-availability of quotes on recognised stock exchange, investment in fixed maturity plan and liquid mutual funds are disclosed as unquoted and fair value is assessed based on NAV of respective funds.

(₹ in lacs)

6	LOANS	Non-current		Current	
		As at 31 March 2024	As at 31 March 2023	As at 31 March 2024	As at 31 March 2023
	Considered good- Unsecured:				
	Loans and advances to employees	-	-	23.00	29.77
	Loan and advances to Related parties	-	-	-	178.11
	Total	**-**	**-**	**23.00**	**207.88**
	Loans and advances in the nature of loans given to subsidiaries: Type of borrower	**As at 31 March 2024**	**Percentage to the total loans and advances**	**As at 31 March 2023**	**Percentage to the total loans and advances**
	Loans- Current 1) Related parties (Poly Medicure BV, Netherlands) wholly owned subsidiary company”	-	-	178.11	100%

(₹ in lacs)

7	OTHER FINANCIAL ASSETS	Non-current		Current	
		As at 31 March 2024	As at 31 March 2023	As at 31 March 2024	As at 31 March 2023
	(Unsecured, considered good, unless stated otherwise)				
	Security Deposits				
	Considered good	603.84	435.61	89.43	128.32
	Considered doubtful	-	-	11.42	10.12
	Less: Provision for doubtful deposits	-	-	(11.42)	(10.12)
	Interest accrued on bank deposits / loan and advances	17.60	23.57	431.96	463.13
	Dividend / Governing council share from associates	-	-	112.35	97.26
	Other financial assets #	-	-	602.63	7.29
	Non-current bank balances (refer note 12)	709.53	673.86	-	-
	Total	**1,330.97**	**1,133.04**	**1,236.37**	**696.00**

Includes 2.33 lacs (P.Y. ₹ 2.33 lacs) paid under protest for enhanced cost of land, contested in Hon'ble Punjab and Haryana High Court.

7.1	Movement in the provision for doubtful deposits	As at 31 March 2024	As at 31 March 2023
	Balance at the beginning of the year	10.12	6.68
	Movement in the amount of provision (Net)	1.30	3.44
	Balance at the end of the year	**11.42**	**10.12**

(₹ in lacs)

8	OTHER ASSETS	Non-current		Current	
		As at 31 March 2024	As at 31 March 2023	As at 31 March 2024	As at 31 March 2023
	(Unsecured, considered good, unless stated otherwise)				
	Capital Advances				
	Considered Good	3,205.19	3,700.67	-	-
	Considered Doubtful	18.86	18.86	-	-
	Less: Provision for doubtful advances	(18.86)	(18.86)	-	-
	Other loans and advances				
	Advance for goods / services				
	Considered Good	-	-	1,090.92	867.77
	Balance with revenue authorities	-	-	1,757.74	2,514.50
	Amount deposited against Custom/ GST matter under show cause/ appeal	33.46	31.84	-	-
	Advance tax/ tax deducted at source (net of provision)	20.36	20.55	-	-
	Prepaid Expenses	47.93	60.19	267.87	430.49
	GST, Custom & Service tax refundable	-	-	1,727.07	819.88
	Export benefits receivable	-	-	197.24	110.77
	Total	**3,306.94**	**3,813.25**	**5,040.84**	**4,743.41**

8.1	Movement in provision for doubtful advances	As at 31 March 2024	As at 31 March 2023
	Balance at the beginning of the year	18.86	116.36
	Movement in amount of provision (Net)	-	(97.50)
	Balance at the end of the year	**18.86**	**18.86**

(₹ in lacs)

9	INVENTORIES	As at 31 March 2024	As at 31 March 2023
	(Valued at lower of cost and net realizable value)		
	Raw Materials including packing materials	12,202.62	10,816.58
	Goods-in transit	1,169.76	631.02
	Work-in-progress	2,806.62	2,378.97
	Finished Goods	1,864.66	3,667.96
	Stock-in-trade	250.11	176.90
	Stores and spares	1,007.11	608.16
	Total	**19,300.88**	**18,279.59**

9.1 Inventories are hypothecated with bankers against working capital limits (Refer Note No. 19.2)

(₹ in lacs)

10	TRADE RECEIVABLES	As at 31 March 2024	As at 31 March 2023
	Considered good- Unsecured	25,927.82	22,102.02
	Considered Doubtful	295.96	187.85
	Less: Provision for Doubtful Debts	(295.96)	(187.85)
	Total	**25,927.82**	**22,102.02**

Particulars	As at 31 March 2024	As at 31 March 2023
Trade receivable includes:		
Due from Plan 1 Health SRL, Italy, being step-subsidiary	369.08	250.83
Due from Ultra For Medical Products (UMIC), being associate company	697.30	647.23

Movement in the provision for doubtful debts	As at 31 March 2024	As at 31 March 2023
Balance at the beginning of the year	187.85	34.41
Addition/(Deletion)	108.11	153.44
Balance at the end of the year	**295.96**	**187.85**

The concentration of credit risk is limited due to large and unrelated customer base.

Trade receivables are usually on trade terms based on credit worthiness of customers as per the terms of contract with customers.

Trade Receivables - Ageing Schedule (Billed)

Ageing for trade receivables - billed – current outstanding as at March 31, 2024 is as follows: (₹ in lacs)

Particulars	Outstanding for following periods from due date of payment						
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables–considered good	19,333.38	5,086.09	500.68	273.70	353.89	652.74	26,200.48
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables–credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables–considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk (considered good)	-	-	-	0.49	7.65	15.16	23.30
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
							26,223.78
Less: Allowance for doubtful trade receivables							(295.96)
Trade receivables							**25,927.82**

Ageing for trade receivables - billed – current outstanding as at March 31, 2023 is as follows: (₹ in lacs)

Particulars	Outstanding for following periods from due date of payment						
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	15,945.59	5,105.73	222.38	326.80	436.47	237.04	22,274.01
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk (considered good)	-	-	-	-	-	15.86	15.86
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
							22,289.87
Less: Allowance for doubtful trade receivables							(187.85)
Trade receivables							22,102.02

(₹ in lacs)

11	CASH AND CASH EQUIVALENTS	As at 31 March 2024	As at 31 March 2023
	Balances with Banks		
	In current accounts	200.13	11.03
	In deposit accounts, with less than 3 months maturity period	-	-
	Cash on hand (including foreign currency notes)	14.18	27.25
	Total	**214.31**	**38.28**

There are no repatriation restrictions with regard to cash & cash equivalents as at the end of reporting year and prior year. (₹ in lacs)

12	OTHER BANK BALANCES	Non-current		Current	
		As at 31 March 2024	As at 31 March 2023	As at 31 March 2024	As at 31 March 2023
	Unclaimed dividend accounts	-	-	41.25	36.92
	Held as margin money	670.25	540.97	-	-
	Deposits with more than 3 months but less than 12 months maturity period	-	-	13,439.27	17,020.16
	Deposits with more than 12 months maturity period	39.28	132.89	-	-
	Amount disclosed under the head “other Non Current Financial Assets” (Refer note 7)	(709.53)	(673.86)	-	-
	Total	**-**	**-**	**13,480.52**	**17,057.08**

13	EQUITY SHARE CAPITAL	As at 31 March 2024		As at 31 March 2023	
		No. of Shares	₹ in Lacs	No. of Shares	₹ in Lacs
	Authorized share Capital				
	Equity Shares of 5 each	120,000,000	6,000.00	120,000,000	6,000.00
	Issued, subscribed & paid up shares				
	Equity Shares of 5 each fully paid up	95,971,417	4,798.58	95,944,342	4,797.23
	Total	**95,971,417**	**4,798.58**	**95,944,342**	**4,797.23**

13.1 Reconciliation of the shares outstanding at the beginning and at the end of the reporting year (₹ in lacs)

Particulars	As at 31 March 2024		As at 31 March 2023	
	No. of Shares	₹ in Lacs	No. of Shares	₹ in Lacs
At the beginning of the year	95,944,342	4,797.23	95,900,342	4,795.02
Add: Issued during the year by way of ESOP	27,075	1.35	44,000	2.20
Outstanding at the end of year	**95,971,417**	**4,798.58**	**95,944,342**	**4,797.23**

13.2 Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 5 (P.Y. ₹ 5). Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The final dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

13.3 Details of shareholders' holding more than 5% shares in the company

Particulars	As at 31 March 2024		As at 31 March 2023	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Equity Share of ₹ 5 each (Previous Year ₹ 5 each)				
M/s Ezekiel Global Business Solutions LLP	12,361,320	12.88%	12,361,320	12.88%
Mr. Rishi Baid	9,766,356	10.18%	9,893,048	10.31%
M/s Zetta Matrix Consulting LLP	8,322,160	8.67%	8,322,160	8.67%
Mr. Himanshu Baid	7,907,624	8.24%	7,907,624	8.24%

The aforesaid disclosure is based upon percentages computed separately for each class of shares outstanding, as at the balance sheet date. As per records of the company, including its register of shareholders / members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

13.4 Detail of Shares held by promoters at the end of the year

Disclosure of shareholding of promoters as at March 31,2024 is as follows:

S. No	Promoter name	As at March 31, 2024		As at March 31, 2023		% change during the year
		No. Of shares	% of total shares	No. Of shares	% of total shares	
1	Rishi Baid	9,766,356	10.18%	9,893,048	10.31%	-1.28%
2	Himanshu Baid	7,907,624	8.24%	7,907,624	8.24%	0.00%
3	Himanshu Baid HUF	3,839,200	4.00%	3,839,200	4.00%	0.00%
4	Vcb Trading LLP	3,541,144	3.69%	3,541,144	3.69%	0.00%
5	Jai Polypan Pvt. Ltd.	3,352,000	3.49%	3,352,000	3.49%	0.00%
6	Smt.Mukulika Baid	3,062,400	3.19%	3,062,400	3.19%	0.00%
7	Rishi Baid HUF	2,780,000	2.90%	2,780,000	2.90%	0.00%
8	Jugal Kishore Baid	2,279,376	2.38%	2,279,376	2.38%	0.00%
9	Vishal Baid	1,681,360	1.75%	1,681,360	1.75%	0.00%
10	Shaily Baid	1,188,000	1.24%	1,188,000	1.24%	0.00%
11	Shireen Baid	1,121,600	1.17%	1,121,600	1.17%	0.00%
12	Neha Baid	1,024,000	1.07%	1,024,000	1.07%	0.00%
13	Dhruv Baid	360,000	0.38%	360,000	0.38%	0.00%
14	Arham Baid	280,000	0.29%	280,000	0.29%	0.00%
15	Aaryaman Baid	280,000	0.29%	280,000	0.29%	0.00%
16	Madhu Kothari	151,200	0.16%	171,200	0.18%	-11.68%
17	Vinay Kothari	56,000	0.06%	56,000	0.06%	0.00%
18	Bhupendra Raj Mehta	1,600	0.00%	1,600	0.00%	0.00%

19	Zetta Matrix Consulting LLP	8,322,160	8.67%	8,322,160	8.67%	0.00%
20	Polycure Martech Limited	10,000	0.01%	10,000	0.01%	0.00%
Total		**51,004,020**	**53.16%**	**51,150,712**	**53.31%**	**-0.29%**

Disclosure of shareholding of promoters as at March 31,2023 is as follows:

Shares held by Promoters at the end of year		**As at March 31,2023**		**As at March 31,2022**		**% change during the year**
S. No	**Promoter name**	**No. Of shares**	**% of total shares**	**No. Of shares**	**% of total shares**	
1	Rishi Baid	9,893,048	10.31%	9,893,048	10.32%	0.00%
2	Himanshu Baid	7,907,624	8.24%	7,907,624	8.25%	0.00%
3	Himanshu Baid HUF	3,839,200	4.00%	3,839,200	4.00%	0.00%
4	Vcb Trading LLP	3,541,144	3.69%	3,541,144	3.69%	0.00%
5	Jai Polypan Pvt. Ltd.	3,352,000	3.49%	3,352,000	3.50%	0.00%
6	Smt.Mukulika Baid	3,062,400	3.19%	3,062,400	3.19%	0.00%
7	Rishi Baid HUF	2,780,000	2.90%	2,780,000	2.90%	0.00%
8	Jugal Kishore Baid	2,279,376	2.38%	2,279,376	2.38%	0.00%
9	Vishal Baid	1,681,360	1.75%	1,681,360	1.75%	0.00%
10	Shaily Baid	1,188,000	1.24%	1,188,000	1.24%	0.00%
11	Shireen Baid	1,121,600	1.17%	1,121,600	1.17%	0.00%
12	Neha Baid	1,024,000	1.07%	1,024,000	1.07%	0.00%
13	Dhruv Baid	360,000	0.38%	360,000	0.38%	0.00%
14	Arham Baid	280,000	0.29%	280,000	0.29%	0.00%
15	Aaryaman Baid	280,000	0.29%	280,000	0.29%	0.00%
16	Madhu Kothari	171,200	0.18%	171,200	0.18%	0.00%
17	Vinay Kothari	56,000	0.06%	56,000	0.06%	0.00%
18	Bhupendra Raj Mehta	1,600	0.00%	1,600	0.00%	0.00%
19	Zetta Matrix Consulting LLP	8,322,160	8.67%	-	0.00%	100.00%
20	Polycure Martech Limited	10,000	0.01%	10,000	0.01%	0.00%
Total		**51,150,712**	**53.31%**	**42,828,552**	**44.67%**	**19.43%**

13.5 Dividend paid during the year ended 31st March, 2024 represents amount of Rs 2,878.33 lakhs towards final dividend for the year ended 31st March, 2023. Dividend declared by the company are based on profit available for distribution. On 17th May 2024 The Board Of Directors of the company have proposed final dividend of Rs 3/- per share in respect of the year ended 31st March, 2024 subject to approval at the Annual General Meeting and if approved would result in cash outflow of Rs 2,879.14 lakhs

13.6 **Shares reserved for issue under Employees Stock option Plan:-**

Information relating to employees stock option plan, including details of options issued, exercised and lapsed during the financial year and options outstanding as at the end of the reporting period are set out in note no. 44

(₹ in lacs)

14	OTHER EQUITY	As at 31 March 2024	As at 31 March 2023
	Capital Reserve		
	Surplus on re-issue of forfeited shares	13.19	13.19
	Application money received on Preferential Warrants issued to promoters forfeited	33.79	33.79
	Closing Balance	**46.98**	**46.98**
	Securities Premium		
	Balance at the beginning of the year	39,240.45	39,127.01
	Addition during the year	126.98	148.35
	Adjustment of deferred tax amount on share issue expenses adjusted from securities premium account	(34.92)	(34.91)
	Closing Balance	**39,332.51**	**39,240.45**
	Share Based Payment Reserve Account		
	Balance at the beginning of the year	230.53	152.51
	Addition/(deletion)during the year (Net of Lapses)	109.48	78.02
	Closing Balance	**340.01**	**230.53**
	General Reserve		
	Balance at the beginning of the year	26,134.83	23,634.83
	Add: Transferred from Surplus in Statement of Profit and Loss	2,500.00	2,500.00
	Closing Balance	**28,634.83**	**26,134.83**
	Surplus in statement of Profit and Loss		
	Balance at the beginning of the year	52,869.63	39,863.11
	Add: Additions during the year	25,172.34	17,904.47
	Less: Dividend paid	(2,878.33)	(2,397.95)
	Less: Transferred to General Reserve	(2,500.00)	(2,500.00)
	Closing Balance	**72,663.64**	**52,869.63**
	Other Comprehensive Income (OCI) Re-measurement gain/(loss) of defined benefit plan (net of tax)		
	Balance at the beginning of the year	92.80	77.98
	Add: Addition during the year	(84.52)	14.82
	Closing Balance	**8.28**	**92.80**
	Grand Total	**141,026.25**	**118,615.22**

Nature and Purpose of Reserves:

a) Capital Reserve: Capital Reserve represents surplus on re-issue of forfeited shares and also forfeiture of application money on preferential warrants issued and is not available for distribution as dividend.

b) Securities Premium: Securities Premium is used to record premium on issue of shares. The reserve can be utilised only for limited purpose in accordance with the provisions of Companies Act, 2013.

c) Share Based Payment Reserve Account: Share Based Payment reserve account is used to recognise grant date fair value of options issued to employees under employee stock option plan.

d) General Reserve: The General Reserve is a free reserve which is used from time to time to transfer profits from/ to retained earning for appropriation purposes. As the General Reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items including in General Reserve will not be reclassified subsequently to statement of profit or loss.

e) Surplus Statement of Profit and loss: This represents undistributed earnings accumulated by the Company as at Balance sheet date.

(₹ in lacs)

15	BORROWINGS	Non-current		Current	
		As at 31 March 2024	As at 31 March 2023	As at 31 March 2024	As at 31 March 2023
	Secured - At Amortized Cost				
	(i) Term loans from banks	-	1,155.77	1,095.52	2,205.09
	(ii) Deferred payment liabilities	108.81	-	345.22	-
	Amount disclosed under the head “Borrowings - Current ” (note 19)	-	-	(1,440.74)	(2,205.09)
	Total	**108.81**	**1,155.77**	**-**	**-**

15.1	Term loan comprises the following:	Non-current		Current	
		As at 31 March 2024	As at 31 March 2023	As at 31 March 2024	As at 31 March 2023
	From Bank				
	Foreign Currency Loan ##	-	1,155.77	1,095.52	2,205.09

Net off ₹ 0.72 Lacs (PY 7.21 Lacs) as finance charge.

15.2 Terms of repayment:

Particular	Weighted average Rate of interest (P.A.)	Install-ment	Outstanding as at 31.03.2024	Annual repayment schedule	
				2024-25	2025-26
Foreign Currency Loan ##	3.83%	Quarterly	1,096.24	1,096.24	-

includes ₹ 0.72 Lacs (PY 7.21 Lacs) as prepaid finance charge.

15.3 Details of Security:

a Term Loans from State Bank of India are secured by first charge on entire fixed assets of the (including Plant & Machinery, Office Equipment Furniture & Fixtures and other Fixed Assets) of the Company (Present & future), including equitable mortgage of factory land & buildings, located at Plot no. 104 & 105, Plot no. 115 & 116, Sector 59, HSIIDC Industrial Estate, Faridabad (Haryana), Plot no.113, HUDA Industrial Area, Sector 59, Faridabad (Haryana) and Second Pari passu charge on Stock & Receivables of the Company.

b Foreign Currency Loan (ECB) from HSBC Bank (Mauritius) Ltd. is secured by first pari passu charge on entire fixed assets of the Company including land, building and other fixed assets (including Plant & Machinery, Office Equipment and Furniture & Fixtures and all other Fixed Assets) of the Company (Present & Future), situated at Plot no. 104 & 105, 115 & 116, HSIIDC, Sector-59, Faridabad, Plot No. 113, Huda, Sector 59, Faridabad, Plot no. 17, SIDCUL, Haridwar and Plot No. PA-010-019, Light Engineering, SEZ, Jaipur and second pari passu charge on stock and receivables of the Company.

Foreign Currency Loan (ECB) of from HSBC Bank (Mauritius) Ltd. is secured by first pari passu charge with State Bank of India on entire fixed assets of the Company, including land, building and other fixed assets (including Plant & Machinery) of the Company (Present & Future), situated at Plot no. 104 & 105, 115 & 116, HSIIDC Industrial Estate, Sector-59, Faridabad, Plot no. 113, HUDA Industrial Area, Sector 59, Faridabad, Plot no. 17, SIDCUL, Haridwar, Plot no. PA-010-019, Light Engineering, SEZ, Jaipur & also first pari-passu charge with HSBC, India on entire

fixed assets of the Company Including land, building and other fixed assets (including Plant & Machinery) of the Company Present & Future), situated at Plot no. 34, Sector 68, IMT, Faridabad and second pari passu charge with other term lenders i.e. State Bank of India, Citi Bank, HSBC, Mauritius and HSBC, India on stock and receivables of the Company.

c Deferred payment liabilities represents assets acquired on deferred credit terms.

15.4 a) As on the balance sheet date, there are no defaults in repayment of loans and interest thereon.
b) The borrowings obtained by the company from banks have been applied for the purpose for which loans were taken.
c) There are no charges or satisfaction of charges which are yet to be registered with the Registrar of Companies beyond statutory period except as under:-

Brief description of satisfaction of charge	Location of Registrar	Period	Reason for delay
Charge of ₹ 3581.54 lacs on borrowing from HSBC	Registrar of Companies Delhi & Haryana	FY 2021-22	Pending at HSBC Bank level. The company is following up with HSBC Bank (Mauritius) for charge satisfaction.

d) The company is required to maintain debt covenants and the company has complied with all the debt covenants in both year ended 31st March 2024 and 31st March 2023.

e) The company has not been declared as a wilful defaulter by any bank or financial institution or goverment or any goverment authority.

(₹ in lacs)

16	OTHER NON-CURRENT FINANCIAL LIABILITIES	As at 31 March 2024	As at 31 March 2023
	Security Deposit from Agent/ Others	69.40	65.66
	Deferred interest on deferred payment liability	3.42	-
	Total	**72.82**	**65.66**

(₹ in lacs)

17	PROVISIONS	Non-current		Current	
		As at 31 March 2024	As at 31 March 2023	As at 31 March 2024	As at 31 March 2023
	Provision for employee benefits				
	Gratuity	191.33	172.39	27.47	17.24
	Leave Encashment	228.80	136.66	26.74	20.97
	Provision for CSR expense	-	-	-	16.99
	Total	**420.13**	**309.05**	**54.21**	**55.20**

18 DEFERRED TAX LIABILITIES

In accordance with IND AS - 12, the company has accounted for deferred taxes during the year as under:

Following are the major components of Deferred Tax Liabilities and Deferred Tax Assets:

(₹ in lacs)

Particulars	As at 31 March 2024						
	" Balance as at April 1 2023 "	Recognised in profit & loss	Recognised in OCI	Adjusted in Other Equity	Net Deferred Tax	Deferred Tax Liability	Deferred Tax Assets
Property, plant and equipment and intangible assets	1,734.47	637.12	-	-	2,371.59	2,371.59	-
Provision for defined benefit plan - P&L	(69.79)	(49.60)	-	-	(119.39)	-	(119.39)
Provision for defined benefit plan - OCI	34.17	-	(28.43)	-	5.74	5.74	-
Provision for Bonus	(34.03)	19.19	-	-	(14.84)	-	(14.84)
Provision for doubtful debts and advances	(54.58)	(27.53)	-	-	(82.11)	-	(82.11)
Exchange difference impact under Sec 43A of Income Tax Act.	(48.27)	26.24	-	-	(22.03)	-	(22.03)
IND AS 116	(2.75)	(2.95)	-	-	(5.70)	-	(5.70)
Share issue expense adjusted against other equity	(69.82)	-	-	34.91	(34.91)	-	(34.91)
Unrealised Gains on fair value measurement of mutual fund	54.06	295.93	-	-	349.99	349.99	-
Deferred Tax (Assets) / Liabilities	**1,543.47**	**898.41**	**(28.43)**	**34.91**	**2,448.34**	**2,727.32**	**(278.98)**

(₹ in lacs)

Particulars	As at 31 March 2023						
	" Balance as at April 1 2022 "	Recognised in profit & loss	Recognised in OCI	Adjusted in Other Equity	Net Deferred Tax	Deferred Tax Liability	Deferred Tax Assets
Property, plant and equipment and intangible assets	1,528.07	206.40	-	-	1,734.47	1,734.47	-
Provision for defined benefit plan - P&L	(75.72)	5.93	-	-	(69.79)	-	(69.79)
Provision for defined benefit plan - OCI	29.19	-	4.98	-	34.17	34.17	-
Provision for Bonus	(1.35)	(32.68)	-	-	(34.03)	-	(34.03)
Provision for doubtful debts and advances	(39.63)	(14.95)	-	-	(54.58)	-	(54.58)
Exchange difference impact under Sec 43A of Income Tax Act.	(45.64)	(2.63)	-	-	(48.27)	-	(48.27)
IND AS 116	(6.93)	4.18	-	-	(2.75)	-	(2.75)
Share issue expense adjusted against other equity	(104.73)	-	-	34.91	(69.82)	-	(69.82)
Unrealised Gains on fair value measurement of mutual fund	330.08	(276.01)	-	-	54.06	54.06	-
Deferred Tax (Assets) / Liabilities	**1,613.34**	**(109.76)**	**4.98**	**34.91**	**1,543.47**	**1,822.70**	**(279.23)**

18.1 Movement on the deferred tax account is as follows:

(₹ in lacs)

Particulars	As at 31 March 2024	As at 31 March 2023
Balance at the beginning of the year	1,543.47	1,613.34
(Credit)/ Charge to the statement of profit and loss	898.41	(109.76)
(Credit)/ Charge to other comprehensive income	(28.43)	4.98
Adjusted in Other Equity	34.91	34.91
Balance at the end of the year	**2,448.34**	**1,543.47**

(₹ in Lacs)

19	BORROWINGS - CURRENT	As at 31 March 2024	As at 31 March 2023
	Secured - from banks		
	Cash / Export Credit Loan	14,508.12	10,090.48
	Current maturities of long-term borrowings (Refer note no. 15)	1,440.74	2,205.09
	Total	**15,948.86**	**12,295.57**

19.1 Working Capital limits from State Bank of India, Citi Bank N.A., The Hongkong & Shanghai Banking Corporation Limited and HDFC Bank Limited are secured by way of first pari-passu charge on entire current assets of the Company (present & future), including stocks of raw materials, stock in process, finished goods, stores & spares lying at factories , godowns or elsewhere (including goods in transit) and book debts / receivables and further secured by second pari-passu charge on entire residual fixed assets of the company.

19.2 The company has borrowings from banks on the basis of security of current assets. The company has complied with the requirement of filing of monthly/quarterly returns/ statements of current assets with the bank and these returns are in agreement with the books of accounts for the year ended 31st March 2024 and 31st March 2023.

(₹ in Lacs)

20	TRADE PAYABLES	As at 31 March 2024	As at 31 March 2023
	Total outstanding dues of micro enterprises and small enterprises	1,422.61	1,387.17
	Total outstanding dues of trade payables and acceptances other than above*	7,475.76	6,421.66
	Total	**8,898.37**	**7,808.83**

* Includes due to Plan 1 Health SRL step subsidiaries ₹ 34.71 lacs (PY Nil).

The information as required to be disclosed under The Micro, Small and Medium Enterprises Development Act, 2006 ("the Act") has been determined to the extent such parties have been identified by the company, on the basis of information and records available with them. This information has been relied upon by the auditors.

(₹ in Lacs)

	Particulars	As at 31 March 2024	As at 31 March 2023
a	the principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier at the end of each accounting year;		
	- Principal Amount	1,422.61	1,387.17
	- Interest due		
b	the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
c	the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	-	-
d	the amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-
e	the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

Ageing Schedule

Ageing for trade payables outstanding as at March 31, 2024 is as follows: (₹ in Lacs)

Particulars	Outstanding for following periods from due date of payment					
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	1,422.61	-	-	-	-	1,422.61
(ii) Others	5,500.32	1,309.87	39.72	29.13	26.93	6,905.97
(iii) Disputed dues – MSME	-	-	-	-	-	-
(iv)Disputed dues - Others	-	-	-	-	-	-
Total	**6,922.93**	**1,309.87**	**39.72**	**29.13**	**26.93**	**8,328.58**
Accrued Expenses						569.79
						8,898.37

Ageing Schedule

Ageing for trade payables outstanding as at March 31, 2023 is as follows: (₹ in Lacs)

Particulars	Outstanding for following periods from due date of payment					
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	1,387.17	-	-	-	-	1,387.17
(ii) Others	3,574.06	2,454.29	71.92	13.50	9.69	6,123.46
(iii) Disputed dues – MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
Total	**4,961.23**	**2,454.29**	**71.92**	**13.50**	**9.69**	**7,510.63**
Accrued Expenses						298.20
						7,808.83

Notes:- 1) The amount of trade payables are unsecured and non interest bearing and are usually on varying trade term.
2) The amounts falling in the category of more than one year are related to pending obligations on the part of suppliers/vendors as per agreed terms and conditions mentioned in respective purchase order/contract.

(₹ in Lacs)

21	OTHER CURRENT FINANCIAL LIABILITIES	As at 31 March 2024	As at 31 March 2023
	Interest accrued but not due on borrowings	11.88	24.02
	Interest accrued and due on borrowings / Security deposits	-	3.15
	Unclaimed dividends	41.25	36.92
	Other payables		
	Employees related liabilities	3,038.83	2,346.50
	Liability on account of outstanding forward contracts	6.22	21.95
	Payables for capital goods	1,625.74	953.81
	Other financial liabilities	239.46	101.29
	Total	**4,963.38**	**3,487.67**

The company have transferred ₹ 4.21 lacs (31st March 2023 ₹ 3.87 lacs) out of unclaimed dividend to Investor Education and Protection Fund of Central Goverement in accordance with the provisions of section 124 of Companies Act. 2013. There are no outstanding dues to be paid to Investor Education and Protection Fund.

(₹ in Lacs)

22	OTHER CURRENT LIABILITIES	As at 31 March 2024	As at 31 March 2023
	Advance from customers	950.23	1,955.59
	Other payables		
	Statutory dues	1,625.28	1,084.80
	Total	**2,575.51**	**3,040.39**

(in Lacs)

23	CURRENT TAX LIABILITIES (NET)	As at 31 March 2024	As at 31 March 2023
	Provision for Tax (Net of prepaid taxes of ₹ 7,281.36 lacs)	127.94	83.76
	Total	**127.94**	**83.76**

(₹ in Lacs)

24	REVENUE FROM OPERATIONS	Year ended 31 March 2024	Year ended 31 March 2023
	Sale of products		
	Manufactured goods	128,800.05	105,313.89
	Traded Goods	914.60	833.39
	Other operating revenues		
	Export and other Incentives	786.46	496.31
	Sale of scrap	223.80	160.91
	Total	**130,724.91**	**106,804.50**

The Disclosures as required by Ind-AS 115 are as under :

Particulars

The Company disaggregates revenue based on nature of products/geography as under :	Year ended 31 March 2024	Year ended 31 March 2023
Revenue based on Geography		
Sales		
Domestic	40,771.59	34,400.52
Export	88,943.06	71,746.76
Other operating revenue		
Domestic-Export and other incentives and Scrap	1,010.26	657.22
Total	**130,724.91**	**106,804.50**

Revenue based on Nature of Products	Year ended 31 March 2024	Year ended 31 March 2023
Medical Devices	129,714.65	106,147.28
Export incentives	786.46	496.31
Scrap & Others	223.80	160.91
Total	**130,724.91**	**106,804.50**

Reconciliation of Revenue	Year ended 31 March 2024	Year ended 31 March 2023
Gross value of contract price	130,241.11	106,601.59
Less : Variable components i.e., Rebate & discount	526.46	454.31
Other operating revenue	1,010.26	657.22
Revenue from operations as recognized in financial statement	**130,724.91**	**106,804.50**

Reconciliation of Advance received from Customers	Year ended 31 March 2024	As at 31 March 2023
Balance at the beginning of the period	1,955.59	1,167.95
Less: Revenue recognized out of balance of advance received from customer at beginning of year	1,833.05	1,069.19
Add : Advance received during the year from customers for which performance obligation is not satisfied and shall be recognized as revenue in next year	827.69	1,856.83
Balance as at the end of the year	**950.23**	**1,955.59**

The Company have orders in hand as at 31st March 2024 for ₹ 20,628.12 lacs, for which performance obligation amounting to ₹ 20,628.12 lacs will be recognized as revenue during the next reporting year.

(₹ in Lacs)

25	OTHER INCOME	Year ended 31 March 2024	Year ended 31 March 2023
	Lease Rental	32.40	32.40
	Interest Income/ Dividend Income		
	Interest Income on Fixed and other Deposits	1,154.86	588.00
	Interest income on Bond/Debenture	261.37	-
	Interest Income from Financial Assets Measured at Amortised Cost	34.29	10.96
	Dividend/ Governing Council Share	84.47	55.35
	Other non-operating income		
	Rental Income from Investment Property	0.20	1.80
	Government Grants and Subsidies	324.12	325.19
	Income from Mutual Funds	-	935.50
	Miscellaneous Income	130.43	252.43
	Other Gain		
	Provisions / Liabilities no longer required written back (net)	51.32	21.23
	Gain on fixed assets sold/discarded	62.28	10.03
	Gain on Foreign Exchange Fluctuation (net)	1,587.05	1,395.85
	Unrealised gain on valuation of mutual funds measured at fair value through profit or loss	2,094.88	-
	Total	**5,817.67**	**3,628.74**

(₹ in Lacs)

26	COST OF RAW MATERIALS INCLUDING PACKING MATERIALS CONSUMED	Year ended 31 March 2024	Year ended 31 March 2023
	Raw Material Consumed		
	Inventory at the beginning of the year	9,529.32	8,180.11
	Add: Purchases during the year	35,605.41	32,418.28
	Less: Inventory at the end of the period	10,787.71	9,529.32
	Cost of raw material consumed (A)	**34,347.02**	**31,069.07**
	Packing Material Consumed		
	Inventory at the beginning of the year	1,287.26	853.46
	Add: Purchases during the year	9,057.43	8,849.22
	Less: Inventory at the end of the period	1,414.91	1,287.26
	Cost of packing material consumed (B)	**8,929.78**	**8,415.42**
	Total (A+B)	**43,276.80**	**39,484.49**

The above consumption figures are disclosed on the basis of derived figures and are after adjusting excesses and shortages ascertained on physical count, unserviceable items, etc.

(₹ in Lacs)

27	CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE	Year ended 31 March 2024	Year ended 31 March 2023	(Increase)/ Decrease
	Inventories at the end of period			
	Finished Goods and Stock in Trade	2,114.77	3,844.87	1,730.08
	Work in progress	2,806.62	2,378.97	(427.65)
	Total	**4,921.39**	**6,223.84**	**1,302.43**
		Year ended 31 March 2023	**Year ended 31 March 2022**	**(Increase)/ Decrease**
	Inventories at the beginning of year			
	Finished Goods and Stock in Trade	3,844.87	2,950.95	(893.92)
	Work in progress	2,378.97	1,720.76	(658.21)
	Total	**6,223.84**	**4,671.71**	**(1,552.13)**

(₹ in Lacs)

28	EMPLOYEE BENEFITS EXPENSES	Year ended 31 March 2024	Year ended 31 March 2023
	Salaries, wages and bonus	21,162.80	17,457.04
	Contributions to Provident Fund and others	1,239.16	1,033.09
	Share based payment to employees	211.44	192.74
	Staff Welfare Expenses	272.05	152.04
	Total	**22,885.45**	**18,834.91**

(₹ in Lacs)

29	RESEARCH AND DEVELOPMENT EXPENSES	Year ended 31 March 2024	Year ended 31 March 2023
	Revenue Expenditure charged to statement of profit and loss		
	Cost of components and Material Consumed (Net)	1,232.85	1,102.85
	Employee benefits expenses	559.76	517.79
	Power and Fuel	38.43	38.78
	Travelling & Conveyance	19.58	23.32
	Other Misc Expenses	22.29	48.02
	Legal & Professional Charges	19.72	45.28
	Total amount spent on Research and Development	**1,892.63**	**1,776.04**

(₹ in Lacs)

30	FINANCE COST	Year ended 31 March 2024	Year ended 31 March 2023
	Interest expense		
	Interest on loans	920.11	505.17
	Interest on Income Tax	14.47	5.34
	Exchange difference to the extent considered as an adjustment to interest costs	36.68	261.19
	Interest on Lease Liabilities	42.48	28.82
	Others		
	Other amortised borrowing costs	60.35	29.55
	Total	**1,074.09**	**830.07**

(₹ in Lacs)

31	DEPRECIATION AND AMORTISATION EXPENSES	Year ended 31 March 2024	Year ended 31 March 2023
	Depreciation of tangible assets	5,776.29	5,186.19
	Amortisation of intangible assets	280.73	249.49
	Depreciation of investment properties	1.59	4.31
	Amortisation of Right to Use	146.57	123.69
	Total	**6,205.18**	**5,563.68**

(₹ in Lacs)

32	OTHER EXPENSES	Year ended 31 March 2024	Year ended 31 March 2023
	Consumption of stores and spare parts	2,712.82	2,147.70
	Power and Fuel	4,308.79	3,732.78
	Job Work Charges	9,100.56	7,717.28
	Other Manufacturing Expenses	202.80	223.25
	Repairs to Building	130.97	88.91
	Repairs to Machinery	153.44	160.97
	Repairs to Others	80.51	33.47
	Insurance (Net)	292.42	226.59
	Short term lease	84.40	68.04
	Rates, Taxes & Fee	140.69	77.57
	Travelling & Conveyance	2,235.92	1,646.41
	Legal & Professional Fees	1,431.19	1,387.81
	Auditors' Remuneration	17.79	17.77
	Commission and Sitting Fees to Non-Executive Directors	145.75	140.50

Donations	224.99	187.32
Bank Charges	210.87	189.32
Advertisement	13.16	11.34
Commission on sales	615.74	644.91
Freight & Forwarding (Net)	1,128.73	641.57
Business Promotion	324.74	266.92
Exhibition Expenses	339.18	306.37
Rebate, Discounts & Claims	88.82	47.52
Provision for Doubtful debts / Advances (net)	109.41	59.39
Bad debts / Misc. Balances written off (net)	118.09	14.22
CSR Expenditure	573.91	315.34
Communication expense	84.26	76.68
Unrealised loss on valuation of mutual funds measured at fair value through profit or loss	-	400.69
Listing fees	8.62	12.37
Premium on purchase of Bond/Debenture	116.06	-
Other Miscellaneous Expenses	719.89	449.15
Total	**25,714.52**	**21,292.16**

(₹ in Lacs)

Payment to Auditors	**Year ended 31 March 2024**	**Year ended 31 March 2023**
Audit Fee	13.00	13.00
Limited Review of Results	3.00	3.00
In other capacity		
(a) For certification work	0.39	0.52
(b) For Others	0.32	0.49
Reimbursement of expenses	1.08	0.76
Total	**17.79**	**17.77**

(₹ in Lacs)

		Year ended 31 March 2024	**Year ended 31 March 2023**
33	**TAX EXPENSES**		
	Tax expenses comprises of:		
	Current tax	7,409.30	5,870.26
	Earlier year tax adjustment (net)	9.34	17.74
	Deferred tax	898.41	(109.76)
	Total	**8,317.05**	**5,778.24**

(₹ in Lacs)

Reconciliation of tax expenses and accounting profit multiplied by Indian tax rate	Year ended 31 March 2024	Year ended 31 March 2023
Profit before tax	33,489.39	23,682.71
Applicable tax rate	25.17%	25.17%
Tax at the Indian tax rate of 25.17% (Previous year 25.17%)	8,429.28	5,960.94
Adjustment of expenses disallowed under income tax	(350.48)	(6.02)
Adjustment of expenses allowable under income tax	(63.91)	(103.94)
Other allowable deduction (including Ind AS adjustments)	(605.59)	17.54
Current Tax (Normal Rate)	7,409.30	5,868.51
Additional Current Tax due to Special Rate	-	1.74
Current Tax (A)	7,409.30	5,870.26
Incremental Deferred tax Liability on timing Differences (Net)	898.41	(109.76)
Deferred Tax (B)	898.41	(109.76)
Tax expenses for earlier year (net) (C)	9.34	17.74
Tax expenses recognised in the statement of profit and loss (A+B+C)	8,317.05	5,778.24
Effective tax rate	24.83%	24.40%

POLY MEDICURE LIMITED

Notes to Standalone Financial Statements for the year ended 31 March, 2024

CORPORATE AND GENERAL INFORMATION

Poly Medicure Limited ("the Company") is domiciled and incorporated in India and its equity shares are listed at Bombay Stock Exchange (BSE) and National Stock Exchange (NSE). The registered office of the company is situated at 232B, 3rd Floor, Okhla Industrial Estate, Phase III, New Delhi, India.

The Company is a manufacturer/producer of Medical Devices.

The standalone financial statements of the company for the year ended 31st March 2024 were approved and authorized for issue by the Board of directors in their meeting held on 17th May 2024

STATEMENT OF COMPLIANCE

The financial statements are a general purpose financial statement which have been prepared in accordance with the Companies Act 2013, Indian Accounting Standards and complies with other requirements of the law.

BASIS OF PREPARATION

These financial statements have been prepared complying in all material respects as amended from time to time with the accounting standards notified under Section 133 of the Companies Act 2013, read with the Companies (Indian Accounting Standards) Rules as amended. The financial statements comply with IND AS notified by Ministry of Corporate Affairs ("MCA").

The preparation of the financial statements requires management to make estimates and assumptions. Actual results could vary from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised, if the revision effects only that period or in the period of the revision and future periods if the revision affects both current and future years.

Classification of Assets and Liabilities into Current and Non- Current

The Company presents its assets and liabilities in the Balance Sheet based on current/ non-current classification.

An asset is treated as current when it is:
a) expected to be realized or intended to be sold or consumed in normal operating cycle;
b) held primarily for the purpose of trading;
c) expected to be realized within twelve months after the reporting period; or
d) cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is treated as current when :

a) it is expected to be settled in normal operating cycle;
b) it is held primarily for the purpose of trading;
c) it is due to be settled within twelve months after the reporting period; or
d) there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the company has ascertained its operating cycle being a period within twelve months for the purpose of current and non-current classification of assets and liabilities.

MATERIAL ACCOUNTING POLICIES

a Basis of Measurement

The Financial Statements of the company are consistently prepared and presented under historical cost convention on an accrued basis in accordance with IND AS except for certain Financial Assets and Financial Liabilities that are measured at fair value.

The financial statements are presented in Indian Rupees (`INR'), which is the Company's functional and presentation currency and all amounts are rounded to the nearest Lacs (except otherwise indicated).

b Property, plant and equipment

(i) Property, plant and equipment situated in India are carried at historical cost of acquisition, construction or manufacturing cost, as the case may be less accumulated depreciation and amortization. Freehold land is carried at cost of acquisition. Cost represents all expenses directly attributable to bringing the asset to its working condition capable of operating in the manner intended.

(ii) Depreciation

Depreciation on Property, plant and equipment is provided on Straight Line Method over their useful lives and in the manner specified in Schedule II of the Companies Act, 2013 except in respect of certain categories of assets where the useful life of the assets has been assessed based on a technical evaluation. The estimated useful life and residual values are reviewed at the end of each reporting period with the effect of any change in estimate accounted for on a prospective basis.

The estimated useful lives are as mentioned below: -

Type of Assets	Useful life as per Schedule II of the Companies Act 2013	Useful life taken
Lease hold Land	lease period	lease period
Building	30	30
Plant and Equipment	15	15-25
Furniture and Fixture	10	10
Office Equipment	5	5
Computer Equipment	3	3
Vehicle	8	8

The company believes that the technically evaluated useful lives of Automated Plant and Equipment different from Schedule-II of companies Act 2013 best represents the Period over which assets are expected to be used.

(iii) Component Accounting

When significant parts of property, plant and equipment are required to be replaced at intervals, the Company derecognizes the replaced part, and recognizes the new part with its own associated useful life and it is depreciated accordingly. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement, if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in the Statement of Profit and Loss as incurred. The present value of the expected cost for the decommissioning of the asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

(iv) Stores and Spares which meets the definition of Property, plant and equipment and satisfying recognition criteria of Ind AS - 16 are capitalized as Property, plant and equipment and until that in capital work in progress.

(v) Lease Hold Assets are amortized over the period of lease.

(vi) Expenditure during construction/erection period is included under Capital Work-in-Progress and is allocated to the respective property plant and equipment on completion of construction/ erection.

(vii) Property, plant and equipment are eliminated from financial statement, either on disposal or when retired from active use. Losses arising in the case of retirement of Property, plant and equipment and gains or losses arising from disposal of property, plant and equipment are recognized in Statement of Profit and Loss in the year of occurrence.

(viii) The assets residual values, useful lives and methods of depreciation are reviewed at each financial year end and adjusted prospectively, if appropriate.

(ix) Capital work in progress includes cost of Property, Plant and Equipment which are not ready for their intended use.

c Intangible assets:

(i) Intangible assets are recognized when it is probable that the future economic benefits that are attributable to the assets will flow to the Company and the cost of the asset can be measured reliably. Intangible Assets are stated at cost which includes any directly attributable expenditure on making the asset ready for its intended use. Intangible assets with finite useful lives are capitalized at cost and amortized on a straight-line basis. In respect of patents and trademarks, useful life has been estimated by the management as 10 years unless otherwise stated in the relevant documents and in respect of SAP softwares as 10 year and other software as 3 years.

(ii) Software: Internally generated intangibles, excluding capitalized development costs, are not capitalized and the related expenditure is reflected in profit and loss in the period in which the expenditure is incurred.

The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates. Intangible assets with indefinite useful lives (like goodwill, brands), if any, are not amortized, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite useful life is reviewed annually to determine whether indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite life is made on prospective basis.

d Investment properties:

Investment properties are properties held either to earn rental income or capital appreciation or for both but not for sale in the ordinary course of business, use in production or supply of goods or services or for other administrative purposes. Investment properties are initially measured at cost including transaction cost. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation or impairment loss. Depreciation on investment properties are provided over the estimated useful life and is not different than useful life as mentioned in schedule II of the Companies Act 2013.

Investment properties are derecognized either when they have been disposed off or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the assets is recognized in profit or loss in the period of derecognized.

Though the company measures investment properties using cost based measurement, the fair value of investment properties is disclosed in the notes. Fair value of investment properties is based on the valuation by a registered valuer as defined in Rule 2 of Companies (registered valuer and Valuation) Rules, 2017.

e Research and development cost:

Research Cost:

Revenue expenditure on research is expensed under the respective heads of account in the period in which it is incurred and is grouped as “Research and development expenses”.

Development Cost:

Development expenditure on new product is capitalized as intangible asset, if technical and commercial feasibility as per Ind AS 38 is demonstrated, else charged to statement of profit and loss.

f Inventories:

Raw materials, Packing materials, Stores and Spares are valued at lower of cost (on weighted moving average cost basis) and net realizable value.

Stock in process is valued at lower of cost (on weighted moving average cost basis) and net realizable value.

Finished goods are valued at lower of cost and net realizable value. Cost for this purpose includes direct material, direct labor, other variable cost and manufacturing overhead based on normal operating capacity and depreciation.

Stock in Trade is valued at lower of cost and net realizable value

Scrap is valued at estimated realizable value.

g Financial instruments:

A financial instrument is any contract that at the same time gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial instruments are recognized as soon as the company becomes a contracting party to the financial instrument. In cases where trade date and settlement date do not coincide, for non-derivative financial instruments the settlement date is used for initial recognition or derecognition, while for derivatives the trade date is used. Financial instruments stated as financial assets or financial liabilities are generally not offset; they are only offset when a legal right to set-off exists at that time and settlement on a net basis is intended.

h Financial assets:

Financial assets include Investments, trade receivables, cash and cash equivalents, derivative financial assets, loans and also the equity / debt instruments held. Initially all financial assets are recognized at amortized cost or fair value through Other Comprehensive Income or fair value through Statement of Profit or Loss, depending on its business model for those financial assets and their contractual cash flow characteristics. Subsequently, based on initial recognition/ classification, where assets are measured at fair value, gain and losses are either recognized entirely in the statement of profit and loss (i.e. fair value through profit or loss), or recognized in other comprehensive income (i.e. fair value through other comprehensive income).

(i) Investment in equity shares:
Investment in equity securities are initially measured at fair value. Any subsequent fair value gain or loss for investments held for investment is recognized through Statement of profit and loss.

(ii) Investment in associates, joint venture and subsidiaries:
The Company's investment in subsidiaries and associates, joint venture are at carried at cost except where impairment loss recognized.

(iii) Trade receivables:
Trade receivables are recognized initially at fair value and subsequently measured at amortized cost less credit loss/ impairment allowances/ provision for doubtful debts.

(iv) Loans & other financial assets:
Loans and other financial assets are financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are recognized initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, loans and other financial assets are measured at amortized cost using the effective interest method, less any impairment losses.

i Impairment of Financial assets:

In accordance with Ind AS 109, the company uses expected credit loss (ECL) model for evaluating, measurement and recognition of impairment loss.

j Financial liabilities:

(i) **Classification:**
The Company classifies all financial liabilities as subsequently measured at amortized cost, except for financial liabilities at fair value through profit and loss. Such liabilities, including derivatives that are liabilities, shall be subsequently measured at fair value.

(ii) **Initial recognition and measurement:**
All financial liabilities are recognized initially at fair value, in the case of loans, borrowings and payables, net of directly attributable transaction costs. Financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and derivative financial instruments.

(iii) **Subsequent measurement:**
All financial liabilities are re-measured at fair value through statement of profit and loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through statement of profit and loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

(iv) **Loans and borrowings:**
Interest bearing loans and borrowings are subsequently measured at amortized cost using effective interest rate (EIR) method. Gains and losses are recognized in Statement of Profit and Loss when the liabilities are derecognized as well as through EIR amortization process. The EIR amortization is included as finance cost in the Statement of Profit and Loss.

(v) **De-recognition of financial liabilities:**
A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the Statement of Profit and Loss.

(vi) **Derivative financial instruments:**
The Company uses derivative financial instruments such as forward currency contracts and options to hedge its foreign currency risks. Such derivative financial instruments are initially recognized at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. The gain or loss in the fair values is taken to Statement of Profit and Loss at the end of every period. Profit or loss on cancellations/renewals of forward contracts and options are recognized as income or expense during the period.

k Impairment of non-financial assets:

At each reporting date, the company assesses whether there is any indication that a non-financial asset may be impaired. If any such indication exists, the recoverable amount of the non-financial asset is estimated in order to determine the extent of the impairment loss, if any. Recoverable amount is determined:

- In the case of an individual asset, at the higher of the Fair Value less cost to sell and the value in use,
- In the case of cash generating unit (a group of assets that generates identified, independent cash flows) at the higher of cash generating unit's fair value less cost of disposal and the value in use.

Where it is not possible to estimate the recoverable amount of an individual non-financial asset, the company estimates the recoverable amount of the smallest cash generating unit to which the non-financial asset belongs. The recoverable amount is the higher of an asset's or cash generating unit's fair value less costs of disposal and its value in use. If the recoverable amount of a non-financial asset or cash generating unit is estimated to be less than its carrying amount, the carrying amount of the non-financial asset or cash generating unit is reduced to its recoverable amount. Impairment losses are recognized immediately in the statement of Profit and Loss. Where an impairment loss subsequently reverses, the carrying amount of the non-financial asset or cash generating unit is increased to the revised estimate of its recoverable amount. However, this increased amount cannot exceed the carrying amount that would have been determined had no impairment loss been recognized for that non-financial asset or cash generating unit in prior periods. A reversal of an impairment loss is recognized immediately in the statement of Profit and Loss.

l Foreign exchange transactions:

(i) Functional and presentation Currency:
The functional and reporting currency of company is INR.

(ii) Transaction and Balances:
Foreign exchange transactions are accounted for at the exchange rate prevailing on the date of transaction. All monetary foreign currency assets and liabilities are converted at the exchange rate prevailing at reporting date. All exchange gain or loss arising on translation of monetary items are dealt with in statement of profit and loss.

m Revenue recognition:

The company derives revenue from sale of manufactured goods and traded goods. In accordance with Ind AS 115, the company recognizes revenue from sale of products and services at a time when performance obligation is satisfied and upon transfer of control of promised products or services to customer in an amount that reflects the consideration the company expects to receive in exchange for their products or services. The company disaggregates the revenue based on nature of products/ Geography.

- **Export incentive:**
  Export incentives are accounted for on export of goods, if the entitlements can be estimated with reasonable accuracy and conditions precedent to claim are reasonably expected to be fulfilled.

- **Dividend income:**
  Dividend income is accounted for when the right to receive the same is established, which is generally when shareholders approve the dividend.

- **Interest income:**
  For all Financial instruments measured at amortized cost, interest income is recorded using effective interest rate (EIR), which is the rate that exactly discounts the estimated future cash payments or receipts through the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset. Interest income is included in other income in statement of profit and loss.

- **Rental income:**
  Rental income on investment properties and on operating lease are accounted for on accrual basis.

n Government Grant

- Grants from the government are recognized at their fair value where there is a reasonable assurance that the grant will be received and the Company has complied with all attached conditions.

- Government grants relating to income are deferred and recognized in the profit or loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income.

- Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to profit or loss on a straight-line basis over the expected lives of the related assets and presented within other income.

- In respect of Property, Plant and Equipment purchased under Export Promotion Capital Goods (EPCG) scheme of Government of India, exemption of custom duty under the scheme is treated as, Government Grant and is recognized in Statement of Profit and Loss on fulfilment of associated export obligations.

o Employees Benefits:

i) Short term employee Benefit:
All employees' benefits payable wholly within twelve months rendering services are classified as short term employee benefits. Benefits such as salaries, wages, short-term compensated absences, performance incentives etc., and the expected cost of bonus, ex-gratia are recognized during the period in which the employee renders related service.

ii) Defined Contribution Plan:
Contributions to the Employees' Provident Fund and Employee's State Insurance are recognized as Defined Contribution Plan and charged as expenses in the year in which the employees render the services.

iii) Defined Benefit Plan:
The Leave Encashment (Unfunded) and Gratuity (Funded) are defined benefit plans. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method with actuarial valuations being carried out at each balance sheet date, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measure each unit separately to build up the final obligation. Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on the plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognized immediately in the balance sheet with a corresponding debit or credit to retained earnings through other comprehensive income in the period in which they occur. Re-measurements are not classified to the statement of profit and loss in subsequent periods. Past Service cost is recognized in the statement of profit and loss in the period of plan amendment. Net Interest is calculated by applying the discount rate to the net defined benefit liability or asset.

The Company recognizes the following changes in the net defined benefit obligations under employee benefit expenses in the statement of profit and loss.

- Service costs comprising current service costs, gains and losses on curtailments and non-routine Settlements.

- Net interest income or expense.

iv) Long term Employees Benefits:
Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognized as a liability at the present value of the defined benefit obligation at the balance sheet date.

v) Termination benefits:
Termination benefits are recognized as an expense in the period in which they are incurred.

The Company shall recognize a liability and expense for termination benefits at the earlier of the following dates:

(a) when the entity can no longer withdraw the offer of those benefits; and

(b) when the entity recognizes costs for a restructuring that is within the scope of Ind AS 37 and involves the payment of termination benefits.

p Share based payments:

Equity settled share based payments to employees are measured at fair value of equity instrument at the grant date. The fair value determined at grant date is expensed on straight line basis over the vesting period based on the company's estimate of equity instrument that will eventually vest with corresponding increase in equity. At the end of each reporting period, the company revise its estimate of number of equity instruments expected to vest. The impact of revision of the original estimates, if any, is recognized in statement of profits and loss such that cumulative expense reflect the revised estimate with a corresponding adjustment to Share based Payments Reserve. The dilutive effect of outstanding option is reflected as additional dilution in computation of diluted earning per share.

q Borrowing costs:

(i) Borrowing costs that are specifically attributable to the acquisition, construction, or production of a qualifying asset are capitalized as a part of the cost of such asset till such time the asset is ready for its intended use or sale. A qualifying asset is an asset that necessarily requires a substantial period of time (generally over twelve months) to get ready for its intended use or sale.

(ii) For general borrowing used for the purpose of obtaining a qualifying asset, the amount of borrowing costs eligible for capitalization is determined by applying a capitalization rate to the expenditures on that asset. The capitalization rate is the weighted average of the borrowing costs applicable to the borrowings of the Company that are outstanding during the period, other than borrowings made specifically for the purpose of obtaining a qualifying asset. The amount of borrowing costs capitalized during a period does not exceed the amount of borrowing cost incurred during that period.

(iii) All other borrowing costs are recognized as expense in the period in which they are incurred.

r Leases:

Company as a Lessee:

In accordance with IND AS 116, the Company recognizes right of use assets representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of right of use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payment made at or before commencement date less any lease incentive received plus any initial direct cost incurred and an estimate of cost to be incurred by lessee in dismantling and removing underlying asset or restoring the underlying asset or site on which it is located. The right of use asset is subsequently measured at cost less accumulated depreciation, accumulated impairment losses, if any, and adjusted for any remeasurement of 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 there carrying amounts may not be recoverable. Impairment loss, if any, is recognized in 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 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.

The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modification or to reflect revised- in-substance fixed lease payments, the company recognizes amount of remeasurement of lease liability due to modification as an adjustment to right of use assets and statement of profit and loss depending upon the nature of modification. Where the carrying amount of right of use assets is reduced to zero and there is further reduction in measurement of lease liability, the Company recognizes any remaining amount of the remeasurement in statement of profit and loss.

The Company has elected not to apply the requirements of IND AS 116 to short term leases of all assets that have a lease term of twelve month or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognized as an expense on straight line basis over lease term.

Company as a Lessor:

At an inception date, leases are classified as financial lease or operating lease. Leases where the company does not transfer substantially all risk and reward incidental to the ownership of the asset are classified as operating lease. Lease rental under operating lease are recognised as income in profit and loss account on straight line basis.

s Taxes on income:

(i) Current Tax:

1. Tax on income for the current period is determined on the basis of estimated taxable income and tax credits computed in accordance with the provisions of the Income-Tax Act 1961 and based on the expected outcome of assessments / appeals.

2. Current income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss.

Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

(ii) Deferred tax:

1. Deferred tax is accounted for using the balance sheet liability method in respect of temporary differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax basis used in the computation of taxable profit as well as for unused tax losses or credits. In principle, deferred tax liabilities are recognized for all taxable temporary differences and deferred tax assets are recognized to the extent that it is probable that taxable profits will be

available against which deductible temporary differences can be utilized. Deferred tax assets and liabilities are also recognized on temporary differences arising from business combinations except to the extent they arise from goodwill that is not taken into account for tax purposes.

2. Deferred taxes are calculated at the enacted or substantially enacted tax rates that are expected to apply when the asset or liability is settled.

3. Deferred tax is charged or credited to the income statement, except when it relates to items credited or charged directly to other comprehensive income in equity, in which case the corresponding deferred tax is also recognized directly in equity.

t Provisions, Contingent liabilities, Contingent assets and Commitments:

(i) General:
The Company recognizes provisions for liabilities and probable losses that have been incurred when it has a present legal or constructive obligation as a result of past events and it is probable that the Company will be required to settle the obligation and a reliable estimate of the amount of the obligation can be made. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a financing cost.

Contingent liability is disclosed in the case of:

- A present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation:

- A present obligation arising from past events, when no reliable estimate is possible:

- A possible obligation arising from past events, unless the probability of outflow of resources is remote.

Contingent assets are not recognized but disclosed in financial statement when an inflow of economic benefits is probable.

Provisions, Contingent liabilities, Contingent assets and Commitments are reviewed at each balance sheet date.

(ii) Other Litigation claims:
Provision for litigation related obligation represents liabilities that are expected to materialize in respect of matters in appeal.

(iii) Onerous contracts:
Provisions for onerous contracts are recorded in the statements of operations when it becomes known that the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received.

u Financial statement classification:
Certain line items on the balance sheet and in the statement of Profit and Loss have been combined. These items are disclosed separately in the Notes to the financial statements. Certain reclassifications have been made to the prior year presentation to conform to that of the current year. In general the company classifies assets and liabilities as current when they are expected to be realized or settled within twelve months after the balance sheet date.

v Fair value measurement:
The Company measures financial instruments such as derivatives and certain investments, at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability.
  Or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non- financial asset takes in to account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole;

- Level 1- Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

- Level 2- Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

- Level 3- Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognized in the balance sheet on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

w Significant Accounting Judgments, Estimates and Assumptions:
The preparation of the Company's financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities.

Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

i Income taxes:
Management judgement is required for the calculation of provision for income taxes and deferred tax assets and liabilities. The company reviews at each balance sheet date the carrying amount of deferred tax assets / liabilities. The factors used in the estimates may differ from actual outcome which could lead to significant adjustment to the amounts reported in the stand alone financial statements.

ii "Defined benefit plans:
The cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in future. These Includes the determination of the discount rate, future salary increases, mortality rates and attrition rate. Due to the complexities involved in the valuation and its long term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date."

iii Fair value measurement of financial instruments:
When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including book value, Discounted Cash Flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

iv Lease:
"The Company evaluates if an arrangement qualifies to be a lease as per the requirements of IND AS 116. Identification of a lease requires significant judgement. The company uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate. The company determines the lease term as the non-cancellable period of lease, together with both periods covered by an option to extend the lease if the company is reasonably certain to exercise that option and periods covered by an option to terminate the lease if the company is reasonably certain not to exercise that option. In excising whether the company is reasonably certain to exercise an option to extend a lease or to exercise an option to terminate the lease, it considers all relevant facts and circumstances that create an economic incentive for the company to exercise the option to extend the lease or to exercise the option to terminate the lease. The company revises lease term, if there is change in non-cancellable period of lease. The discount rate used is generally based on incremental borrowing rate. "

v Depreciation/Amortization and useful life of Property, Plant and Equipment:
The Company has estimated the useful life of Property, Plant and Equipment (PPE) as specified in schedule II of Companies Act. 2013. However, the actual useful life for individual PPE could turn out to be different, there could be technology changes, breakdown, unexpected failure leading to impairment or complete discard. Alternatively, the equipment may continue to provide useful services well beyond the useful life assigned.

vi Impairment of Financial & Non-Financial Assets:
The impairment provision for financial assets are based on assumptions about risk of default and expected losses. The Company uses judgements in making these assumptions and selecting inputs for impairment calculations based on existing market conditions, past history, technology, economic developments as well as forward looking estimates at the end of each reporting period.

vii Provisions:
The company makes provision for leave encashment and gratuity based on report received from the independent actuary. These valuation reports uses complex valuation models using actuarial valuation. An actuarial valuation involves making various assumption that may differ from actual development in future.

viii Contingencies:
Management judgment is required for estimating the possible outflow of resources, if any, in respect of contingencies / claim / litigations against the Company as it is not possible to predict the outcome of pending matters with accuracy.

x Capital:
Debt and equity instruments:

Ordinary equity shares are classified as equity. Debt instruments are classified as either liabilities or as equity in accordance with the substance of the contractual arrangement.

y Other Miscellaneous Expenses
Public Issue Expenditure/Share issue expenses on private placement basis/FCCB's issue expenditure is being written off against Securities/Share premium, net of taxes, in the year of issue.

34 Fair value measurement

i Financial instruments: Accounting classification and fair value measurements
This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognized and measured at fair value and (b) measured at amortized cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the Accounting Standard. An explanation of each level follows underneath the table.

(₹ in Lacs)

Particulars	31-Mar-24						
	Carrying Value	Classification			Fair Value		
		FVPL	FVOCI	Amortized Cost	Level 1	Level 2	Level 3
Financial assets							
Investments							
In subsidiaries / Associates	6,063.33-	-	-	6,063.33	-	-	-
In Liquid Mutual Funds	13,954.10	13,954.10	-	-	-	13,954.10	-
In Bonds	2,044.15	-	-	2,044.15	-	-	-
Trade receivables	25,927.82	-	-	25,927.82	-	-	-
Cash & cash equivalents	214.31	-	-	214.31	-	-	-
Other bank balances	13,480.52	-	-	13,480.52	-	-	-
Loans	23.00	-	-	23.00	-	-	-
Other financial assets	2,567.34	-	-	2,567.34	-	-	
Total financial assets	**64,274.57**	**13,954.10**	**-**	**50,320.47**	-	**13,954.10**	-
Financial liabilities							
Borrowings	16,057.67	-	-	16,057.67	-	-	-
Trade payables	8,898.37	-	-	8,898.37	-	-	-
Lease Liabilities	393.77	-	-	393.77	-	-	-
Other financial liabilities	5,036.20	6.22	-	5,029.98	-	6.22	-
Total financial liabilities	**30,386.01**	**6.22**	**-**	**30,379.79**	-	**6.22**	-

Particulars	31-Mar-23						
	Carrying Value	Classification			Fair Value		
		FVPL	FVOCI	Amortized Cost	Level 1	Level 2	Level 3
Financial assets							
Investments							
In subsidiaries / Associates	5,695.69	-	-	5,695.69	-	-	-
In Liquid Mutual Funds	11,859.22	11,859.22	-	-	-	11,859.22	-
In Bonds	543.13	-	-	543.13	-	-	-
Trade receivables	22,102.02	-	-	22,102.02	-	-	-
Cash & cash equivalents	38.28	-	-	38.28	-	-	-
Other bank balances	17,057.08	-	-	17,057.08	-	-	-
Loans	207.88	-	-	207.88	-	-	-
Other financial assets	1,829.04	-	-	1,829.04	-	-	
Total financial assets	**59,332.34**	**11,859.22**	**-**	**47,473.12**	-	**11,859.22**	-
Financial liabilities							
Borrowings	13,451.34	-	-	13,451.34	-	-	-
Trade payables	7,808.83	-	-	7,808.83	-	-	-
Lease Liabilities	258.29	-	-	258.29	-	-	-
Other financial liabilities	3,553.33	21.95	-	3,531.38	-	21.95	-
Total financial liabilities	**25,071.79**	**21.95**	**-**	**25,049.84**	-	**21.95**	-

The carrying amount of bank balances, Trade Receivable, Trade Payable, other financial assets / liabilities, loans, cash and cash equivalents, borrowings are considered to be the same as their fair value due to their short term nature.

The levels have been classified based on the followings:

Level 1: It hierarchy includes financial instruments measured using quoted prices in active markets. Quotes would include rates/values/ valuation references published periodically by BSE, NSE etc. basis which trades take place in a linked or unlinked active market. This includes traded bonds and mutual funds, as the case may be, that have quoted price/rate/value.

Level 2: The fair value of financial instruments that are not traded in an active market are determined using valuation techniques which maximize the use of observable market data (either directly as prices or indirectly derived from prices) and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3.

Valuation Techniques used to determine fair value

Valuation Techniques used to determine fair value include

- Open ended mutual funds and certain bonds and debentures at NAV's/rates declared and/or quoted.

- Close ended mutual funds at NAV's declared by AMFI.

- For other bonds and debentures values with references to prevailing yields to maturity matching tenures, quoted on sites of credible organization such as FIMMDA (Fixed Income Money Market and Derivative Association of India).

- Derivative Instruments at values determined by counter parties/Banks using market observable data.

- Certificate of deposits, being short term maturity papers, amortized cost is assumed to be the fair value.

35. CONTINGENT LIABILITIES AND COMMITMENTS

a. Contingent liabilities not provided for: (₹ in Lacs)

Particulars	Year Ended 31-Mar-24	Year Ended 31-Mar-23
1) Compensation for enhanced cost of Land pending with District & Session Court Faridabad (Amount paid ₹ 2.33 lacs, Previous year ₹ 2.33 lacs)	9.34	9.34
2) Show cause notice issued by Principal Commissioner of Customs for which suitable response filed.	849.03	849.03
3) Show cause notice issued by Joint Commissioner CGST (F.Y 2017-19 and 2020-2022) for which suitable reply filed.	4237.83	-
4) Demand by Assistant Commissioner of CGST along with penalty in respect of transitional input tax credit for which appeal filed with Joint Commissioner of CGST(Gurugram).	32.34	82.20
5) Income tax demand for AY 2017-18 under section 270 A of Income Tax Act 1961 and also for A.Y. 2018-19 u/s 143(3) and 154 of Income Tax Act 1961 for which the company have filed appeal before CIT(Appeal).	152.50	152.50
6) Demand from National Pharmaceutical Pricing Authority (Net)	66.88	66.88

The Company has suitablly replied to show cause notices and is also representing before Appellate Authority in respect of income tax demand. The management of the Company believes that its position will likely to be upheld in the appellate process. The Company does not expect any liability against these matters in accordance with the principle of Ind AS 12 "Income Tax" read with Ind AS 37 "Provision, Contingent Liabilities and Contingent Assets" and hence no provision is required to be made in respect of above in the books of account of the Company.

b. Obligations and commitments outstanding:

(₹ in Lacs)

Particulars	Year Ended 31-Mar-24	Year Ended 31-Mar-23
Unexpired letters of credit ₹ 2,272.49 lacs (Previous year ₹ 2,173.08 lacs) and Guarantees including for issuing stand by letter of credit issued by bankers ₹ 1,542.74 lacs (Previous year ₹ 1,612.05 lacs), (Net of margins)	3,815.23	3,785.13
Bills discounted but not matured	-	134.14
Custom duty against import under EPCG Scheme	2,161.90	1,828.18
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances given)	13,833.07	11,319.48

36 Financial Risk Management

The Company's activities expose it to price risk, credit risk, liquidity risk and market risk.

This note explains the source of risk which the company is exposed to and how it manages the risk and its impact on the financial statement. These risks are managed by the senior management of the company supervised by the Board of Directors to minimize potential adverse effects on the financial performance of the company.

Risk	Exposure arising from	Measurement	Management
Credit Risk	Cash & cash equivalent, Financial instruments, Financial assets & Trade Receivable	Credit Rating and ageing analysis	Diversification of counter Parties, setting of trade receivable, review of outstanding / overdues
Liquidity Risk	Other Liabilities	Maturity Analysis	Maintenance of Sufficient cash and cash Equivalent, Fixed Deposit & other marketable securities
Market Risk - Foreign exchange	Highly probable forecast transactions	Sensitivity analysis	Forward Foreign Exchange Contracts

The Board of Directors of the company provides guiding principles for overall risk management, as well as policies covering specific areas i.e. foreign exchange risk, credit risk & Investment of Surplus liquidity.

The company's risk management is carried out by finance department, accordingly, this department identifies, evaluates and hedges financial risk.

A) Price Risk

The main Raw materials for manufacturing of Medical devices are various types of Plastic Granules i.e. PP, LDPE, HDPE, PC, PA, SAN, ABS and K. Resin etc. The prices of Raw materials are mainly dependent on the price of Crude Oil. The of Raw materials are being imported by the Company and are procured indigenously also. In case of imported Raw materials, the adverse forex movements are covered by the natural hedge. In case of the drastic price rise of Raw materials during the year, the Company makes appropriate changes in the prices of Finished Products, after due discussions with the customers. The prices of Finished Goods are generally reviewed every year and appropriate changes in prices are made to offset the increase in cost.

B) Credit Risk

Credit risk arises from cash and cash equivalents, financial assets measured at amortized cost and fair value through profit or loss and trade receivables

Credit Risk Management

The company has invested in fixed deposits and in liquid mutual funds and have invested only with those funds plan having good credit rating / track record. The company reviews the creditworthiness of these counterparties on an ongoing basis. Another credit risk at the reporting date is from trade receivables as these are typically unsecured. This credit risk has always been managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customer to whom credit is extended in normal course of business. The company estimates the expected credit loss on the basis of past data and experience. The company also takes proper ECGC cover based on risk based classification of trade receivables.

The Geographical concentration of trade receivable (net of allowance) is as under:

(₹ in Lacs)

Particulars	As at 31-Mar-24	As at 31-Mar-23
India	7,085.06	6,111.72
Europe	8,073.75	5,622.64
USA	376.56	287.78
Others	10,392.45	10,079.87
Total	**25,927.82**	**22,102.02**

Review of outstanding trade receivables and financial assets is carried out by the management each quarter. The Company has a practice to provide for provision for doubtful debts on the basis of duly board approved policy on provision for bad & doubtful debts.

Reconciliation of loss allowance provisions:

(₹ in Lacs)

Particulars	Deposits	Trade receivable	Advances
Loss Allowance as at 1 April 2022	6.68	34.41	116.36
Change In loss allowance(Net)	3.44	153.44	(97.50)
Loss Allowance as at 31 March 2023	10.12	187.85	18.86
Change In loss allowance (Net)	1.30	108.11	-
Loss Allowance as at 31 March 2024	**11.42**	**295.96**	**18.86**

C) Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in interest rate. The company's main interest rate risk arises from long term borrowings with variable rates (LIBOR plus) which exposes the company to cash flow interest rate risk.

i) Interest rate risk exposure - The exposure of the company's borrowing to interest rate changes at the end of reporting period is as follows:

(₹ in Lacs)

Particulars	As at	
	31-Mar-24	**31-Mar-23**
Variable rate borrowing	16057.67	13451.34
Fixed rate borrowing	-	-
Total	**16057.67**	**13451.34**

The analysis by maturities is provided in note D "Maturities of Financed liabilities" below.

ii) Sensitivity analysis: For floating rate liabilities, the analysis is prepared assuming the amount of liability outstanding at the end of the reporting year was outstanding for whole year:-

(₹ in Lacs)

Particulars	Impact on profit before tax for the year ended	
	31-Mar-24	**31-Mar-23**
Interest rate- increase by 50 basis point	80.29	67.26
Interest rate- decrease by 50 basis point	(80.29)	(67.26)

D) Liquidity Risk

The company's principle source of liquidity are cash & cash equivalent and cash flows that are generated from operations. The company believes that its working capital is sufficient to meet its current requirement. Additionally, the company has sizeable surplus funds in liquid mutual fund and also in fixed deposit ensuring safety of capital and availability of liquidity as and when required hence, the company do not perceive any liquidity risk.

(₹ in Lacs)

Particulars	As at	
	31-Mar-24	**31-Mar-23**
The company has working capital funds which Includes		
Cash and cash equivalent	214.31	38.28
Current investments in liquid mutual funds	13,954.10	12,402.35
Bank balances	13,480.52	17,057.08
Trade receivable	25,927.82	22,102.02
Total	**53,576.75**	**51,599.73**

Besides above, the company had access to the following undrawn facilities at the end of reporting period:

(₹ in Lacs)

Particulars	As at	
	31-Mar-24	31-Mar-24
Fixed		
Cash credit and other facilities	9,906.26	10436.76
Variable		
Other facilities	-	-

Contractual maturities of significant financial liabilities are as under :
Maturities of financial liabilities

(₹ in Lacs)

Particulars	Less than and equal to one year	More than one year	Total
As at 31 March 2024			
Trade payable	8,898.37	-	8,898.37
Other Financial liabilities	21,097.31	390.33	21,487.64
Total	**29,995.68**	**390.33**	**30,386.01**
As at 31 March 2023			
Trade payable	7,808.83	-	7,808.83
Other Financial liabilities	15,906.60	1,356.36	17,262.96
Total	**23,715.43**	**1,356.36**	**25,071.79**

E) Market Risk

Foreign Currency Risk

The company operates significantly in international markets through imports and exports and therefore exposed to foreign exchange risk arising from foreign currency transactions primarily with respect to USD/Euro/GBP/JPY. The risk is measured through sensitivity analysis by natural hedging due to imports and exports. In order to minimize any adverse effect on the financial performance of the company, financial instrument such as foreign exchange forward contracts are also used exclusively to mitigate currency risk.

(i) The company uses foreign exchange forward contracts to mitigate exposure in foreign currency risk. The foreign exchange forward contract outstanding at reporting date are as under: -

Particulars	Type	Currency	As at			
			31-Mar-24		31-Mar-23	
			FC	INR	FC	INR
Forward Contracts	Sell	USD:INR	7.50	625.29	25.00	2,054.00
		EURO:INR	-	-	-	-
		GBP:INR	-	-	-	-
	Buy	EURO:INR	-	-	-	-
		JPY:INR	2,392.11	1,317.95	-	-

(ii) Particulars of Unhedged Foreign Currency Exposure as at reporting date (Net exposure to Foreign Currency Risk)

Particulars	Currency	As at			
		31-Mar-24		31-Mar-23	
		FC	INR	FC	INR
Receivable / (Payable)	USD:INR	119.75	9,983.95	75.18	6,176.72
	EURO:INR	41.13	3,700.01	5.40	481.20
	USD:INR	-	-	-	-
	EURO:INR	-	-	-	-
	GBP:INR	7.71	810.97	6.41	649.67
	CAD:INR	-	-	-	-
	LE.:INR	63.92	112.35	36.37	97.26
	SEK:INR	-	-	-	-
	JPY:INR	(2,324.99)	(1,280.98)	(513.80)	(318.09)
	AUD:INR	-	-	-	-
	CHF:INR	(0.04)	(3.90)	0.20	17.93

(iii) Maturity of outstanding foreign exchange forward contracts

The details in respect of maturity of outstanding forward exchange forward contract are as given: -

(₹ in Lacs)

Particulars	Type	Currency	As at	
			31-Mar-24	31-Mar-23
Not later than 3 months		USD:INR	625.29	1,027.00
	Sell	EURO:INR	-	-
		GBP:INR	-	-
	Buy	EURO:INR	-	-
		JPY:INR	1,317.95	-
Later than 3 months and not later than 6 months		USD:INR	-	616.20
	Sell	EURO:INR	-	-
		GBP:INR	-	-
	Buy	JPY:INR	-	-
Later than 6 month & not later than one year		USD:INR	-	410.80
	Sell	EURO:INR	-	-
		GBP:INR	-	-
	Buy	JPY:INR	-	-

(iv) The mark to market gain or loss on foreign currency are as under: -

(₹ in Lacs)

Particulars	For the year ended	
	31-Mar-24	31-Mar-23
Mark to market loss / (Gain) accounted for (Net)	(15.72)	62.17

37 CAPITAL MANAGEMENT

a) **Risk Management -** The company is cash surplus and has no capital other than equity. The Cash surplus are currently invested in Liquid mutual funds and also in fixed deposit with banks. Safety of capital is of prime importance to ensure availability of capital for company's business requirement. Investment objective is to provide safety and adequate return on surplus funds. The company's adjusted net debt to equity ratio at the end of reporting year is as follows:

(₹ in Lacs)

Particulars	As at	
	31-Mar-24	31-Mar-23
Gross borrowings	16,057.67	13,451.34
Less: cash and cash equivalents	214.31	38.28
Adjusted net debt	15,843.36	13,413.06
Total Equity	145,824.83	123,412.45
Adjusted net debt to equity	10.86%	10.87%

The company's total owned funds of ₹ 1,45,824.83 lacs with ₹ 15,843.36 Lacs as net debts is considered adequate by the management to meet its business interest and any capital risk it may face in the future.

b) Loan Covenants

Under the terms of borrowing facilities, the company is required to comply with certain financing covenants and the company has complied with those covenants through out the reporting period.

c) Dividend

(₹ in Lacs)

Particulars	As at	
	31-Mar-24	31-Mar-23
Dividend recognized in the financial statements		
Final dividend paid in financial year 31st March 24 pertaining to financial year ended 31st March 23	(2,878.33)	(2,397.95)
Dividend not recognized in the financial statements		
In addition to the above dividend, since year end, the Board of directors have recommended the payment of final dividend of ₹ 3/- per equity share (PY ₹ 3/- per equity share)	-	-

This dividend is subject to the approval of shareholders of the company in ensuing Annual General Meeting and upon approval would result in cash outgo of approx. ₹ 2,879.14 Lacs

38 The Company has adopted Ind AS 116 effective annual reporting period beginning April 1, 2019 and applied the Standard to its leases retrospectively with the cumulative effect of initially applying the standard, recognized on the date of initial application (April 1, 2019). Accordingly, the company has not restated comparative information, instead, the cumulative effect of initially applying this standard has been recognized as an adjustment to opening balance of retained earnings as on April 1, 2019.

The lease payments including interest have been disclosed under cash flow from financing activities. The weighted average incremental borrowing rate of 9% has been applied to lease liabilities recognized in balance sheet at the date of initial application.

On application of Ind AS 116, the nature of expense has changed from lease rent in previous periods to depreciation cost for right of use asset and finance cost for interest accrued on lease liability.

The details of right of use asset held by the company is as follows:

Particulars	As at 31-Mar-24	As at 31-Mar-23
Balance at the beginning of the year	247.38	115.20
Addition during the year	270.29	371.07
Depreciation for the year	146.57	123.69
Deletion	-	115.20
Closing balance at the end of the year	**371.10**	**247.38**

The Following is break up of current and non-current lease liabilities as at 31st March 2024

Particulars	As at 31-Mar-24 (₹ in Lakhs)	As at 31-Mar-23 (₹ in Lakhs)
Current lease liabilities	185.07	123.36
Non-Current lease liabilities	208.70	134.93
Total	**393.77**	**258.29**

The following is movement in lease liabilities during the year ended 31st March 2024

Particulars	Year ended 31-Mar-24	Year ended 31-Mar-23
Balance at the beginning of the year	258.29	143.39
Addition during the year	270.3	371.10
Finance cost accrued during the year	42.48	28.82
Modification in lease term	-	-
Deletions	-	143.39
Payment of lease liabilities (including interest)	177.30	141.60
Balance at the end of the year	**393.77**	**258.29**

Depreciation on right of use asset is Rs 146.57 lacs and Interest on lease liability for year ended 31st March 2024 is Rs 42.48 lacs
Lease Contracts entered by the company majorly pertains to building taken on lease to conduct the business activities in ordinary course.

The Table below provides details regarding the contractual maturities of lease charges as at 31st March 2024 on an undiscounted basis:

Particulars:	Short term lease charges payable	Long term lease Charges payable	As at 31st March 2024 (₹ in Lacs)	As at 31st March 2023 (₹ in Lacs)
Less than one year	-	**213.00**	**213.00**	**141.6**
Up to five year	-	**221.34**	**221.34**	**141.6**
More than five year	-	-	-	-

The company do not foresee liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligation related to lease liabilities as and when they fall due.

Rental expense recorded for short term lease amounted to Rs 84.40 lacs (PY 68.04) and grouped as short term lease expense in Note No.32 “ other expense”

39 RELATED PARTY DISCLOSURES:
Related party disclosures as required by Ind AS - 24 “Related Party Disclosures” are as under:

A List of related parties and relationships
a Subsidiaries, Step-subsidiary and Associate

Subsidiaries
1 Poly Medicure (Laiyang) Co. Ltd., China
2 Poly Medicure BV, Netherlands
3 Plan 1 Health India Pvt.Ltd.

Step-Subsidiary
1 Plan 1 Health SRL, Italy (Wholly owned subsidiary company of Poly Medicure BV, Netherlands)
2 Poly Health Inc, USA (Wholly owned subsidiary company of Poly Medicure BV, Netherlands)

Associate
1 Ultra For Medical Products (UMIC), Egypt

b Key Management Personnel & Relative
1 Mr. Himanshu Baid (Managing Director)
2 Mr. Rishi Baid (Joint Managing Director)
3 Mr. Naresh Vijayvergiya (CFO)
4 Mr. Ravi Prakash (Dy. Company Secretary)
5 Mr. Avinash Chandra (Company Secretary)
6 Mr. Devendra Raj Mehta (Independent Director)
7 Mr. Prakash Chand Surana (Independent Director)
8 Mr. Shailendra Raj Mehta (Independent Director)
9 Dr. Sandeep Bhargava (Independent Director)
10 Mr. Alessandro Balboni (Director)
11 Mr. Amit Khosla (Independent Director)
12 Ms. Sonal Mattoo (Independent Director)
13 Mr. Ambrish Mithal (Independent Director)
14 Mr. J. K. Baid (Director- relative of Managing Director & Joint Managing Director)
15 Mr. Vishal Baid (President- relative of Managing Director & Joint Managing Director)

16 Mrs. Mukulika Baid (Director- relative of Managing Director & Joint Managing Director)
17 Mr. Dhruv Baid (Manager- relative of Managing Director & Joint Managing Director)
18 Mr. Arham Baid (Manager- relative of Managing Director & Joint Managing Director)
19 Mr. Aaryaman Baid (Manager- relative of Managing Director & Joint Managing Director)

c Enterprises over which key management personnel and their relatives exercise significant influence
1 Vitromed Healthcare
2 Jai Polypan Pvt. Ltd.
3 Stilocraft
4 Polycure Martech Ltd.
5 Jai Chand Lal Hulasi Devi Baid Charitable Trust

B Transactions with related parties

(₹ in lacs)

Particulars	Subsidiaries, Step Subsidiary and Associate		Key Management personnel and their relatives		Enterprises controlled by key management personnel and their relatives	
	31-Mar-24	31-Mar-23	31-Mar-24	31-Mar-23	31-Mar-24	31-Mar-23
Sales of Goods	**1,559.36**	**1,161.74**			**2,137.05**	**1,587.80**
Ultra for Medical Products Egypt	869.25	859.05				
Plan 1 Health SRL, Italy	676.81	302.69				
PolyHealth Medical Inc	13.30					
Vitromed Healthcare					2,137.05	1,587.80
Purchases of Goods/Business support & marketing services	**458.29**	**583.87**			**29.92**	**30.36**
Plan 1 Health SRL, Italy	458.29	558.10				
Poly Medicure (Laiyang) Co. Ltd	-	25.77				
Vitromed Healthcare					29.92	30.36
Job work						
Vitromed Health Care					**7,653.35**	**6,693.36**
Rent received						
Vitromed Healthcare					0.20	0.20
Rent paid						
Jai Polypan Pvt. Ltd.					1.70	1.70
CSR Expenses	**208.42**	**123.00**				
Jai Chand Lal Hulasi Devi Baid Charitable Trust	208.42	123.00				
Dividend/ Governing Council Share	**84.47**	**55.34**				
Ultra for Medical Products, Egypt	84.47	55.34				
Directors / Key Managerial Personnels' Remuneration including commission.			**3,526.04**	**2,672.02**		
Mr. Himanshu Baid			1,717.81	1,300.63		
Mr. Rishi Baid			1,668.18	1,247.28		
Mr. Naresh Vijayvargiya			112.09	98.98		
Mr. Avinash Chandra			18.84	16.74		
Mr. Ravi Prakash			9.12	8.39		
Defined benefit obligations*			**36.59**	**(0.73)**		
Mr. Himanshu Baid			18.21	(1.74)		
Mr. Rishi Baid			15.59	(0.84)		
Mr. Naresh Vijayvergiya			1.88	1.58		
Mr. Avinash Chandra			0.52	(0.01)		
Mr. Ravi Prakash			0.39	0.28		
Salary and perquisites			**183.90**	**171.48**		
Mr. Vishal Baid			183.90	171.48		
Salary and perquisites			**286.24**	**258.83**		
Mr. Dhruv Baid			98.30	87.99		
Mr. Arham Baid			93.97	85.42		

Mr. Aaryaman Baid			93.97	85.42		
Commission and Sitting fees			**131.25**	**128.00**		
Mr. J. K. Baid			14.25	14.25		
Mrs. Mukulika Baid			14.25	14.25		
Mr. Devendra Raj Mehta			16.25	16.00		
Mr. Prakash Chand Surana			12.00	14.00		
Mr. Shailendra Raj Mehta			15.00	15.50		
Dr. Sandeep Bhargava			14.50	14.50		
Mr. Amit Khosla			16.00	15.75		
Ms. Sonal Mattoo			14.50	14.75		
Mr. Ambrish Mithal			14.50	9.00		
Investment in Subsidiary Companies	**367.64**	**1,001.78**				
Poly Medicure BV, Netherlands	367.64	1,001.78				
Loan to Subsidiary Companies	**191.66**	**175.98**				
Poly Medicure BV, Netherlands	178.79	174.05				
Interest	12.87	1.93				
Mr. Alessandro Balboni			**299.04**	**239.25**		
Management Fees			284.54	225.75		
Director Sitting Fees			2.50	1.50		
Commission			12.00	12.00		
Reimbursement of expenses	**49.63**	**-**				
PolyHealth Medical Inc	49.63	-				

Outstanding balances at the year end

(₹ in lacs)

Particulars	Subsidiaries and Associate		Key Management personnel and their relatives		Enterprises controlled by key management personnel and their relatives	
	31-03-2024	31-03-2023	31-03-2024	31-03-2023	31-03-2024	31-03-2023
Dividend / Share Governing Council outstanding	**112.35**	**97.26**				
Ultra for Medical Products, Egypt	112.35	97.26				
Directors' Remuneration / Salary payable			**1,447.08**	**909.24**		
Mr. Himanshu Baid			706.27	439.43		
Mr. Rishi Baid			707.49	439.75		
Mr. Vishal Baid			8.68	11.21		
Mr. Dhruv Baid			11.58	5.46		
Mr. Arham Baid			4.53	4.01		
Mr. Aaryamann Baid			4.53	4.01		
Mr. Naresh Vijayvargiya			2.77	4.67		
Mr. Avinash Chandra			0.59	0.22		
Mr. Ravi Prakash			0.64	0.48		
Commission Payable			**97.20**	**93.60**		
Mr. J. K. Baid			10.80	10.80		
Mrs. Mukulika Baid			10.80	10.80		
Mr. Devendra Raj Mehta			10.80	10.80		
Mr. Prakash Chand Surana			10.80	10.80		
Mr. Shailendra Raj Mehta			10.80	10.80		

Dr. Sandeep Bhargava			10.80	10.80		
Mr. Amit Khosla			10.80	10.80		
Ms. Sonal Mattoo			10.80	10.80		
Mr. Ambrish Mithal			10.80	7.20		
Management Fee & Others Payable			**31.42**	**25.04**		
Mr. Alessandro Balboni			31.42	25.04		
Trade Receivable	**1,066.38**	**898.06**			**-**	**-**
Plan 1 Health SRL , Italy	369.08	250.83			-	-
Ultra for Medical Products	697.30	647.23			-	-
Trade Payable / Payable for capital goods/Rent payable	**34.71**	**-**			**-**	**-**
Plan 1 Health SRL, Italy	34.71	-			-	-
Outstanding Loans to Subsidiary company	**-**	**-**			**-**	**-**
Poly Medicure BV, Netherlands (Including interest accrued ₹ Nil (P.Y 1.93 lacs)		180.04			-	-

40 EARNINGS PER SHARE (EPS) OF ₹ 5/- EACH:

(₹ in lacs)

Particulars	Year ended	
	As at 31-Mar-24	**As at 31-Mar-23**
Net profit after tax available for equity share holders (₹ In lacs)	25,172.34	17,904.47
Basic Earnings per Share		
Number of shares considered as Basic weighted average shares outstanding during the year	95,946,790	9,59,16,495
Basic Earnings per Share (in ₹)	26.24	18.67
Diluted Earnings per Share		
Weighted Average no. shares outstanding during the year	95,946,790	95,916,495
Effect of dilutive issue of stock options	74,000	104,450
Weighted Average no. shares outstanding for diluted EPS	96,020,790	96,020,945
Diluted Earnings per Share (in ₹)	26.22	18.65

41 EMPLOYEE BENEFIT:
As per Ind AS - 19 "Employee Benefits", the disclosures are as under:

I Defined Contribution Plan - Provident Fund

The company makes contribution towards Provident Fund to Regional fund commissioner. The contribution payable by the company are at the rates specified in the rules of the scheme.

During the year, the company has recognized the following amount in statement of profit and loss

(₹ in lacs)

Particulars	Year ended	
	31-Mar-24	**31-Mar-23**
Employers' contribution to provident fund * #	924.39	755.38

* included in "contribution to provident fund and others" under employee benefit expenses (refer note no. 28)
# excluding contribution to provident fund transferred to Research and Development Expenses ₹ 18.01 lacs (PY ₹ 12.64 lacs).

II Defined Benefit Plan

The company has formed a employees gratuity trust which is administrated by Life Insurance Corporation of India (LIC). The company makes contribution towards funding the defined benefit plan pertaining to gratuity to LIC. The Leave Encashment liability is not contributed to any fund and is unfunded. The present value of the defined benefit obligation and related current cost are measured using projected unit credit method with actuarial valuation being carried out at balance sheet date. The amount recognized are as under:

a) **Gratuity (Funded)**

(i) **Present Value of Defined benefit Obligation**

(₹ in lacs)

Particulars	Year ended	
	31-Mar-24	31-Mar-23
Obligations at year beginning	429.31	397.65
Service Cost - Current	90.76	65.63
Service Cost - Past		
Interest expenses	31.60	28.71
Actuarial (gain) / Loss on PBO	116.42	(22.43)
Benefit payments	(28.81)	(40.24)
Addition due to transfer of employee	-	-
Obligations at year end	**639.29**	**429.31**

(ii) **Change in plan assets**

(₹ in lacs)

Particulars	Year ended	
	31-Mar-24	31-Mar-23
Fair value of plan assets at the beginning of the period	239.68	262.59
Actual return on plan assets	21.12	16.54
Less- FMC Charges	-	(0.21)
Employer contribution	188.50	1.00
Benefits paid	(28.81)	(40.24)
Fair value of plan assets at the end of the period	**420.49**	**239.68**

(iii) Assets and Liabilities recognized in the Balance Sheet

(₹ in lacs)

Particulars	Year ended	
	31-Mar-24	31-Mar-23
Present Value of the defined benefit obligations	639.29	429.31
Fair value of the plan assets	420.49	239.68
Amount recognized as Liability	**218.80**	**189.63**

(iv) Defined benefit obligations cost for the year:

(₹ in lacs)

Particulars	Year ended	
	31-Mar-24	31-Mar-23
Service Cost - Current	90.76	65.63
Service Cost - Past	-	-
Interest Cost	13.96	9.75
Expected return on plan assets	-	-
Actuarial (gain) loss	-	-
Net defined benefit obligations cost	**104.72**	**75.38**

(v) Amount recognized in Other Comprehensive Income (OCI)

(₹ in lacs)

Particulars	Year ended	
	31-Mar-24	31-Mar-23
Net cumulative unrecognized actuarial gain/(loss) opening	-	-
Actuarial gain / (loss) for the year on PBO	(116.42)	22.43
Actuarial gain /(loss) for the year on Asset	3.47	(2.63)
Unrecognized actuarial gain/(loss) for the year	**(112.95)**	**19.80**

(vi) Investment details of Plan Assets

(₹ in lacs)

Particulars	Year ended	
	31-Mar-24	**31-Mar-23**
The details of investments of plan assets are as follows:	-	-
Funds managed by Insurer	100%	100%
Total	**100%**	**100%**

Note: In respect of Employees Gratuity Fund, composition of plan assets is not readily available from LIC of India. The expected rate of return on assets is determined based on the assessment made at the beginning of the year on the return expected on its existing portfolio, along with the estimated increment to the plan assets and expected yield on the respective assets in the portfolio during the year.

(vii) Actuarial assumptions:

Particulars	Year ended	
	31-Mar-24	**31-Mar-23**
Discount Rate per annum	7.36%	7.36%
Future salary increases	4.00%	4.00%

Note: Estimate of future increases considered in actuarial valuation takes account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

(viii) Demographic Assumptions:

Attrition rates are the company's best estimate of employee turnover in future determined considering factors such as nature of business & industry, retention policy, demand & supply in employment market, standing of the company, business plan, HR Policy etc. as provided in the relevant accounting standard.

(₹ in lacs)

Particulars	Year ended	
	31-Mar-24	**31-Mar-23**
i) Retirement Age (Years)	60.00	60.00
ii) Mortality rates inclusive of provision for disability	100% of IALM (2012 - 14)	
iii) Attrition at Ages	Withdrawal Rate (%)	
Up to 30 Years	3.00	3.00
From 31 to 44 years	2.00	2.00
Above 44 years	1.00	1.00

(ix) Amount recognized in current year and previous four years:

(₹ in lacs)

	Year ended				
	31-Mar-24	**31-Mar-23**	**31-Mar-22**	**31-Mar-21**	**31-Mar-20**
Defined benefit obligations	639.29	429.31	397.65	382.28	333.23
Plan assets	(420.49)	(239.68)	(262.59)	(281.06)	(161.91)
Deficit /(Surplus)	**218.80**	**189.63**	**135.05**	**101.22**	**171.32**

(x) Expected Contribution to the Fund in the next year

(₹ in lacs)

Particulars	Year ended	
	As at 31-Mar-24	**As at 31-Mar-23**
Service Cost	119.47	85.01
Net Interest Cost	15.82	13.96
Expected contribution for next annual reporting period	**135.29**	**98.97**

(xi) Sensitivity Analysis

The sensitivity of defined benefit obligations to changes in the weighted principal assumptions is :

(₹ in lacs)

	"Change in Assumption"		"Increase in Assumption"			"Decrease in Assumption"		
	31-Mar-24	**31-Mar-23**	**Impact**	**31-Mar-24**	**31-Mar-23**	**Impact**	**31-Mar-24**	**31-Mar-23**
Discount Rate per annum	0.50%	0.50%	Decrease by	(34.93)	(24.54)	Increase by	38.18	26.87
Future salary increases	0.50%	0.50%	Increase by	36.94	26.27	Decrease by	(34.03)	(24.20)

The above sensitivity analysis is based on a change in assumption while holding all the other assumptions constant. In practice, this is unlikely to occur, and change in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognized in balance sheet.

(xii) Maturity Profile of Defined Benefit Obligation

(₹ in lacs)

Sr. No.	Year	Year
a	0 to 1 Year	27.47
b	1 to 2 Year	21.26
c	2 to 3 Year	12.91
d	3 to 4 Year	34.20
e	4 to 5 Year	29.59
f	5 to 6 Year	36.67
g	6 Year onwards	478.98

(xiii) Risk exposure

The gratuity scheme is a final salary Defined Benefit Plan that provides for lump sum payment made on exit either by way of retirement, death, disability, voluntary withdrawal. The benefits are defined on the basis of final salary and the period of service and paid as lump sum at exit. The plan design means the risk commonly affecting the liabilities and the financial results are expected to be:

A) **Salary Increases:** Actual salary increases will increase the Plan's liability. Increase in salary increase rate assumption in future valuations will also increase the liability.

B) **Investment Risk:** If Plan is funded then assets liabilities mismatch & actual investment return on assets lower than the discount rate assumed at the last valuation date can impact the liability.

C) **Discount Rate:** Reduction in discount rate in subsequent valuations can increase the plan's liability.

D) **Mortality & disability:** Actual deaths & disability cases proving lower or higher than assumed in the valuation can impact the liabilities.

E) **Withdrawals:** Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact Plan's liability.

b) **Leave Encashment (Unfunded)**

The Leave Encashment liability of ₹ 255.54 lacs form part of long term provision ₹ 228.80 Lacs (PY ₹ 136.66 Lacs) and short term provision ₹ 26.74 Lacs (PY ₹ 20.97 Lacs) and is unfunded and does not require disclosures as mentioned in para 158 of Ind AS 19.

42 SEGMENT INFORMATION:

Description of segment and principal activity.

The company is primarily in the business of manufacture and sale of medical devices. Operating segments are reported in the manner consistent with internal reporting to Managing director of the company. The company has regular review procedures in place and Managing director reviews the operations of the company as a whole, Hence there are no reportable segments as per Ind AS 108 Operating segment.

Information about Geographical areas

The following information discloses revenue from customers based on geographical areas.

i) Revenue on product group wise (Ind AS 108, Para 32)

(₹ in lacs)

Particulars	Year ended	
	As at 31-Mar-24	**As at 31-Mar-23**
Medical Devices	129714.65	1,06,147.28
Total	**129714.65**	**1,06,147.28**

ii) Revenue as per geographical area (Ind AS 108, Para 33 (a))

(₹ in lacs)

Particulars	Year ended	
	As at 31-Mar-24	**As at 31-Mar-23**
With in India	40,771.57	34,400.52
Outside India	88,943.08	71,746.76
Total	**129,714.65**	**1,06,147.28**

iii) None of the non-current assets (other than financial instruments, investment in subsidiaries/ associates) are located outside India.

iv) None of the customers of the company individually account for 10% or more sale.

43 CORPORATE SOCIAL RESPONSIBILITY (CSR)

As per provision of section 135 of the Companies Act, 2013, the company has to incur at least 2% of average net profit of the preceding three financial years towards Corporate Social Responsibility. Accordingly, a CSR committee has been formed for carrying out CSR activities as per Schedule VII of the companies Act, 2013.

The details of expenditure incurred on CSR are as under:

(₹ in lacs)

Sr. No.	Particulars	Year ended	
		31-Mar-24	**31-Mar-23**
1	The Gross amount required to be spent by the company during the year as per Section 135 of Companies Act 2013 read with Schedule VII	393.25	315.34
2	Amount spent during the year on :		
	i Construction / acquisition of any assets	-	-
	ii On purposes other than (i) above	573.91	298.35
	Total Amount Spent	573.91	298.35
	Add: Excess Spent from previous year utilised during the current year	-	-
	Less Excess spent during the year to be carried forward to next year	180.66	NA
	Amount required to be spent	393.25	315.34
3	Unspent amount in CSR transferred to separate bank account.	-	16.99
4	Total of previous years shortfall	-	-
5	Reason for shortfall#	NA	NA
6	Nature of CSR activities.	-	-
	Promoting education, Promotion of Healthcare, Food relief activity, Social welfare.		
7	"Details of related party transactions in relation to CSR expenditure as per relevant Accounting Standard"		
	Contribution to JAI CHAND LAL HULASI DEVI BAID CHARITABLE TRUST in relation to CSR expenditure	208.42	123.00

Details of ongoing CSR projects under Section 135(6) of the companies Act, 2013:

Year	Opening Balance		Amount required to be spent during the year	Amount spent during the year		Closing Balance	
	With the Company	In separate CSR Unspent A/c		From company bank account	CSR Unspent account	With the Company	In separate CSR Unspent A/c
2022-23	-	-	-	-	-	-	16.99
2023-24	-	16.99	-	-	16.99	-	-

Details of CSR expenditure under section 135(5) of the Act in respect of unspent amount other than ongoing projects:

Year	Opening Balance unspent	Amount deposited in Specified Fund of Schedule VII of the Act within 6 months	Amount required to be spent during the year	Amount spent during the year	Closing Balance unspent
2022-23	-	-	-	-	-
2023-24	-	-	-	-	-

Details of excess CSR expenditure under section 135(5) of the Act

Year	Opening balance of excess amount spent	Amount required to be spent during the year	Amount Spent during the year	Closing balance of ecxess amount spent to be carried forward to next financial year as per section 135 of the companies Act 2013.
2021-22	-	-	-	-
2022-23	-	-	-	-
2023-24	-	393.25	573.91	180.66

44 SHARE BASED PAYMENTS:

'The company has formulated "Poly Medicure Employee Stock Option Scheme, 2020 (ESOP 2020)" duly approved by the share holders in the annual general meeting held on 29th Sept 2020 in accordance of which the ESOP Committee of Board of Directors of the company held on 6th November 2020 has granted 63100 equity shares to eligible employees on the following terms & Conditions:

All option granted under this scheme shall, upon vesting, be exercised with in a period of three months from the date of vesting, failing which the option shall lapse, or such other date as decided by the compensation committee.

Provided, however that in case of cessation of employment, the vested option shall lapse/ be exercised in accordance with the provisions of article 12 of this scheme.

The vesting period for the conversion of options are as follows:

On completion of 24 months from the date of grant of option: 50% vests.

On completion of 36 months from the date of grant of option: 50% vests.

The company has also formulated "Poly Medicure Employee Stock Option Scheme, 2020 (ESOP 2020)" duly approved by the share holders in the annual general meeting held on 29th September 2020 in accordance of which the ESOP Committee of Board of Directors of the company held on 4th August 2022 has granted 79900 equity shares to eligible employees on the following terms & Conditions:

All option granted under this scheme shall, upon vesting, be exercised with in a period of three months from the date of vesting, failing which the option shall lapse, or such other date as decided by the compensation committee.

Provided, however that in case of cessation of employment, the vested option shall lapse/ be exercised in accordance with the provisions of article 12 of this scheme.

The vesting period for the conversion of options are as follows:

On completion of 24 months from the date of grant of option: 50% vests.

On completion of 36 months from the date of grant of option: 50% vests.

a Details of employees stock options granted under Poly Medicure Employee Stock Option Scheme, (ESOP 2020)

Financial Year	Number	Financial year of vesting	Exercise price	Fair value
(Year of Grant) 2020-21	63100	2022-23 2023-24	100	374

b Details of employees stock options granted under Poly Medicure Employee Stock Option Scheme, (ESOP 2020)

Financial Year	Number	Financial year of vesting	Exercise price	Fair value
(Year of Grant) 2022-23	79900	2024-25 2025-26	100	666

c Movement of share options during the year

Particulars	As at 31st March 2024		As at 31st March 2023	
	Number of share options	Exercise Price	Number of share options	Exercise Price
Balance at the beginning of the year	104,450	100	75,500	50 & 100
Granted during the year (ESOP-2020)	-	-	79,900	100
Forfeited during the year	-	-	-	-
Exercised during the year (ESOP-2016,2020)	27,075	100	44,000	50 & 100
Expired / Lapsed during the year	3,375	-	6,950	-
Balance Options to be exercised at the end of the year	74,000	100	1,04,450	100

d Compensation expenses arising on account of share based payments

(₹ in lacs)

Particulars	Year ended	
	31-Mar-24	31-Mar-23
Share based payment expenses to employees	211.44	192.74
Total	**211.44**	**192.74**

e Fair value on grant date

The fair value on grant date is determined using Black Scholes Model which takes into account exercise price, terms of option, share price at grant date and expected price volatility of the underline shares, expected dividend yield and risk free interest rate for the term of option.

The model inputs for options granted	ESOS 2020	ESOS 2020
a Exercise price	100	100
b Grant date	29th Sep 2020	04th Aug 2022
c Vesting year	2022-23 2023-24	2024-25 2025-26
d Share price at grant date	463	755
e Expected price volatility of the company share	20% to 25%	20% to 25%
f Expected dividend yield	0.43%	0.33%
g Risk free interest rate	6.00%	7.00%

The expected price volatility is based on the historic volatility.

45 Dividends declared by the company are based on the profits available for distribution. On 17th May 2024, the Board of directors have proposed a final dividend of ₹ 3/- per share in respect of the year ended March 31, 2024 subject to approval of shareholders at the Annual General Meeting. The proposal is subject to approval of shareholders at the Annual General Meting, and if approved, would result in a cash outflow approximately ₹ 2,879.14 Lacs.

46 Disclosure as required under section 186(4) of the Companies Act 2013 are as under:-

Sl. No.	Name of Company	Relation-ship with the com-pany	Nature	Amount granted during the year/amount of investment made during the year		Amount received back during the year		Balance outstanding as at	
				31-Mar-24	31-Mar-23	31-Mar-24	31-Mar-23	31-Mar-24	31-Mar-23
1	Poly Medicure BV, Netherlands	Subsidiary Company	Loan granted	178.79	174.05	352.82	-	-	178.11
2	Poly Medicure BV, Netherlands	Subsidiary Company	Investment made	367.64	1001.78	-	-	5501.27	5133.63

47 'No funds have been advanced/loaned/invested (from borrowed fund or from share premium or from any other sources/kind of fund) by the company to any other person(s) or entity(ies), including foreign entities(intermediaries), with the understanding (whether recorded in writing or otherwise) that the intermediary shall (i) directly or indirectly lend or invest in other peron or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or (ii) provide any guarantee, security or like to or on behalf of the Ultimate Beneficiaries.

No funds have been received by the company from any person(s) or entity(ies), including foreign entities (funding Parties), with the understanding (whether recorded in writing or otherwise) that the company shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

48 'The Indian parliament has approved the Code of Social Security, 2020 which would impact the contribution by the company toward providend fund and gratuity. The Ministry of Labour and Employment has relesed draft rules for the Code on Social Security, 2020 on November 13, 2020. The company will asses the impact and its evaluation once the subject rules are notified. The company will give appropriate impact in its financial statement in the period in which, the code become effective and the related rules to determine the financial impact are published.

49 Additional Regulatory Information

RATIOS	Numerator	Denominator	March 2024	March 2023	% Change as compared to previous year	Reasons for change in ratio by more than 25% as compared to previous year
Current Ratio	Current Assets	Current Liabilities	2.42	2.81	-13.97%	NA
Inventory Turnover Ratio (extrapolated)	Sales	Average Inventory (Opening + Closing Inventory /2)	6.96	6.41	8.53%	NA
Trade Receivables Turnover Ratio	Sales	Average Trade Receivables (Opening + Closing Trade Receivables/2)	5.44	5.18	5.09%	NA
Creditors Turnover Ratio	Purchase	Average Trade Payables (Opening + Closing Trade Payables/2)	8.01	7.45	7.47%	NA
Net Profit Ratio	Profit After Tax	Sales	19.26%	16.76%	14.89%	NA
Return On Equity	Profit after Tax	Average Shareholder's Equity (Equity Share Capital + Other Equity)	18.70%	15.49%	20.72%	NA
Capital Turnover Ratio	Net Sales	Average Working Capital (Current Assets-Current Liabilities)	2.75	2.09	31.60%	The increase in capital turnover ratio is primarily due to increase in net sales.
Debt To Equity Ratio	Total Debt	Shareholder's Equity (Equity Share Capital + Other Equity)	0.11	0.11	0.11%	NA
Debt Service Coverage Ratio	Earnings available for debt service (Profit after tax+Depreciation)	Debt Service(Interest including lease payment interest + Current Principal Repayments)	14.70	9.42	56.05%	The increase in debt service ratio denotes reduction in current period principal repayments and increase in profit after tax.

Return on Capital employed	Earning before interest and taxes	CapitalEmployed(Shareholder's Equity + Total Debt + Deferred Tax Liability	20.94%	17.48%	19.79%	NA
Return on investment	Mutual Fund	Mutual Fund	17.66%	2.35%	651.74%	The increase in return on investment is primarily due to maket volatility.
Return on investment	Bond	Bond	8.33%	9.66%	-13.73%	NA

Additional regulatory information required by Schedule-III of Companies Act 2013

1) **Relationship with struck off Companies:** The Company do not have any relationship with Companies struck off under section 248 of Companies Act 2013 or Section 560 of Companies Act 1956.

2) **Details of Benami Property:** No proceedings have been initiated or are pending against the Company for holding any Benami property under Benami Transaction (Prohibition) Act 1988 and the Rules made thereunder.

3) **Compliance with numbers of layer of Companies:** The Company has complied with the number of layers prescribed under Companies Act 2013.

4) **Compliance with approved Scheme of Arrangement:** The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

5) **Undisclosed Income:** There is no income surrendered or disclosed as income during current or previous year in the tax assessment under the Income Tax Act 1961 that has not been recorded in books of accounts.

6) **Details of Crypto Currency or Virtual Currency:** The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

50 Previous year figures have been regrouped or reclassified to confirm current year classification.

As per our Auditors' report of even date annexed
For **M C Bhandari & Co. (Reg No.303002E)**
Chartered Accountants

For and on behalf of the Board of Directors

Ravindra Bhandari
Partner
Membership No. 097466

Himanshu Baid
Managing Director
DIN : 00014008

Rishi Baid
Joint Managing Director
DIN : 00048585

Place : New Delhi
Date: 17th May 2024

Naresh Vijayvargiya
CFO

Avinash Chandra
Company Secretary
M. No. : A32270

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF POLY MEDICURE LIMITED

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Poly Medicure Limited ("the Holding Company") its foreign subsidiaries and subsidiary company incorporated in India (the Company and its subsidiaries together referred to as "the Group") its associate as per list annexed, which comprise the Consolidated Balance Sheet as at March 31, 2024, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated 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 consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated 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 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 consolidated state of affairs of the Group as at March 31, 2024, the consolidated profit, consolidated total comprehensive income, consolidated changes in equity and its consolidated cash flows including its associate for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated 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 the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matters	How the Key Audit Matter was addressed
Goodwill The Group has recognised goodwill on consolidation amounting to ₹ 2,858.11 lacs. The group conducts annual impairment testing of goodwill using discounted cash flow method. Significant judgements are used to estimate the recoverable amount of goodwill. The determination of recoverable amount involves use of several key assumptions including estimate of future sales volume, price, operating margin and discount rate and is, hence, considered as a key audit matter. The Group has assessed that no impairment in the value of goodwill is necessitated. (Refer Note 46)	We have assessed business plan and future cash flows of Step subsidiary company to evaluate management position on non-impairment in value of goodwill on consolidation. Our audit procedures included following: Evaluated the design and tested operating effectiveness of management control in assessing carrying amount of goodwill. Obtained computation of recoverable amount and tested reasonableness of key assumptions Obtained & Evaluated management sensitivity analysis to ascertain impact of changes in key assumptions for determining downside impact on recoverable amount.

Information Other than the Consolidated Financial Statements and Auditors' Report Thereon

The Holding Company's Management and Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the consolidated financial statements and our auditor's report thereon. The other information is expected to be made available to us after the date of the audit report.

Our opinion on the consolidated 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 consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated 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, as for the year ended March 31, 2024 the other information has not yet been prepared and not yet approved by Board of Directors.

Management's Responsibility and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated total comprehensive income, consolidated changes in equity and consolidated cash flows of the Group including its associate in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group and of its associate are responsible for maintenance of the adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and of its associate 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 consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of consolidated financial statements by the directors of Holding company.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associate are responsible for assessing the ability of the group and of its associate 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 Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associate are also responsible for overseeing the financial reporting process of the Group and of its associate.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated 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 consolidated 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 consolidated 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 financial controls 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 holding Company and its subsidiary companies which are companies incorporated in India, has adequate internal financial controls system in place and the operating effectiveness of such controls. There is only one subsidiary company incorporated in India and two subsidiary companies are incorporated out of India.

- 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 ability of the Group and its associate 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 consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associate to cease to continue as a going concern.

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

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associate of which we are the independent auditors and whose financial information we have audited to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statement which have been audited by other auditors situated outside India, such other auditor remain responsible for the direction, supervision and performance of the audit carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance of holding company and subsidiary company incorporated in India included in financial statement of which we are the independent auditors 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 consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

We did not audit the financial statements of one foreign subsidiary, whose financial statements reflect total assets of ₹ 1,739.91 lacs as at

31st March 2024 and total revenue of ₹ 1,503.45 lacs for the year then ended on that date and financial statements of one foreign associate in which the share of profit of the Group is ₹ 252.68 lacs. The financial statements of one foreign subsidiary namely Poly Medicure (Laiyang) Co. Ltd., China have been audited by other auditors outside India whose reports have been furnished to us and our opinion is based solely on the reports of the other auditors.

The financial statements of one associate namely Ultra for Medical Products (UMIC), Egypt, have been furnished to us by management of that company and is unaudited and management certified and our opinion is based solely on the basis of unaudited/ management certified financial statements for the year ended 31st December 2023.

The Financial Statement of one foreign subsidiary (as Consolidated) namely Poly Medicure BV Netherlands in which financial statement of Step Subsidiary Plan 1 Health and Poly Health Medical INC. US are consolidated and whose consolidated financial statement/information reflect total assets of ₹ 7,746.55 Lacs as at 31st March'2024, and total consolidated revenue of ₹ 6,654.54Lacs for the year ended on that date as considered in the Consolidated financial statements. These consolidated financial statement/financial information have not been audited as based on article 2.396 Section 6 of Dutch Civil Code, the said foreign subsidiary company is exempt from the obligation to have the annual accounts (including consolidated accounts) audited by the auditor, and are, therefore, management certified and have been furnished to us by the management and our opinion on the consolidated financial statements in so far as it relates to the amounts and disclosure included in respect of the Subsidiary so far as it relates to the aforesaid subsidiary is based solely on the basis of management certified consolidated financial statements as adjusted suitably to give effect to adopt uniform accounting policies.

In respect of subsidiaries/ associate located outside India whose financial result and other financial information have been prepared in accordance with the accounting principles generally accepted in their respective countries and which have been audited by other auditor/ management certified. The holding company's management has converted the financial results of such subsidiaries/associate located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have audited these conversion adjustments made by the holding company's management. Our opinion in so far as it relates to the balances and affair of such subsidiaries/ associate located outside India is based on the report of other auditor/ management certified and the conversion adjustment prepared by the management of the holding company and audited by us.

Our Opinion on Consolidated financial statements and our report on other legal and regulatory requirements is not modified in respect of the above matters with respect to our reliance on the work done and the report of the other auditor and the financial statement/financial information as certified by management.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:

    a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

    b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.

    c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

    d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.

    e) On the basis of the written representations received from the directors of the holding Company as on March 31, 2024 taken on record by the Board of Directors of the holding Company, and of subsidiary company incorporated in India, none of the directors of the holding Company and its subsidiary company incorporated in India is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.

    f) With respect to the adequacy and the operating effectiveness of the internal financial control over financial reporting with reference to these consolidated financial statements of the Holding company and its subsidiary company incorporated in India, refer to our separate report in annexure 1 to this report.

    g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

        In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the holding Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

    h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of report of the other auditors on separate financial statements as also other financial information of subsidiaries, associates as noted in "other Matter" paragraph.

        i. The consolidated financial statements disclose impact of pending litigations on the consolidated financial position of the Group. (Refer Note No. 35 to consolidated financial statements.)

        ii. Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses. The Company did not have any long-term derivative contract.

        iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the holding Company and subsidiary company incorporated in India.

        iv. (a) The respective Managements of the Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company or any of such subsidiaries to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(b) The respective Managements of the Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company or any of such subsidiaries from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company or any of such subsidiaries shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us on the Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v. (a) The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act, as applicable. No interim dividend was declared or paid by the company during the year.

(b) The Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.

vi. Based on our examination, which included test checks, the company and its subsidiary company incorporated in India has used accounting software for maintaining its books of accounts for the financial year ended March 31, 2024 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the softwares. Further, during the course of audit, we do not come accress any instance of the audit trail being tempered with. As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1st, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rule 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

2. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Company and its subsidiary company incorporated in India included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports.

For **M C Bhandari & Co.**
Chartered Accountants
Firm's registration number: 303002E

Ravindra Bhandari
Partner
Membership number: **097466**
UDIN: 24097466BKGQOD1043

Place: New Delhi
Date: 17th May 2024

Annexure - A to the Auditors' Report

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

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31st March 2024, we have audited the internal financial controls over financial reporting of Poly Medicure Limited ("the Holding Company") as of that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Holding Company and of subsidiary company incorporated in India are 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 ("ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting 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 ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. 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 judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls 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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal financial Controls 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, the Holding Company and subsidiary company incorporated in India, have, 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 31st March 2024, 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 ICAI.

For **M C Bhandari & Co.**
Chartered Accountants
Firm's registration number: 303002E

Ravindra Bhandari
Partner
Membership number: **097466**
UDIN: 24097466BKGQOD1043
Place: New Delhi
Date: 17th May 2024

Annexure I: List of entities consolidated as at 31 March 2024

1. Poly Medicure (Laiyang) Co. Ltd.- China - Wholly owned Subsidiary (Audited)
2. Poly Medicure BV - Netherlands (Consolidated) – Wholly owned Subsidiary (Unaudited Management Certified)
3. Ultra for Medical Products Co. (UMIC) – Egypt – Associate (Unaudited Management Certified)
4. Plan 1 Health India Pvt. Ltd. Subsidiary (Audited)

Poly Medicure Limited
CIN: L40300DL1995PLC066923

Consolidated Balance Sheet as at 31 March 2024 (₹ in lacs)

Particulars	Note No.	As at 31 March 2024	As at 31 March 2023
ASSETS			
1 Non-current assets			
(a) Property, plant and equipment	2	81,852.79	58,732.09
(b) Capital work-in-progress		6,669.78	7,258.35
(c) Right of Use	2	371.10	247.38
(d) Investment Properties	3	58.37	90.89
(e) Goodwill on consolidation		2,858.11	2,858.11
(f) Intangible assets	2	1,598.59	1,597.34
(g) Intangible assets under development		900.85	557.50
(h) Financial Assets			
(i) Investment in associates	4	712.87	764.20
(ii) Other Investments	5	2,044.15	-
(ii) Other financial assets	7	1,330.97	1,133.04
(i) Other non-current assets	8	3,306.94	3,813.25
Total non-current assets		**101,704.52**	**77,052.15**
2 Current assets			
(a) Inventories	9	22,103.04	20,865.48
(b) Financial assets			
(i) Investments	5	13,954.10	12,402.35
(ii) Trade receivables	10	26,993.88	23,543.20
(iii) Cash and cash equivalents	11	1,205.31	706.24
(iv) Bank balances other than (iii) above	12	13,480.52	17,057.08
(v) Loans	6	23.00	29.77
(vi) Other financial assets	7	1,283.69	737.43
(c) Other current assets	8	5,119.13	5,327.22
Total current assets		**84,162.67**	**80,668.77**
TOTAL ASSETS		**185,867.19**	**157,720.92**
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity share capital	13	4,798.58	4,797.23
(b) Other equity	14	142,206.77	1,19,365.49
Equity attributable to shareholders of the company		**1,47,005.35**	**1,24,162.72**
Non-controlling interest		-	-
Total equity		**1,47,005.35**	**1,24,162.72**

Particulars	Note No.	As at 31 March 2024	As at 31 March 2023
LIABILITIES			
1 Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	15	108.81	1,750.12
(ii) Lease Liabilities		208.70	134.93
(iii) Other financial liabilities	16	72.82	65.66
(b) Provisions	17	598.98	460.23
(c) Government Grants		300.04	273.52
(d) Deferred tax liabilities (Net)	18	2,448.34	1,543.47
Total non-current liabilities		**3,737.69**	**4,227.93**
2 Current liabilities			
(a) Financial liabilities			
(i) Borrowings	19	16,912.65	12,893.27
(ii) Lease Liabilities		185.07	123.36
(iii) Trade payables	20		
a) total outstanding dues of micro enterprises and small enterprises		1,422.61	1,387.17
b) total outstanding dues of creditors other than micro enterprises and small enterprises		8,137.15	7,844.31
(iv)Other financial liabilities	21	5,214.56	3,658.63
(b) Other current liabilities	22	2,838.95	3,284.56
(c) Provisions	17	57.19	55.20
(d) Current tax liabilities (net)	23	355.97	83.76
Total current liabilities		**35,124.15**	**29,330.26**
TOTAL EQUITY AND LIABILITIES		**185,867.19**	**1,57,720.92**
Material accounting policies	a-y		
The accompanying notes are integral part of the Consolidated financial statements.	1 - 51		

As per our Auditors' report of even date annexed
For **M C Bhandari & Co. (Reg No.303002E)**
Chartered Accountants

For and on behalf of the Board of Directors

Ravindra Bhandari
Partner
Membership No. 097466

Himanshu Baid
Managing Director
DIN : 00014008

Rishi Baid
Joint Managing Director
DIN : 00048585

Place : New Delhi
Date: 17th May 2024

Naresh Vijayvargiya
CFO

Avinash Chandra
Company Secretary
M. No. : A32270

Poly Medicure Limited
CIN: L40300DL1995PLC066923

Consolidated Statement of Profit and Loss for the Year ended 31 March 2024 (₹ in lacs)

Particulars	Note No.	Year ended 31 March 2024	Year ended 31 March 2023
INCOME			
Revenue from operations	24	137,579.63	111,523.04
Other income	25	5,874.81	3,618.54
Total Income		**143,454.44**	**115,141.58**
EXPENSES			
Cost of materials consumed	26	46,478.45	42,431.15
Purchases of Stock-in-Trade		702.15	521.31
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	27	1,080.16	(2,364.94)
Employee benefits expense	28	24,591.17	20,274.58
Research and development expenses	29	1,896.02	1,780.25
Finance cost	30	1,130.09	883.86
Depreciation and amortization expense	31	6,392.65	5,716.68
Other expenses	32	27,009.52	22,342.22
Total Expenses		**109,280.21**	**91,585.11**
Profit before tax, and share of net profit from associates		**34,174.23**	**23,556.47**
Share of profit from associates		252.68	192.67
Profit before tax		**34,426.91**	**23,749.14**
Tax expenses:			
(1) Current tax		7,693.19	5,912.91
(2) Deferred tax		898.41	(109.76)
(3) Tax adjustment for earlier years (net)		9.34	17.74
Total tax expenses	**33**	**8,600.94**	**5,820.89**
Profit after tax		**25,825.97**	**17,928.25**
Other comprehensive income			
Items that will not be reclassified to profit or loss in subsequent period:-			
Re-measurement gains/(losses) of defined benefit plan		(112.95)	19.80
Tax impacts on above		28.43	(4.98)
Items that will be reclassified to profit or loss in subsequent period:-			
Exchange differences on translation of financial statements of foreign subsidiaries		(3.84)	25.79
Tax impacts on above		-	-
Other comprehensive income for the year (net of tax)		**(88.36)**	**40.61**
Total comprehensive income for the year		**25,737.61**	**17,968.86**

Particulars	Note No.	Year ended 31 March 2024	Year ended 31 March 2023
Profit for the year attributable to:			
Equity holders of the parent		25,825.97	17,928.25
Non-controlling interests		-	-
Total comprehensive income for the year attributable to:			
Equity holders of the parent		25,737.61	17,968.86
Non-controlling interests		-	-
Earnings per equity share: (Face value 5 each) in rupees	**40**		
Basic		26.92	18.69
Diluted		26.90	18.67
Weighted average number of equity shares used in computing earnings per equity share			
Basic		95,946,790	95,916,495
Diluted		96,020,790	96,020,945
Material accounting policies	a-y		
The accompanying notes are integral part of the Consolidated financial statements.	1 - 51		

As per our Auditors' report of even date annexed
For **M C Bhandari & Co. (Reg No.303002E)**
Chartered Accountants

Ravindra Bhandari
Partner
Membership No. 097466

Place : New Delhi
Date: 17th May 2024

For and on behalf of the Board of Directors

Himanshu Baid
Managing Director
DIN : 00014008

Rishi Baid
Joint Managing Director
DIN : 00048585

Naresh Vijayvargiya
CFO

Avinash Chandra
Company Secretary
M. No. : A32270

Poly Medicure Limited
CIN: L40300DL1995PLC066923

Consolidated Statement of Cash Flow for the year ended 31st March 2024 (₹ in Lacs)

	Particulars	Year ended 31 March 2024	Year ended 31 March 2023
A	**CASH FLOWS FROM OPERATING ACTIVITIES**		
	Profit before tax and exceptional items	**34,426.91**	**23,749.14**
	Adjusted for:		
	Depreciation and amortisation	6,392.65	5,716.68
	Share in Income of Associates	(252.68)	(192.67)
	Interest expense	1,130.09	883.86
	Interest income	(1,294.58)	(586.44)
	Loss/(profit) on sale of fixed assets, net	(62.28)	(10.03)
	Debts/advances written off	118.27	14.22
	Provision for doubtful debts and advances	112.62	59.39
	Credit balances no longer required, written back	(51.36)	(21.23)
	Deferred employee compensation expenses (net)	211.44	192.74
	Unrealised foreign exchange (gain) /loss	(180.77)	(85.74)
	Unrealised (Gain)/Loss on Mutual Fund	(2,094.88)	400.69
	Ind As and other Adjustments	(351.39)	(282.73)
	Operating profit before working capital changes	**38,104.04**	**29,837.88**
	Movement in working capital		
	Decrease/(increase) in inventories	(1,237.56)	(4,029.05)
	Decrease/ (increase) in sundry debtors	(3,668.56)	(2,879.68)
	Decrease/(Increase) in financial assets	(732.20)	(13.51)
	Decrease/(Increase) in other assets	259.79	(99.10)
	Increase/ (decrease) in trade payables	376.15	376.92
	Increase/ (decrease) in other financial liabilities	1,358.34	593.00
	Increase/ (decrease) in other liabilities	(445.61)	977.44
	Increase/ (decrease) in provisions	23.95	128.01
	Cash generated from operations	**34,038.35**	**24,891.89**
	Direct taxes paid (net of refunds)	(7,430.13)	(5,786.69)
	Net cash from operating activities	**26,608.22**	**19,105.20**
B	**CASH FLOWS FROM INVESTING ACTIVITIES**		
	Purchase of fixed assets (including capital advances)	(27,701.59)	(23,927.48)
	(Purchase)/Sale of Investments (net)	(1,501.02)	20,856.68
	Proceeds from / (Investment in) Fixed Deposits (net)	3,545.22	(15,080.30)
	Proceeds from sale of fixed assets	191.63	14.77
	Dividend Income	54.26	53.86
	Interest income	1,317.70	158.31
	Net cash used for investing activities	**(24,093.80)**	**(17,924.16)**
C	**CASH FLOWS FROM FINANCING ACTIVITIES**		
	Proceeds from (Repayment) of borrowings / deferred payment liabilities (net)	2,111.96	2,098.99
	Proceeds from Share Allotments	26.38	35.13
	Repayment of Lease Liabilities (including interest)	(177.29)	(141.60)
	Dividend Paid(including unclaimed dividend transferred)	(2,874.00)	(2,397.30)
	Interest / Finance charges paid	(1,102.40)	(845.75)
	Net cash from (used for) financing activities	**(2,015.35)**	**(1,250.53)**

POLYMED

(₹ in Lacs)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Net increase in cash and cash equivalents (A+B+C)	499.07	(69.50)
Cash and cash equivalents at the beginning of the year	706.24	775.74
Cash and cash equivalents at the end of the year	**1,205.31**	**706.24**
COMPONENTS OF CASH AND CASH EQUIVALENTS		
Balances with Banks in current account	1,186.89	676.88
Cash on hand (including foreign currency notes)	18.42	29.36
Cash and cash equivalents at the end of the year	**1,205.31**	**706.24**

(₹ in Lacs)

RECONCILIATION STATEMENT OF CASH AND BANK BALANCES	As at	
	31 March 2024	31 March 2023
Cash and cash equivalents at the end of the year as per above	**1,205.31**	**706.24**
Add: Balance with banks in dividend / unclaimed dividend accounts	41.25	36.92
Add: Fixed deposits with banks, having maturity period for less than twelve months	13,439.27	17,020.16
Add: Fixed deposits with banks (lien marked)	670.25	540.97
Add: Fixed deposits with banks, having maturity period for more than twelve months	39.28	132.89
Cash and bank balances as per balance sheet (refer note 7, 11 and 12)	**15,395.36**	**18,437.18**

DISCLOSURE AS REQUIRED BY IND AS 7
Reconciliation of liabilities arising from financing activities

March 31, 2024	Opening Balance	Cash Flow	Non Cash Flow Changes	Closing Balance
Short term secured borrowing	12,893.27	4,213.80	(194.42)	16,912.65
Long term secured borrowing	1,750.12	(2,095.34)	454.03	108.81
Total liabilities from financing activities	**14,643.39**	**2,118.46**	**259.61**	**17,021.46**

March 31, 2023	Opening Balance	Cash Flow	Non Cash Flow Changes	Closing Balance
Short term secured borrowing	8,714.73	4,180.65	(2.11)	12,893.27
Long term secured borrowing	3,812.72	(2,081.65)	19.05	1,750.12
Total liabilities from financing activities	**12,527.45**	**2,098.99**	**16.95**	**14,643.39**

Notes
This is the Cash Flow Statement referred to in our report of even date.
The above Consolidated cash Flow statement should be read in conjunction with the accompanying notes

As per our Auditors' report of even date annexed
For **M C Bhandari & Co. (Reg No.303002E)**
Chartered Accountants

For and on behalf of the Board of Directors

Ravindra Bhandari
Partner
Membership No. 097466

Himanshu Baid
Managing Director
DIN : 00014008

Rishi Baid
Joint Managing Director
DIN : 00048585

Place : New Delhi
Date: 17th May 2024

Naresh Vijayvargiya
CFO

Avinash Chandra
Company Secretary
M. No. : A32270

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

A. Equity share capital

(₹ in Lacs)

Balance at the 1 April 2023	Changes in Equity Share Capital due to prior period errors	Restated balance as at 1 April 2023	Changes in equity share capital during the year	Balance as at 31 March 2024
4,797.23	-	4,797.23	1.35	4,798.58

Balance at the 1 April 2022	Changes in Equity Share Capital due to prior period errors	Restated balance as at 1 April 2022	Changes in equity share capital during the year	Balance as at 31 March 2023
4,795.02	-	4,795.02	2.20	4,797.23

B. Other equity

(₹ in Lacs)

Particulars	Reserves and surplus							Item of Other comprehensive income		Total
	Capital Re-serve	Capital reserve on change in in-terest in equity of associates	Securities Premium	Share Based Payment Reserve Account	General reserve	Retained Earnings	Share in reserve in asso-ciates	Foreign Currency translation reserve	Re-mea-surement of defined benefit	
Balance as at 1 April 2022	**46.98**	**668.60**	**39,127.00**	**152.51**	**23,634.83**	**39,904.12**	**60.05**	**281.03**	**77.99**	**1,03,953.13**
Profit for the year	-	-	-	-	-	17,928.25	-	-	-	17,928.25
Securities Premium received during the year (net of share issue expenses adjusted)	-	-	148.35	-	-	-	-	-	-	148.35
Adjustment of deferred tax amount on share issue expenses adjusted from securities premium account	-	-	(34.91)	-	-	-	-	-	-	(34.91)
Other comprehensive income (net of taxes)	-	-	-	-	-	-	-	-	14.82	14.82
Transfer from retained earnings to General reserve	-	-	-	-	2,500.00	(2,500.00)	-	-	-	-
Addition (deletion) during the year (Net of lapses)	-	-	-	78.02	-	-	-	-	-	78.02
Final Dividend adjusted	-	-	-	-	-	(2,397.95)	-	-	-	(2,397.95)
Share from associate adjusted	-	-	-	-	-	(159.56)	-	-	-	(159.56)
Addition/(deletion) during the year	-	(176.62)	-	-	-	-	(13.82)	25.79	-	(164.65)
Balance as at 31 March 2023	**46.98**	**491.98**	**39,240.44**	**230.53**	**26,134.83**	**52,774.86**	**46.23**	**306.82**	**92.81**	**1,19,365.49**
Balance as at 1 April 2023	**46.98**	**491.98**	**39,240.45**	**230.53**	**26,134.83**	**52,774.86**	**46.23**	**306.82**	**92.81**	**119,365.49**
Profit for the year	-	-	-	-	-	25,825.97	-	-	-	25,825.97
Securities Premium received during the year (net of share issue expenses adjusted)	-	-	126.98	-	-	-	-	-	-	126.98
Adjustment of deferred tax amount on share issue expenses adjusted from securities premium account	-	-	(34.92)	-	-	-	-	-	-	(34.92)
Other comprehensive income (net of taxes)	-	-	-	-	-	-	-	-	(84.52)	(84.52)
Transfer from retained earnings to General reserve	-	-	-	-	2,500.00	(2,500.00)	-	-	-	-
Addition (deletion) during the year (Net of lapses)	-	-	-	109.48	-	-	-	-	-	109.48
Final Dividend adjusted	-	-	-	-	-	(2,878.33)	-	-	-	(2,878.33)
Share from associate adjusted	-	-	-	-	-	(137.32)	-	-	-	(137.32)
Addition/(deletion) during the year	-	(87.69)	-	-	-	-	5.47	(3.84)	-	(86.06)
Balance as at 31 March 2024	**46.98**	**404.29**	**39,332.51**	**340.01**	**28,634.83**	**73,085.18**	**51.70**	**302.98**	**8.29**	**142,206.77**

Note:
Nature and purposes of reserves forming part of other equity are fully described in Note No. 14.

2 PROPERTY, PLANT AND EQUIPMENT

(₹ in Lacs)

Particulars	Freehold Land	Leasehold Land	Building	Plant & Equipment	Furniture & Fixtures	Office Equipment	Vehicles	Total Tangible	Software	Patent & Trade Marks	Total Intangible	Net Assets
Gross Carrying Value as at 01.04.2022	**6,770.97**	**862.18**	**9,855.70**	**55,006.68**	**717.00**	**1,254.90**	**1,225.11**	**75,692.54**	**905.86**	**2,188.07**	**3,093.93**	**78,786.47**
Translation Adjustment	-	-	0.48	45.85	5.59	7.62	0.47	60.01	3.78	4.85	8.62	68.63
Additions during the year	2,310.35	-	6,871.11	10,412.71	124.41	146.18	318.27	20,183.03	105.96	196.25	302.21	20,485.23
Deductions/Adjustments	-	-	-	355.59	23.86	68.98	115.61	564.04	-	-	-	564.04
Gross Carrying Value as at 31.03.2023	**9,081.32**	**862.18**	**16,727.29**	**65,109.65**	**823.15**	**1,339.71**	**1,428.23**	**95,371.53**	**1,015.60**	**2,389.16**	**3,404.76**	**98,776.29**
Accumulated Depreciation as at 01.04.2022	**-**	**87.62**	**1,934.89**	**27,786.65**	**457.28**	**940.37**	**617.54**	**31,824.35**	**578.96**	**933.54**	**1,512.51**	**33,336.85**
Translation Adjustment	-	-	0.26	33.09	5.24	6.93	0.19	45.71	1.87	1.08	2.95	48.66
Depreciation for the year	-	9.28	345.62	4,605.04	50.12	131.83	154.85	5,296.74	95.03	196.91	291.94	5,588.68
Deductions/Adjustments	-	-	-	320.64	23.74	68.51	114.46	527.35	-	-	-	527.35
Accumulated Depreciation as at 31.03.2023	**-**	**96.90**	**2,280.77**	**32,104.15**	**488.90**	**1,010.63**	**658.11**	**36,639.45**	**675.87**	**1,131.52**	**1,807.40**	**38,446.86**
Carrying Value as at 31.03.2023	**9,081.32**	**765.28**	**14,446.52**	**33,005.50**	**334.25**	**329.08**	**770.13**	**58,732.09**	**339.73**	**1,257.64**	**1,597.34**	**60,329.43**
Gross Carrying Value as at 01.04.2023	**9,081.32**	**862.18**	**16,727.29**	**65,109.65**	**823.15**	**1,339.71**	**1,428.23**	**95,371.53**	**1,015.60**	**2,389.16**	**3,404.76**	**98,776.29**
Translation Adjustment	-	-	(9.53)	(30.24)	0.99	(0.06)	0.08	(38.76)	0.70	1.22	1.92	(36.84)
Additions during the year	1,693.12	2,037.77	7,351.78	16,890.22	342.98	230.28	582.79	29,128.94	26.50	323.01	349.51	29,478.45
Deductions/Adjustments	-	-	-	320.61	-	1.57	153.09	475.27	-	-	-	475.27
Gross Carrying Value as at 31.03.2024	**10,774.44**	**2,899.95**	**24,069.54**	**81,649.02**	**1,167.12**	**1,568.36**	**1,858.02**	**123,986.45**	**1,042.80**	**2,713.39**	**3,756.18**	**127,742.63**
Accumulated Depreciation as at 01.04.2023	**-**	**96.90**	**2,280.77**	**32,104.15**	**488.90**	**1,010.63**	**658.11**	**36,639.45**	**675.87**	**1,131.52**	**1,807.40**	**38,446.86**
Translation Adjustment	-	-	(5.61)	(23.59)	0.96	0.06	0.05	(28.14)	0.55	0.53	1.09	(27.05)
Depreciation for the year	-	9.56	595.69	4,886.85	68.25	150.71	184.31	5,895.38	105.84	243.27	349.11	6,244.48
Deductions/Adjustments	-	-	-	225.14	(0.11)	4.28	143.72	373.03	-	-	-	373.03
Accumulated Depreciation as at 31.03.2024	**-**	**106.46**	**2,870.85**	**36,742.27**	**558.22**	**1,157.12**	**698.75**	**42,133.66**	**782.26**	**1,375.33**	**2,157.60**	**44,291.26**
Carrying Value as at 31.03.2024	**10,774.44**	**2,793.49**	**21,198.69**	**44,906.75**	**608.90**	**411.24**	**1,159.27**	**81,852.79**	**260.53**	**1,338.06**	**1,598.59**	**83,451.38**

Notes:

The estimated amortisation in intangible assets for the period subsequent to 31st March 2024 is as follows:

(₹in lacs)

Year Ending March 31	Amortisation Expense
2025	274.21
2026	255.57
2027	216.02
Thereafter	852.79

2.2 The title deeds of immovable properties are held in the name of the Company other than for addtions in lease hold land for ₹ 2037.77 lacs for which lease deed is pending for execution as per following details:

(₹ in lacs)

Particulars	Description of item of immovable property	Gross carrying value	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative of promoter/director or employee of promoter/director	Property held since which date	Reason for not being held in the name of the company
Property, plant and equipment	Lease hold Land	2037.77	Mahindra World City (Jaipur) Limited (transferor company)	NO	28/03/2024	Conveyance deed in favour of the company is pending for execution

2.3 Right of Use Asset

(₹ in lacs)

Particulars	As at 31 March 2024	As at 31 March 2023
Balance at the beginning of the year	247.38	115.20
Addition	270.29	371.07
Deletion	-	115.20
Depreciation for the year	146.57	123.69
Closing balance at the end of year	371.10	247.38

2.4 Capital work-in-progress- Ageing Schedule

Ageing for capital work-in-progress as at March 31, 2024 is as follows: (₹ in lacs)

Capital work-in-progress	Amount in capital work-in-progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Capital work in progress	5,953.13	567.17	133.89	15.59	6,669.78

Ageing for capital work-in-progress as at March 31, 2023 is as follows: (₹ in lacs)

Capital work-in-progress	Amount in capital work-in-progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Capital work in progress	6,936.58	226.94	87.51	7.32	7,258.35

Intangible assets under development - Ageing schedule

Ageing for intangible asset under development as at March 31, 2024 is as follows:

(₹ in lacs)

Intangible assets under development	Amount in capital work-in-progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Intangible asset under developnment	606.97	45.33	91.68	156.87	900.85

Ageing for intangible asset under development as at March 31, 2023 is as follows:

(₹ in lacs)

Intangible assets under development	Amount in capital work-in-progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Intangible asset under developnment	122.45	116.36	138.10	180.59	557.50

NOTES: 1) Intangible assets under development mainly represent expenditure incurred on Patents and trademarks pending for granting in favour of the Group.
2) There are no projects under intangible assets under development where the completion is over due or has exceeded its cost compared to its original plan.

2.5 The Group has not revalued its Property, Plant and Equipment (including right of use assets) or intangible assets or both during the current or previous year.

(₹ in Lacs)

3	INVESTMENT PROPERTIES	As at 31 March 2024	As at 31 March 2023
	Gross balance at beginning	98.91	413.17
	Additions during the year	-	-
	Disposals / Deductions	33.07	314.26
	Depreciation for the year	1.59	4.31
	Accumulated Depreciation	(7.47)	(8.02)
	Net balance at the end of reporting year	**58.37**	**90.89**
	Fair Value (Refer note 2 below)	**79.88**	**97.82**
	Amount recognised in Statement of Profit & Loss for Investment Properties	**Year ended 31 March 2024**	**Year ended 31 March 2023**
	Rental Income	**0.20**	**1.80**

The investment properties are leased to tenants under short term cancellation lease with rental payable on monthly basis.

Note 1: The investment properties consist of residential properties in India and have been categorized as investment properties based on nature of its uses. There has been no change in the valuation method adopted.

Note 2: The Fair value of investment properties as at 31st March 2024 & as at 31st March 2023 are based on the valuation by a Registered valuer as defined in Rule 2 of Companies (Registered valuer and Valuation) Rules, 2017.

(₹ in Lacs)

4	INVESTMENT IN ASSOCIATES	Non-current		Current	
		As at 31 March 2024	As at 31 March 2023	As at 31 March 2024	As at 31 March 2023
	(valued at cost unless stated otherwise)				
	Unquoted equity instruments - fully paid				
	Investment in associates				
	241,500 (previous Year 195,500) shares of 100 L.E (Egyptian Pound) each in Ultra for Medical Products (U.M.I.C) S.A.E., Egypt	712.87	764.20	-	-
	Total	**712.87**	**764.20**		
	Aggregate amount of Unquoted Investment	712.87	764.20	-	-
	Aggregate provision for diminution in the value of Investment	-	-	-	-
	Category wise summary:				
	Financial assets measured at Equity method (net of provision)	712.87	764.20	-	-
	Financial assets measured at fair value through profit and loss	-	-	-	-

(₹ in Lacs)

5	OTHER INVESTMENT	Non-current		Current	
		As at 31 March 2024	As at 31 March 2023	As at 31 March 2024	As at 31 March 2023
	Investment measured at fair value through profit and loss				
	Unquoted				
	In Liquid Mutual Funds				
	Axis StrategicBond (G)	-	-	4,594.15	4,257.10
	HDFC Medium Term Debt Fund-Regular Plan-Growth	-	-	221.05	205.68
	ICICI Prudential-Equity & Commodities Mutual Funds	-	-	48.81	39.78
	Kotak Asset AllocRP (G)	-	-	2,843.70	2,164.11
	Kotak Corporat BndRP (G)	-	-	538.28	500.53
	NIPPON INDIA Corporate Bond Fund(G)	-	-	2,670.23	2,475.93
	Parag Parikh Flexi Cap Fund - Regular Plan - Growth	-	-	2,821.26	2,014.30
	DSP Savings (G)	-	-	216.61	201.80
	Investment measured at Amortized Cost Motilal Oswal Wealth Limited"	2,044.15	-	-	543.13
	Total	**2,044.15**	**-**	**13,954.10**	**12,402.35**
	Aggregate amount of Unquoted Investment	**2,044.15**	**-**	**13,954.10**	**12,402.35**
	Aggregate provision for diminution in the value of Investment	-	-	-	-
	Category wise summary:				
	Financial assets measured at amortised cost (net of provision)	2,044.15	-	-	543.13
	Financial assets measured at fair value through profit and loss	-	-	13,954.10	11,859.22

5.1 Investments made by the company other than those with a maturity of less than one year, are intended to be held for long term.

5.2 In absence of the active market and non-availability of quotes on recognised stock exchange, investment in fixed maturity plan and liquid mutual funds are disclosed as unquoted and fair value is assessed based on NAV of respective funds.

(₹ in Lacs)

6	LOANS	Non-current		Current	
		As at 31 March 2024	As at 31 March 2023	As at 31 March 2024	As at 31 March 2023
	Considered good- Unsecured:				
	Loans and advances to employees	-	-	23.00	29.77
	Total	**-**	**-**	**23.00**	**29.77**

(₹ in Lacs)

7	OTHER FINANCIAL ASSETS	Non-current		Current	
		As at 31 March 2024	As at 31 March 2023	As at 31 March 2024	As at 31 March 2023
	(Unsecured, considered good, unless stated otherwise)				
	Security Deposits				
	Considered good	603.84	435.61	104.84	141.64
	Considered doubtful	-	-	11.42	10.12
	Less: Provision for doubtful deposits	-	-	(11.42)	(10.12)
	Interest accrued on bank deposits / Loan and Advances	17.60	23.57	431.96	461.20
	Dividend / Governing council share from associates	-	-	112.35	97.26
	Other financial assets #	-	-	634.54	37.33
	Non-current bank balances (refer note 12)	709.53	673.86	-	-
	Total	**1,330.97**	**1,133.04**	**1,283.69**	**737.43**

Includes ₹ 2.33 lacs (₹ 2.33 lacs) paid under protest for enhanced cost of land, contested in Hon'ble Punjab and Haryana High Court.

(₹ in Lacs)

7.1	Movement in the provision for doubtful deposits	As at 31 March 2024	As at 31 March 2023
	Balance at the beginning of the year	10.12	6.68
	Movement in the amount of provision (Net)	1.30	3.44
	Balalnce at the end of the year	**11.42**	**10.12**

(₹ in Lacs)

8	OTHER ASSETS	Non-current		Current	
		As at 31 March 2024	As at 31 March 2023	As at 31 March 2024	As at 31 March 2023
	(Unsecured, considered good, unless stated otherwise)				
	Capital Advances				
	Considered Good	3,205.19	3,700.67	-	-
	Considered Doubtful	18.86	18.86	-	-
	Less: Provision for doubtful advances	(18.86)	(18.86)	-	-
	Other loans and advances				
	Advance for goods / services				
	Considered Good	-	-	1,093.09	887.62
	Balance with revenue authorities	-	-	1,784.82	2,619.67
	"Amount deposited against Custom/ GST matter under show cause/ appeal."	33.46	31.84	-	-

Advance tax/ tax deducted at source (net of provision)	20.36	20.55	2.33	20.75
Prepaid Expenses	47.93	60.19	314.02	868.52
GST, Custom & Service tax refundable	-	-	1,727.61	819.88
Export benefits receivable	-	-	197.24	110.77
Total	**3,306.94**	**3,813.25**	**5,119.13**	**5,327.22**

8.1	Movement in provison for doubtful advances	As at 31 March 2024	As at 31 March 2023
	Balance at the beginning of the year	18.86	116.36
	Movement in amount of provision (Net)	-	(97.50)
	Balance at the end of the year	**18.86**	**18.86**

(₹ in lacs)

9	INVENTORIES	As at 31 March 2024	As at 31 March 2023
	(Valued at lower of cost and net realisable value)		
	Raw Materials including packing materials	12,341.22	10,960.88
	Goods-in transit	1,169.76	631.02
	Work-in-progress	4,525.76	3,356.41
	Finished Goods	2,805.55	5,128.26
	Stock-in-trade	250.11	176.90
	Stores and spares	1,010.64	612.01
	Total	**22,103.04**	**20,865.48**

9.1 Inventories are hypothicated with bankers against working capital limits (Refer Note No. 19.2)

(₹ in lacs)

10	TRADE RECEIVABLES	As at 31 March 2024	As at 31 March 2023
	Considered good- Unsecured	26,993.88	23,543.20
	Considered Doubtful	299.17	187.85
	Less: Provision for Doubtful Debts	(299.17)	(187.85)
	Total	**26,993.88**	**23,543.20**
	Particulars	**As at 31 March 2024**	**As at 31 March 2023**
	Trade receivable includes:		
	Due from Ultra For Medical Products (UMIC), being associate company	697.30	647.23
	Movement in the provision for doubtful debts	**As at 31 March 2024**	**As at 31 March 2023**
	Balance at the beginning of the year	187.85	37.90
	Addition/(Deletion)	111.32	149.95
	Balance at the end of the year	**299.17**	**187.85**

The concentration of credit risk is limited due to large and unrelated customer base.

Trade receivables are usually on trade terms based on credit worthiness of customers as per the terms of contract with customers.

Trade Receivables - Ageing Schedule

Ageing for trade receivables - billed – current outstanding as at March 31, 2024 is as follows: (₹ in lacs)

Particulars	Outstanding for following periods from due date of payment						
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	20,380.95	5,086.09	500.68	289.00	353.89	652.74	27,263.36
(ii) Undisputed Trade Receivables – which have significant increase in credit risk (considered good)	-	-	-	-	-	3.18	3.18
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk (considered good)	-	-	-	0.49	7.65	15.16	23.30
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-

	27,293.04
Less: Allowance for doubtful trade receivables	(299.17)
Trade receivables	**26,993.88**

Trade Receivables - Ageing Schedule

Ageing for trade receivables - billed – current outstanding as at March 31, 2023 is as follows: (₹ in lacs)

Particulars	Outstanding for following periods from due date of payment						
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	13,830.13	8,454.19	573.97	326.80	281.88	237.04	23,704.01
(ii) Undisputed Trade Receivables – which have significant increase in credit risk (considered good)	-	4.48	-	-	-	6.69	11.17
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk (considered good)	-	-	-	-	-	15.86	15.86
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-

	23731.04
Less: Allowance for doubtful trade receivables	(187.85)
Trade receivables	**23,543.20**

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(₹ in lacs)

11	CASH AND CASH EQUIVALENTS	As at 31 March 2024	As at 31 March 2023
	Balances with Banks		
	In current accounts	1,186.89	676.88
	In deposit accounts, with less than 3 months maturity period	-	-
	Cash on hand (including foreign currency notes)	18.42	29.36
	Cheque in hand	-	-
	Total	**1,205.31**	**706.24**

There are no repratriation restrictions with regard to cash & cash equivalents as at the end of reporting year and prior year.

(₹ in lacs)

12	OTHER BANK BALANCES	Non-current		Current	
		As at 31 March 2024	As at 31 March 2023	As at 31 March 2024	As at 31 March 2023
	Unclaimed dividend accounts	-	-	41.25	36.92
	Held as margin money	670.25	540.97	-	-
	Deposits with more than 3 months but less than 12 months maturity period	-	-	13,439.27	17,020.16
	Deposits with more than 12 months maturity period	39.28	132.89	-	-
	Amount disclosed under the head “other Non Current Financial Assets” (Refer note 7)	(709.53)	(673.86)	-	-
	Total	**-**	**-**	**13,480.52**	**17,057.08**

13	EQUITY SHARE CAPITAL	As at 31 March 2024		As at 31 March 2023	
		No. of Shares	₹ in Lacs	No. of Shares	₹ in Lacs
	Authorized share Capital				
	Equity Shares of ₹ 5 each	12,00,00,000	6,000.00	12,00,00,000	6,000.00
	Issued, subscribed & paid up shares				
	Equity Shares of ₹ 5 each fully paid up	95,971,417	4,798.58	95,944,342	4,797.23
	Total	**95,971,417**	**4,798.58**	**95,944,342**	**4,797.23**

13.1 Reconciliation of the shares outstanding at the beginning and at the end of the reporting year

Particulars	As at 31 March 2024		As at 31 March 2023	
	No. of Shares	₹ in Lacs	No. of Shares	₹ in Lacs
At the beginning of the year	95,944,342	4,797.23	95,900,342	4,795.02
Add: Issued during the year by way of ESOP	27,075	1.35	44,000	2.20
Outstanding at the end of year	**95,971,417**	**4,798.58**	**95,944,342**	**4,797.23**

13.2 Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 5 (₹ 5). Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The final dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

13.3 Details of shareholders' holding more than 5% shares in the company

Particulars	As at 31 March 2024		As at 31 March 2023	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Equity Share of ₹ 5 each (Previous Year ₹ 5 each)				
M/s Ezekiel Global Business Solutions LLP	12,361,320	12.88%	12,361,320	12.88%
Mr. Rishi Baid	9,766,356	10.18%	9,893,048	10.31%
M/s Zetta Matrix Consulting LLP	8,322,160	8.67%	8,322,160	8.67%
Mr. Himanshu Baid	7,907,624	8.24%	7,907,624	8.24%

The aforesaid disclosure is based upon percentages computed separately for each class of shares outstanding, as at the balance sheet date. As per records of the company, including its register of shareholders / members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

13.4 Detail of Shares held by promoters at the end of the year

Disclosure of shareholding of promoters as at March 31,2024 is as follows:

S. No	Promoter name	As at March 31, 2024		As at March 31, 2023		% change during the year
		No. of shares	% of total shares	No. of shares	% of total shares	
1	Rishi Baid	9,766,356	10.18%	9,893,048	10.31%	-1.28%
2	Himanshu Baid	7,907,624	8.24%	7,907,624	8.24%	0.00%
3	Himanshu Baid HUF	3,839,200	4.00%	3,839,200	4.00%	0.00%
4	Vcb Trading LLP	3,541,144	3.69%	3,541,144	3.69%	0.00%
5	Jai Polypan Pvt. Ltd.	3,352,000	3.49%	3,352,000	3.49%	0.00%
6	Smt.Mukulika Baid	3,062,400	3.19%	3,062,400	3.19%	0.00%
7	Rishi Baid HUF	2,780,000	2.90%	2,780,000	2.90%	0.00%
8	Jugal Kishore Baid	2,279,376	2.38%	2,279,376	2.38%	0.00%
9	Vishal Baid	1,681,360	1.75%	1,681,360	1.75%	0.00%
10	Shaily Baid	1,188,000	1.24%	1,188,000	1.24%	0.00%
11	Shireen Baid	1,121,600	1.17%	1,121,600	1.17%	0.00%
12	Neha Baid	1,024,000	1.07%	1,024,000	1.07%	0.00%
13	Dhruv Baid	360,000	0.38%	360,000	0.38%	0.00%
14	Arham Baid	280,000	0.29%	280,000	0.29%	0.00%
15	Aaryaman Baid	280,000	0.29%	280,000	0.29%	0.00%
16	Madhu Kothari	151,200	0.16%	171,200	0.18%	-11.68%
17	Vinay Kothari	56,000	0.06%	56,000	0.06%	0.00%
18	Bhupendra Raj Mehta	1,600	0.00%	1,600	0.00%	0.00%
19	Zetta Matrix Consulting LLP	8,322,160	8.67%	8,322,160	8.67%	0.00%
20	Polycure Martech Limited	10,000	0.01%	10,000	0.01%	0.00%
Total		**51,004,020**	**53.16%**	**51,150,712**	**53.31%**	**-0.29%**

Disclosure of shareholding of promoters as at March 31,2023 is as follows:

S. No	Promoter name	As at March 31, 2023		As at March 31, 2022		% change during the year
		No. Of shares	% of total shares	No. Of shares	% of total shares	
1	Rishi Baid	9,893,048	10.31%	9,893,048	10.32%	0.00%
2	Himanshu Baid	7,907,624	8.24%	7,907,624	8.25%	0.00%
3	Himanshu Baid HUF	3,839,200	4.00%	3,839,200	4.00%	0.00%
4	Vcb Trading LLP	3,541,144	3.69%	3,541,144	3.69%	0.00%
5	Jai Polypan Pvt. Ltd.	3,352,000	3.49%	3,352,000	3.50%	0.00%
6	Smt.Mukulika Baid	3,062,400	3.19%	3,062,400	3.19%	0.00%
7	Rishi Baid HUF	2,780,000	2.90%	2,780,000	2.90%	0.00%
8	Jugal Kishore Baid	2,279,376	2.38%	2,279,376	2.38%	0.00%
9	Vishal Baid	1,681,360	1.75%	1,681,360	1.75%	0.00%
10	Shaily Baid	1,188,000	1.24%	1,188,000	1.24%	0.00%
11	Shireen Baid	1,121,600	1.17%	1,121,600	1.17%	0.00%
12	Neha Baid	1,024,000	1.07%	1,024,000	1.07%	0.00%
13	Dhruv Baid	360,000	0.38%	360,000	0.38%	0.00%
14	Arham Baid	280,000	0.29%	280,000	0.29%	0.00%
15	Aaryaman Baid	280,000	0.29%	280,000	0.29%	0.00%
16	Madhu Kothari	171,200	0.18%	171,200	0.18%	0.00%
17	Vinay Kothari	56,000	0.06%	56,000	0.06%	0.00%
18	Bhupendra Raj Mehta	1,600	0.00%	1,600	0.00%	0.00%
19	Zetta Matrix Consulting LLP	8,322,160	8.67%	-	0.00%	100.00%
20	Polycure Martech Limited	10,000	0.01%	10,000	0.01%	0.00%
Total		**51,150,712**	**53.31%**	**42,828,552**	**44.67%**	**19.43%**

13.5 Dividend paid during the year ended 31st March, 2024 represents amount of ₹ 2,878.33 lakhs towards final dividend for the year ended 31st March, 2023. Dividend declared by the company are based on profit available for distribution. On 17th May 2024 The Board Of Directors of the Company have proposed final dividend of ₹ 3/- per share in respect of the year ended 31st March, 2024 subject to approval at the Annual General Meeting and if approved would result in cash outflow of ₹ 2,879.14 lakhs.

13.6 **Shares reserved for issue under Employees Stock option Plan:-** Information relating to employees stock options plan, including details of options issued, exercised and lapsed during the financial year and option outstanding as at the end of the reporting period are set out in note no. 44.

14	OTHER EQUITY	As at 31 March 2024	As at 31 March 2023
	Capital Reserves		
	Surplus on re-issue of forfeited shares	13.19	13.19
	Application money received on Preferential Warrants issued to promoters forfeited	33.79	33.79
	Closing Balance	**46.98**	**46.98**
	Capital reserve on change in interest in equity of associates	**404.29**	**491.98**
	Securities Premium		
	Balance at the beginning of the year	39,240.45	39,127.01
	Addition during the year	126.98	148.35
	Share Issue Expenses(net of deferred tax)		
	Adjustment of deferred tax amount on share issue expenses adjusted from securities premium account	(34.92)	(34.91)
	Closing Balance	**39,332.51**	**39,240.45**

Particulars	As at 31 March 2024	As at 31 March 2023
Share Based Payment Reserve Account		
Balance at the beginning of the year	230.53	152.51
Addition (deletion) during the year (Net of lapses)	109.48	78.02
Closing Balance	**340.01**	**230.53**
General Reserve		
Balance at the beginning of the year	26,134.83	23,634.83
Add: Transferred from Surplus in Statement of Profit and Loss	2,500.00	2,500.00
Closing Balance	**28,634.83**	**26,134.83**
Surplus in statement of Profit and Loss		
Balance at the beginning of the year	52,774.86	39,904.12
Add: Additions during the year	25,825.97	17,928.25
Less: Dividend Paid	(2,878.33)	(2,397.95)
Less: Transferred to General Reserve	(2,500.00)	(2,500.00)
Less: Share from associate adjusted	(137.32)	(159.56)
Closing Balance	**73,085.18**	**52,774.86**
Other Comprehensive Income (OCI)		
Re-measurement gains/(loss) of defined benefit plans (net of tax)		
Balance at the beginning of the year	92.81	77.99
Add: Addition during the year	(84.52)	14.82
Foreign Currency Translation Reserve:-		
Balance at the beginning of the year	306.82	281.03
Add: Addition during the year	(3.84)	25.79
Closing Balance	**311.27**	**399.63**
Shares in reserves in associates	**51.70**	**46.23**
Grand Total	**142,206.77**	**119,365.49**

Nature and Purpose of Reserves:

a) **Capital Reserve:** Capital Reserve represents surplus on re-issue of forfeited shares and also forfeiture of application money on preferential warrants issued and is not available for distribution as dividend.

b) **Securities Premium:** Securities Premium is used to record premium on issue of shares. The reserve can be utilised only for limited purpose in accordance with the provisions of Companies Act, 2013.

c) **Share Based Payment Reserve Account:** Share Based Payment reserve account is used to recognise grant date fair value of options issued to employees under employee stock option plan.

d) **General Reserve:** The General Reserve is a free reserve which is used from time to time to transfer profits from/ to retained earning for appropriation purposes. As the General Reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items including in General Reserve will not be reclassified subsequently to statement of profit or loss.

e) **Surplus Statement of Profit and loss:** This represents undistributed earnings accumulated by the Group as at Balance sheet date.

f) **Foreign Currency Translation Reserve:** This reserve represents translation of financial statments of foreign subsidiaries with functional currencies other than Indian rupee and is recognised in other comprehensive income and is presented within equity in foreign currency translation reserve.The cumulative amount is reclassified to statement of profit and loss when net investment is disposed off/liquidated/ classified as held for sale.

(₹ in lacs)

15	BORROWINGS	Non-current		Current	
		As at 31 March 2024	As at 31 March 2023	As at 31 March 2024	As at 31 March 2023
	Secured - At Amortized Cost				
	(i) Term loans				
	from banks	-	1,155.77	1,095.52	2,205.09
	(ii) Deferred payment liabilities	108.81	-	345.22	-
	Unsecured - At Amortised Cost				
	(i) Term loans from banks in foreign subsidiaries	-	594.35	381.01	-
	Amount disclosed under the head "Borrowings - Current " (note 19)	-	-	(1,821.75)	(2,205.09)
	Total	**108.81**	**1,750.12**	**-**	**-**

15.1	Term loan comprises the following:	Non-current		Current	
		As at 31 March 2024	As at 31 March 2023	As at 31 March 2024	As at 31 March 2023
	From Bank				
	Foreign Currency Loan##	-	1,155.77	1,095.52	2,205.09
	Term loans related to foreign Subsidiary	-	594.35	-	-

includes ₹ 0.72 Lacs (PY 7.21 Lacs) as prepaid finance charge.

15.2 Terms of repayment:

Particular	Weighted average Rate of interest (P.A.)	Install-ment	Outstanding as at 31.03.2024	Annual repayment schedule			
				2024-25	2025-26	2026-27	2027-28
Foreign Currency Loan ##	5.13%	Quarterly	1,096.24	1,096.24	-	-	-

includes ₹ 0.72 Lacs (PY 7.21 Lacs) as prepaid finance charge.

15.3 Details of security:

a Term Loans from State Bank of India are secured by first charge on entire fixed assets of the (including Plant & Machinery, Office Equipment Furniture & Fixtures and other Fixed Assets) of the Company (Present & future), including equitable mortgage of factory land & buildings, located at Plot no. 104 & 105, Plot no. 115 & 116, Sector 59, HSIIDC Industrial Estate, Faridabad (Haryana), Plot no.113, HUDA Industrial Area, Sector 59, Faridabad (Haryana) and Second Pari passu charge on Stock & Receivables of the Company.

b Foreign Currency Loan (ECB) from HSBC Bank (Mauritius) Ltd. is secured by first pari passu charge on entire fixed assets of the Company including land, building and other fixed assets (including Plant & Machinery, Office Equipment and Furniture & Fixtures and all other Fixed Assets) of the Company (Present & Future), situated at Plot no. 104 & 105, 115 & 116, HSIIDC, Sector-59, Faridabad, Plot No. 113, Huda, Sector 59, Faridabad, Plot no. 17, SIDCUL, Haridwar and Plot No. PA-010-019, Light Engineering, SEZ, Jaipur and second pari passu charge on stock and receivables of the Company.

Foreign Currency Loan (ECB) from HSBC Bank (Mauritius) Ltd. is secured by first pari passu charge with State Bank of India on entire fixed assets of the Company, including land, building and other fixed assets (including Plant & Machinery) of the Company (Present & Future), situated at Plot no. 104 & 105, 115 & 116, HSIIDC Industrial Estate, Sector-59, Faridabad, Plot no. 113, HUDA Industrial Area, Sector 59, Faridabad, Plot no. 17, SIDCUL, Haridwar, Plot no. PA-010-019, Light Engineering, SEZ, Jaipur & also first pari-passu charge with HSBC, India on entire fixed assets of the Company Including land, building and other fixed assets (including Plant & Machinery) of the Company Present & Future), situated at Plot no. 34, Sector 68, IMT, Faridabad and second pari passu charge with other term lenders i.e. State Bank of India, Citi Bank, HSBC, Mauritius and HSBC, India on stock and receivables of the Company.

c) Deferred payment liabilities represents assets acquired on deferred credit terms.

15.4 a) As on the balance sheet date, there are no defaults in repayment of loans and interest thereon.

b) The borrowings obtained by the Group from banks have been applied for the purpose for which loans were taken.

c) There are no charges or satisfaction of charges which are yet to be registered with the Registrar of Companies beyond statutory period except as under:-

Brief description of satisfaction of charge	Location of Registrar	Period	Reason for delay
Charge of ₹ 3581.54 lacs on borrowing from HSBC	Registrar of Companies Delhi & Haryana	FY 2021-22	Pending at HSBC Bank level. The company is following up with HSBC Bank (Mauritius) for charge satisfaction.

d) The company is required to maintain debt covenants and the company has complied with all the debt covenants in both year ended 31st March 2024 and 31st March 2023.

e) The company has not been declared as a wilful defaulter by any bank or financial institution or goverment or any goverment authority.

(₹ in lacs)

16	OTHER NON-CURRENT FINANCIAL LIABILITIES	As at 31 March 2024	As at 31 March 2023
	Security Deposits from Agents / Others	69.40	65.66
	Deferred interest on deferred payment liability	3.42	-
	Total	**72.82**	**65.66**

(₹ in lacs)

17	PROVISIONS	Non-current		Current	
		As at 31 March 2024	As at 31 March 2023	As at 31 March 2024	As at 31 March 2023
	Provision for employee benefits				
	Gratuity	191.33	172.39	27.47	17.24
	Leave Encashment	228.80	136.66	26.74	20.97
	Others (benefit obligations of foreign subsidiaries)	178.85	151.18	2.98	-
	Provision for CSR expense	-	-	-	16.99
	Total	**598.98**	**460.23**	**57.19**	**55.20**

18 DEFERRED TAX LIABILITIES

In accordance with IND AS - 12, the company has accounted for deferred taxes during the year as under:

Following are the major components of Deferred Tax Liabilities and Deferred Tax Assets:

(₹ in lacs)

Particulars	As at 31 March 2024						
	Balance as at April 1 2023	Rec-ognised in profit & loss	Rec-ognised in OCI	Adjusted in Other Equity	Net Deferred Tax	Deferred Tax Liability	Deferred Tax Assets
Property, plant and equipment and intangible assets	1,734.47	637.12	-	-	2,371.59	2,371.59	-
Provision for defined benefit plan - P&L	(69.79)	(49.60)	-	-	(119.39)	-	(119.39)
Provision for defined benefit plan - OCI	34.17	-	(28.43)	-	5.74	5.74	-
Provision for Bonus	(34.03)	19.19	-	-	(14.84)	-	(14.84)
Provision for doubtful debts and advances	(54.58)	(27.53)	-	-	(82.11)	-	(82.11)
Exchange difference impact under Sec 43A of income tax act.	(48.27)	26.24	-	-	(22.03)	-	(22.03)
IND AS 116	(2.75)	(2.95)	-	-	(5.70)	-	(5.70)
Share issue expense adjusted against other equity	(69.82)	-	-	34.91	(34.91)	-	(34.91)
Unrealised Gains on fair value measurement of mutual fund	54.06	295.93	-	-	349.99	349.99	-
Deferred Tax (Assets) / Liabilities	**1,543.47**	**898.41**	**(28.43)**	**34.91**	**2,448.34**	**2,727.32**	**(278.98)**

(₹ in lacs)

Particulars	As at 31 March 2023						
	Balance as at April 1 2022	Rec-ognised in profit & loss	Rec-ognised in OCI	Adjusted in Other Equity	Net Deferred Tax	Deferred Tax Liability	Deferred Tax Assets
Property, plant and equipment and intangible assets	1,528.07	206.40	-	-	1,734.47	1,734.47	-
Provision for defined benefit plan - P&L	(75.72)	5.93	-	-	(69.79)	-	(69.79)
Provision for defined benefit plan - OCI	29.19	-	4.98	-	34.17	34.17	-
Provision for Bonus	(1.35)	(32.68)	-	-	(34.03)	-	(34.03)
Provision for doubtful debts and advances	(39.63)	(14.95)	-	-	(54.58)	-	(54.58)
Exchange difference impact under Sec 43A of Income Tax Act.	(45.64)	(2.63)	-	-	(48.27)	-	(48.27)
IND AS 116	(6.93)	4.18	-	-	(2.75)	-	(2.75)
Share issue expense adjusted against other equity	(104.73)		-	34.91	(69.82)	-	(69.82)
Unrealised Gains on fair value measurement of mutual fund	330.08	(276.01)	-	-	54.06	54.06	-
Deferred Tax (Assets) / Liabilities	**1,613.34**	**(109.76)**	**4.98**	**34.91**	**1,543.47**	**1,822.70**	**(279.23)**

18.1 Movement on the deferred tax account is as follows:

(₹ in lacs)

Particulars	As at 31 March 2024	As at 31 March 2023
Balance at the beginning of the year	1,543.47	1,613.34
(Credit)/ Charge to the statement of profit and loss	898.41	(109.76)
(Credit)/ Charge to other comprehensive income	(28.43)	4.98
Adjusted in Other Equity	34.91	34.91
Balance at the end of the year	**2,448.34**	**1,543.47**

(₹ in Lacs)

19	BORROWINGS - CURRENT	As at 31 March 2024	As at 31 March 2023
	Secured - from banks		
	Cash / Export Credit Loan	15,090.90	10,688.18
	Current maturities of long-term borrowings (Refer note no. 15)	1,821.75	2,205.09
	Total	**16,912.65**	**12,893.27**

19.1 Working Capital limits from State Bank of India, Citi Bank N.A., The Hongkong & Shanghai Banking Corporation Limited and HDFC Bank Limited are secured by way of first pari-passu charge on entire current assets of the Company (present & future), including stocks of raw materials, stock in process, finished goods, stores & spares lying at factories , godowns or elsewhere (including goods in transit) and book debts / receivables and further secured by second pari-passu charge on entire residual fixed assets of the company.

19.2 The company have borrowings from banks on the basis of security of current assets. The company has complied with the requirement of filing of monthly/quarterly returns/ statements of current assets with the bank and these returns are in agreement with the books of accounts for the year ended 31st March 2024 and 31st March 2023

(₹ in Lacs)

20	TRADE PAYABLES	As at 31 March 2024	As at 31 March 2023
	Total outstanding dues of micro enterprises and small enterprises	1,422.61	1,387.17
	Total outstanding dues of trade payables and acceptances other than above	8,137.15	7,844.31
	Total	**9,559.76**	**9,231.48**

The information as required to be disclosed under The Micro, Small and Medium Enterprises Development Act, 2006 ("the Act") has been determined to the extent such parties have been identified by the company, on the basis of information and records available with them. This information has been relied upon by the auditors.

(₹ in Lacs)

	Particulars	As at 31 March 2024	As at 31 March 2023
a	the principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier at the end of each accounting year;		
	- Principal Amount	1,422.61	1,387.17
	- Interest due		
b	the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
c	the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	-	-
d	the amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-
e	the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

Ageing Schedule

Ageing for trade payables outstanding as at March 31, 2024 is as follows: (₹ in Lacs)

Particulars	Outstanding for following periods from due date of payment					
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	1,422.61	-	-	-	-	1,422.62
(ii) Others	6,141.94	1,309.87	42.29	29.64	43.61	7,567.35
(iii) Disputed dues – MSME	-	-	-	-	-	-
(iv)Disputed dues - Others	-	-	-	-	-	-
Total	**7,564.55**	**1,309.87**	**42.29**	**29.64**	**43.61**	**8,989.97**
Accrued Expenses						569.79
						9,559.76

Ageing Schedule

Ageing for trade payables outstanding as at March 31, 2023 is as follows: (₹ in Lacs)

Particulars	Outstanding for following periods from due date of payment					
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	1,387.17	-	-	-	-	1,387.17
(ii) Others	4,975.49	2,454.29	71.92	13.50	26.34	7,541.54
(iii) Disputed dues – MSME	-	-	-	-	-	-
(iv)Disputed dues - Others	-	4.56	-	-	-	4.56
Total	6,362.66	2,458.85	71.92	13.50	26.34	8,933.28
Accrued Expenses						298.20
						9,231.48

Notes: 1) The amount of trade payables are unsecured and non interest bearing and are usually on varying trade term.

2) The amounts falling in the category of more than one year are related to pending obligations on the part of suppliers/vendors as per agreed terms and conditions mentioned in purchase order/contract.

(₹ in Lacs)

21	OTHER CURRENT FINANCIAL LIABILITIES	As at 31 March 2024	As at 31 March 2023
	Interest accrued but not due on borrowings	11.88	24.02
	Interest accrued and due on borrowings / Security deposits	0.61	3.26
	Unpaid dividends	41.25	36.92
	Other payables		
	Employees related liabilities	3,289.38	2,513.34
	Liability on account of outstanding forward contracts	6.22	21.95
	Payables for capital goods	1,625.74	953.81
	Other financial liabilities	239.48	105.33
	Total	**5,214.56**	**3,658.63**

The company have transfered ₹ 4.21 lacs (31st March 2023 ₹ 3.87 lacs) out of unclaimed dividend to Investor Education and Protection Fund of Central Government in accordance with the provisions of section 124 of Companies Act. 2013. There are no outstanding dues to be paid to Investor Education and Protection Fund.

(₹ in Lacs)

22	OTHER CURRENT LIABILITIES	As at 31 March 2024	As at 31 March 2023
	Advance from customers	1,003.93	2,081.21
	Other payables	-	-
	Statutory dues	1,828.42	1,195.55
	Others	6.60	7.77
	Total	**2,838.95**	**3,284.56**

23	CURRENT TAX LIABILITIES (NET)	As at 31 March 2024	As at 31 March 2023
	Provision for Tax (Net of prepaid taxes of ₹ 7,337.22 lacs) (Including for foreign subsidiaries ₹ 55.86 lacs (PY Nil)	355.97	83.76
	Total	**355.97**	**83.76**

(₹ in Lacs)

24	REVENUE FROM OPERATIONS	Year ended 31 March 2024	Year ended 31 March 2023
	Sale of products		
	Manufactured goods	135,654.01	110,032.43
	Traded Goods	915.36	833.39
	Other operating revenues		
	Export and other Incentives	786.46	496.31
	Sale of scrap	223.80	160.91
	Total	**137,579.63**	**111,523.04**

The Disclosures as required by Ind-AS 115 are as under :

The Company disaggregates revenue based on nature of products/geography as under :	Year ended 31 March 2024	Year ended 31 March 2023
The revenue disaggregates is as under :		
Revenue based on Geography		
Sales		
Domestic	40,771.59	34,400.52
Export	88,943.06	71,746.76
Sales related to foreign Subsidiaries	6,854.72	4,718.54
Other operating revenue		
Domestic-Export and other incentives and Scrap	**1,010.26**	**657.22**
Total	**137,579.63**	**111,523.04**
Revenue based on Nature of Products		
Medical Devices	136,569.37	110,865.82
Export and other incentives	786.46	496.31
Scrap	223.80	160.91
Total	**137,579.63**	**111,523.04**

(₹ in Lacs)

Reconciliation of Revenue	Year ended 31 March 2024	Year ended 31 March 2023
Gross value of contract price	137,095.83	111,320.13
Less : Variable components i.e.,Rebate & discount	526.46	454.31
Other operating revenue	1,010.26	657.22
Revenue from operations as recognised in financial statement	**137,579.63**	**111,523.04**

Reconciliation of Advance received from Customers	As At 31 March 2024	As At 31 March 2023
Balance at the beginning of the year	2,081.21	1,298.69
Less : Revenue recognised out of balance of advance received from customer at beginning of year	1,958.67	1,199.93
Add : Advance received during the year from customers for which performance obligation is not satisfied and shall be recognised as revenue in next year	881.39	1,982.45
Balance at the close of the year	**1,003.93**	**2,081.21**

The Company have orders in hand as at 31st March 2024 for ₹ 20,628.12 lacs, for which performance obligation amounting to ₹ 20,628.12 lacs will be recognized as revenue during the next reporting year.

(₹ in Lacs)

25	OTHER INCOME	Year ended 31 March 2024	Year ended 31 March 2023
	Lease Rental	32.40	32.40
	Interest Income		
	Interest Income on Fixed and other Deposits	1,149.27	586.44
	Gain/loss on purchase of Bond/Debenture	261.37	-
	Interest Income from Financial Assets Measured at Amortised Cost	34.29	10.96
	Dividend/ Governing Council Share	-	-
	Other non-operating income		
	Rental Income from Investment Property	0.20	1.80
	Government Grants and Subsidies	324.12	325.19
	Income from Mutual Funds	-	935.50
	Miscellaneous Income	299.66	295.56
	Other Gain		
	Provisions / Liabilities no longer required written back (net)	51.36	21.23
	Gain on fixed assets sold/discarded	62.28	10.03
	Gain on Foreign Exchange Fluctuation (net)	1,564.98	1,399.43
	Unrealised gain on valuation of mutual funds measured at fair value through profit or loss	2,094.88	-
	Total	**5,874.81**	**3,618.54**

(₹ in Lacs)

26	COST OF RAW MATERIALS INCLUDING PACKING MATERIALS CONSUMED	Year ended 31 March 2024	Year ended 31 March 2023
	Raw Material Consumed		
	Inventory at the beginning of the year	9,673.62	8,364.47
	Add: Purchases during the year	38,801.36	35,324.88
	Less: Inventory at the end of the period	10,926.31	9,673.62
	Cost of raw material consumed (A)	**37,548.67**	**34,015.73**

(₹ in Lacs)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Packing Material Consumed		
Inventory at the beginning of the year	1,287.26	853.46
Add: Purchases during the year	9,057.43	8,849.22
Less: Inventory at the end of the period	1,414.91	1,287.26
Cost of packing material consumed (B)	**8,929.78**	**8,415.42**
Total (A+B)	**46,478.45**	**42,431.15**

The above consumption figures are disclosed on the basis of derived figures and are after adjusting excesses and shortages ascertained on physical count, unserviceable items, etc.

(₹ in Lacs)

27	CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE	Year ended 31 March 2024	Year ended 31 March 2023	(Increase)/ Decrease
	Inventories at the end of period			
	Finished Goods and Stock in Trade	3,055.66	5,305.17	2,249.51
	Work in progress	4,525.76	3,356.41	(1,169.35)
	Total	**7,581.42**	**8,661.58**	**1,080.16**

(₹ in Lacs)

		Year ended 31 March 2023	Year ended 31 March 2022	(Increase)/ Decrease
	Inventories at the beginning of year			
	Finished Goods and Stock in Trade	5,305.17	3,735.05	(1,570.12)
	Work in progress	3,356.41	2,561.59	(794.82)
	Total	**8,661.58**	**6,296.64**	**(2,364.94)**

(₹ in Lacs)

28	EMPLOYEE BENEFITS EXPENSES	Year ended 31 March 2024	Year ended 31 March 2023
	Salaries, wages and bonus	22,612.75	18,676.64
	Contribution to Provident Fund and others	1,479.23	1,230.18
	Share based payment to employees	211.44	192.74
	Staff Welfare Expenses	287.74	175.02
	Total	**24,591.17**	**20,274.58**

(₹ in Lacs)

29	RESEARCH AND DEVELOPMENT EXPENSES	Year ended 31 March 2024	Year ended 31 March 2023
	Revenue Expenditure charged to statement of profit and loss		
	Cost of components and Material Consumed (Net)	1,232.85	1,102.85
	Employee benefits expenses	559.76	517.79
	Power and Fuel	38.43	38.78
	Travelling & Conveyance	19.58	23.32
	Other Misc Expenses	22.29	48.02
	Legal & Professional Charges	19.72	45.28
	R&D expenditure relating to Foreign subsidiary	3.39	4.21
	Total amount spent on Research and Development	**1,896.02**	**1,780.25**

POLYMED

(₹ in Lacs)

30	FINANCE COST	Year ended 31 March 2024	Year ended 31 March 2023
	Interest expense		
	Interest on loans	976.11	558.96
	Interest on Income Tax	14.47	5.34
	Exchange difference to the extent considered as an adjustment to interest costs	36.68	261.19
	Interest on Lease Liabilities	42.48	28.82
	Others		
	Other amortised borrowing costs	60.35	29.55
	Total	**1,130.09**	**883.86**

(₹ in Lacs)

31	DEPRECIATION AND AMORTISATION EXPENSES	Year ended 31 March 2024	Year ended 31 March 2023
	Depreciation of tangible assets	5,895.37	5,296.74
	Amortisation of intangible assets	349.11	291.94
	Depreciation of investment properties	1.59	4.31
	Amortisation of Right of Use	146.57	123.69
	Total	**6,392.65**	**5,716.68**

(₹ in Lacs)

32	OTHER EXPENSES	Year ended 31 March 2024	Year ended 31 March 2023
	Consumption of stores and spare parts	2,712.82	2,147.70
	Power and Fuel	4,428.93	3,858.53
	Job Work Charges	9,244.78	7,962.86
	Other Manufacturing Expenses	213.27	234.07
	Repairs to Building	130.97	88.91
	Repairs to Machinery	153.44	160.97
	Repairs to Others	123.75	66.79
	Insurance (Net)	430.71	322.95
	Short term lease	222.65	192.96
	Rates, Taxes & Fee	141.02	77.57
	Travelling & Conveyance	2,327.83	1,717.97
	Legal & Professional Fees	1,560.96	1,337.13
	Auditors' Remuneration	19.48	19.46
	Commission and Sitting Fees to Non-Executive Directors	145.75	140.50
	Donations	224.99	187.32
	Bank Charges	226.12	201.88
	Advertisement	13.16	11.34
	Commission on sales	706.88	692.09
	Freight & Forwarding (Net)	1,199.42	741.22
	Business Promotion	325.89	273.80
	Exhibition Expenses	391.19	332.73
	Rebate, Discounts & Claims	88.82	47.52
	Provision for Doubt ful debts / Advances (net)	112.62	59.39
	Bad debts / Misc. Balances written off	118.27	14.22
	CSR Expenditure	573.91	315.34
	Communication expense	84.77	77.79
	Unrealised loss on valuation of mutual funds measured at fair value through profit or loss	-	400.69
	Listing fees	8.62	12.37
	Premium on purchase of Bond/Debenture	116.06	-
	Other Miscellaneous Expenses	962.44	646.15
	Total	**27,009.52**	**22,342.22**

Payment to Auditors	Year ended 31 March 2024	Year ended 31 March 2023
Audit Fee	14.69	14.69
Limited Review of Results	3.00	3.00
In other capacity		
(a) For certification work	0.39	0.52
(b) For Others	0.32	0.49
Reimbursement of expenses	1.08	0.76
Total	**19.48**	**19.46**

(₹ in Lacs)

33 TAX EXPENSES	Year ended 31 March 2024	Year ended 31 March 2023
Tax expenses comprises of:		
Current Tax (Including Current Tax of ₹ 283.89 lacs for foreign subsidiaries (PY ₹ 42.65 lacs)	7,693.19	5,912.91
Earlier year tax adjustment (net)	9.34	17.74
Deferred tax	898.41	(109.76)
Total	**8,600.94**	**5,820.89**

Reconciliation of tax expenses and accounting profit multiplied by Indian tax rate	Year ended 31 March 2024	Year ended 31 March 2023
Profit before tax and share of profit from associates	34,174.23	23,556.47
Applicable tax rate	25.17%	25.17%
Tax at the Indian tax rate of 25.17% (Previous year 25.17%)	8,601.65	5,929.16
Tax adjustment on account of profit of subsidiary company on consolidation	111.52	74.42
Adjustment of expenses disallowed under income tax	(350.48)	(6.02)
Adjustment of expenses allowable under income tax	(63.91)	(103.94)
Other allowable deduction	(605.59)	17.54
Current Tax (Normal Rate)	7,693.19	5,911.16
Additional Current Tax due to Special Rate	-	1.74
Current Tax (A)	7,693.19	5,912.91
Incremental Deferred tax Liability on timing Differences (Net)	898.41	(109.76)
Deferred Tax (B)	898.41	(109.76)
Tax expenses for earlier year (net)	9.34	17.74
Tax expenses recognised in the statement of profit and loss	8,600.94	5,820.89
Effective tax rate	25.17%	24.71%

POLY MEDICURE LIMITED

Notes to Consolidated Financial Statements for the year ended 31 March, 2024

CORPORATE AND GENERAL INFORMATION

Poly Medicure Limited ("the Company") is domiciled and incorporated in India and its equity shares are listed at Bombay Stock Exchange(BSE) and National Stock Exchange (NSE). The registered office of the company is situated at 232B, 3rd Floor, Okhla Industrial Estate, Phase III, New Delhi, India.

The Group is a manufacturer/producer of Medical Devices.

The consolidated financial statements of the company for the year ended 31st March 2024 were approved and authorized for issue by the Board of directors in their meeting held on 17th May 2024

STATEMENT OF COMPLIANCE

The financial statements are a general purpose financial statement which have been prepared in accordance with the Companies Act 2013, Indian Accounting Standards and complies with other requirements of the law.

BASIS OF PREPARATION

These financial statements have been prepared complying in all material respects as amended from time to time with the accounting standards notified under Section 133 of the Companies Act 2013, read with the Companies (Indian Accounting Standards) Rules as amended. The financial statements comply with IND AS notified by Ministry of Corporate Affairs ("MCA").

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

The preparation of the financial statements requires management to make estimates and assumptions. Actual results could vary from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised, if the revision effects only that period or in the period of the revision and future periods if the revision affects both current and future years.

PRINCIPLES OF CONSOLIDATION

The consolidated financial statements relates to Poly Medicure Limited ('the Company') and its subsidiary companies (the company and subsidiaries referred to as "Group") and associates. The consolidated financial statements have been prepared on the following basis:

i) The financial statements of the Company and its subsidiaries are combined on a line by line basis by adding together like items of assets, liabilities, equity, incomes, expenses and cash flows, after fully eliminating intra-group balances and intra-group transactions.

ii) Where the cost of the investment is higher/lower than the share of equity in the subsidiary/ associates at the time of acquisition, the resulting difference is disclosed as goodwill/capital reserve in the investment schedule. The said Goodwill is not amortized, however, it is tested for impairment at each Balance Sheet date and the impairment loss, if any, is provided for in the consolidated statement of profit and loss.

iii) In case of foreign subsidiaries, revenue items are consolidated at the average rate prevailing during the year. All assets and liabilities are converted at rates prevailing at the end of the year.

iv) Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary.

v) The difference between the proceeds from disposal of investment in subsidiaries and the carrying amount of its assets less liabilities as on the date of disposal is recognized in the Consolidated Statement of Profit and Loss being the profit or loss on disposal of investment in subsidiary.

vi) Non Controlling Interest's share of profit / loss of consolidated subsidiaries for the year is identified and adjusted against the income of the group in order to arrive at the net income attributable to shareholders of the Company.

vii) Non Controlling Interest's share of net assets of consolidated subsidiaries is identified and presented in the Consolidated Balance Sheet separate from liabilities and the equity of the Company's shareholders.

viii) Investment in Associates has been accounted under the equity method as per Ind AS 28 -Investments in Associates and Joint Ventures.

ix) Companies considered in the consolidated financial statements are::

Name of the Company	Country of incorporation	Holding as on March 31, 2024	Period of consolidation
Subsidiary			
Poly Medicure (Laiyang) Company Limited, China - (Audited)	China	100%	Apr'23 to Mar'24
Polymed BV, Netherlands - Management certified- Unaudited (Consolidated)	Netherlands	100%	Apr'23 to Mar'24
Plan 1 Health India Pvt Ltd. - (Audited)	India	99.99%	Apr'23 to Mar'24
Associates			
Ultra For Medical Products Company (Ultra Med), Egypt - Management Certified	Egypt	23%	Jan'23 to Dec'23

Classification of Assets and Liabilities into Current and Non- Current

The Group presents its assets and liabilities in the Balance Sheet based on current/ non-current classification.

An asset is treated as current when it is:

a) expected to be realized or intended to be sold or consumed in normal operating cycle;

b) held primarily for the purpose of trading;

c) expected to be realized within twelve months after the reporting period; or

d) cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is treated as current when :

a) it is expected to be settled in normal operating cycle;

b) it is held primarily for the purpose of trading;

c) it is due to be settled within twelve months after the reporting period; or

d) there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Group has ascertained its operating cycle being a period within twelve months for the purpose of current and non-current classification of assets and liabilities.

MATERIAL ACCOUNTING POLICIES

a Basis of Measurement

The Financial Statements of the group are consistently prepared and presented under historical cost convention on an accrued basis in accordance with IND AS except for certain Financial Assets and Financial Liabilities that are measured at fair value.

The financial statements are presented in Indian Rupees (`INR'), which is the Company's functional and presentation currency and all amounts are rounded to the nearest Lacs (except otherwise indicated).

b Property, plant and equipment

(i) Property, plant and equipment situated in India are carried at historical cost of acquisition, construction or manufacturing cost, as the case may be less accumulated depreciation and amortization. Freehold land is carried at cost of acquisition. Cost represents all expenses directly attributable to bringing the asset to its working condition capable of operating in the manner intended.

(ii) Depreciation

Depreciation on Property, plant and equipment is provided on Straight Line Method over their useful lives and in the manner specified in Schedule II of the Companies Act, 2013 except in respect of certain categories of assets where the useful life of the assets has been assessed based on a technical evaluation. The estimated useful life and residual values are reviewed at the end of each reporting period with the effect of any change in estimate accounted for on a prospective basis.

The estimated useful lives are as mentioned below:-

Type of Assets	Useful life as per Schedule II of the Companies Act 2013	Useful Life taken
Lease hold Land	lease period	lease period
Building	30	30
Plant and Equipment	15	15-25
Furniture and Fixture	10	10
Office Equipment	5	5
Computer Equipment	3	3
Vehicle	8	8

The company believes that the technically evaluated useful lives of Automated Plant and Equipment different from Schedule-II of companies Act 2013 best represents the Period over which assets are expected to be used.

(iii) Component Accounting

When significant parts of property, plant and equipment are required to be replaced at intervals, the Group derecognizes the replaced part, and recognizes the new part with its own associated useful life and it is depreciated accordingly. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement, if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in the Statement of Profit and Loss as incurred. The present value of the expected cost for the decommissioning of the asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

(iv) Stores and Spares which meets the definition of Property, plant and equipment and satisfying recognition criteria of Ind AS - 16 are capitalized as Property, plant and equipment and until that in capital work in progress.

(v) Lease Hold Assets are amortized over the period of lease.

(vi) Expenditure during construction/erection period is included under Capital Work-in-Progress and is allocated to the respective property plant and equipment on completion of construction/ erection.

(vii) Property, plant and equipment are eliminated from financial statement, either on disposal or when retired from active use. Losses arising in the case of retirement of Property, plant and equipment and gains or losses arising from disposal of property, plant and equipment are recognized in Statement of Profit and Loss in the year of occurrence.

(viii) The assets residual values, useful lives and methods of depreciation are reviewed at each financial year end and adjusted prospectively, if appropriate.

(ix) Capital work in progress includes cost of Property, Plant and Equipment which are not ready for their intended use.

c Intangible assets:

(i) Intangible assets are recognized when it is probable that the future economic benefits that are attributable to the assets will flow to the Group and the cost of the asset can be measured reliably. Intangible Assets are stated at cost which includes any directly attributable expenditure on making the asset ready for its intended use. Intangible assets with finite useful lives are capitalized at cost and amortized on a straight-line basis. In respect of patents and trademarks, useful life has been estimated by the management as 10 years unless otherwise stated in the relevant documents and in respect of SAP software as 10 year and other softwares as 3 years.

(ii) Software: Internally generated intangibles, excluding capitalized development costs, are not capitalized and the related expenditure is reflected in profit and loss in the period in which the expenditure is incurred.

The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates. Intangible assets with indefinite useful lives (like goodwill, brands), if any, are not amortized, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite useful life is reviewed annually to determine whether indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite life is made on prospective basis.

(iii) Goodwill represents the cost of business acquisition in excess of the Group's interest in the net fair value of identifiable assets, liabilities & Contingent liabilities of the acquiree. When the net fair value of identifiable assets, liabilities & Contingent liabilities acquired exceeds the cost of business acquisition, the bargain purchase excess is recognized after reassessing the fair value of net assets acquired in the capital reserve. Goodwill is measured at cost less accumulated impairment losses.

Goodwill is tested for impairment on an annual basis and whenever there is an indication that goodwill may be impaired, relying, on number of factors including operating results, business plans and future cash flows. For the purpose of impairment testing, goodwill acquired in business combination is allocated to the Group's cash generating units (CGU) or groups of CGU's expected to benefit from the synergies arising from the business combination. A CGU is smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from the other assets or group of assets. Impairment occurs when the carrying amount of a CGU including the goodwill, exceeds the estimated recoverable amount of the CGU. The recoverable amount of a CGU is the higher of its fair value less cost to sell and its value-in-use. Value-in-use is the present value of the future cash flows expected to be derived from the CGU.

Total impairment loss of a CGU is allocated first to reduce the carrying amount of goodwill allocated to the CGU and then to other assets of the CGU pro-rata on the basis of carrying amount of each asset in the CGU. An impairment loss on goodwill is recognized in net profit in the consolidated Statement of Profit and Loss and is not reversed in the subsequent period.

d Investment properties:

Investment properties are properties held either to earn rental income or capital appreciation or for both but not for sale in the ordinary course of business, use in production or supply of goods or services or for other administrative purposes. Investment properties are initially measured at cost including transaction cost. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation or impairment loss. Depreciation on investment properties are provided over the estimated useful life and is not different than useful life as mentioned in schedule II of the Companies Act 2013.

Investment properties are derecognized either when they have been disposed off or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the assets is recognized in profit or loss in the period of derecognized.

Though the Group measures investment properties using cost based measurement, the fair value of investment properties is disclosed in the notes. Fair value of investment property is based on the valuation by a registered valuer as defined in Rule 2 of Companies (registered valuer and Valuation) Rules, 2017.

e Research and development cost:

Research Cost:

Revenue expenditure on research is expensed under the respective heads of account in the period in which it is incurred and is grouped as "Research and development expenses".

Development Cost:

Development expenditure on new product is capitalized as intangible asset, if technical and commercial feasibility as per Ind AS 38 is demonstrated, else charged to statement of profit and loss.

f Inventories:

Raw materials, Packing materials, Stores and Spares are valued at lower of cost (on weighted moving average cost basis) and net realizable value.

Stock in process is valued at lower of cost (on weighted moving average cost basis) and net realizable value.

Finished goods are valued at lower of cost and net realizable value. Cost for this purpose includes direct material, direct labor, other variable cost and manufacturing overhead based on normal operating capacity and depreciation.

Stock in Trade is valued at lower of cost and net realizable value

Scrap is valued at estimated realizable value.

g Financial instruments:

A financial instrument is any contract that at the same time gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial instruments are recognized as soon as the Group becomes a contracting party to the financial instrument. In cases where trade date and settlement date do not coincide, for non-derivative financial instruments the settlement date is used for initial recognition or derecognition, while for derivatives the trade date is used. Financial instruments stated as financial assets or financial liabilities are generally not offset; they are only offset when a legal right to set-off exists at that time and settlement on a net basis is intended.

h Financial assets:

Financial assets include Investments, trade receivables, cash and cash equivalents, derivative financial assets, loans and also the equity / debt instruments held. Initially all financial assets are recognized at amortized cost or fair value through Other Comprehensive Income or fair value through Statement of Profit or Loss, depending on its business model for those financial assets and their contractual cash flow characteristics. Subsequently, based on initial recognition/ classification, where assets are measured at fair value, gain and losses are either recognized entirely in the statement of profit and loss (i.e. fair value through profit or loss), or recognized in other comprehensive income (i.e. fair value through other comprehensive income).

(i) Investment in equity shares:

Investment in equity securities are initially measured at fair value. Any subsequent fair value gain or loss for investments held for investment is recognized through Statement of profit and loss.

(ii) Investment in associates, joint venture and subsidiaries:

The Company's investment in subsidiaries and associates, joint venture are at carried at cost except where impairment loss recognized.

(iii) Trade receivables:

Trade receivables are recognized initially at fair value and subsequently measured at amortized cost less credit loss/ impairment allowances/ provision for doubtful debts.

(iv) Loans & other financial assets:

Loans and other financial assets are financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are recognized initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, loans and other financial assets are measured at amortized cost using the effective interest method, less any impairment losses.

i Impairment of Financial assets:

In accordance with Ind AS 109, the Group uses expected credit loss (ECL) model for evaluating, measurement and recognition of impairment loss.

j Financial liabilities:

(i) **Classification:**

The Group classifies all financial liabilities as subsequently measured at amortized cost, except for financial liabilities at fair value through profit and loss. Such liabilities, including derivatives that are liabilities, shall be subsequently measured at fair value.

(ii) **Initial recognition and measurement:**

All financial liabilities are recognized initially at fair value, in the case of loans, borrowings and payables, net of directly attributable transaction costs. Financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and derivative financial instruments.

(iii) **Subsequent measurement:**

All financial liabilities are re-measured at fair value through statement of profit and loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through statement of profit and loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

(iv) **Loans and borrowings:**

Interest bearing loans and borrowings are subsequently measured at amortized cost using effective interest rate (EIR) method. Gains and losses are recognized in Statement of Profit and Loss when the liabilities are derecognized as well as through EIR amortization process. The EIR amortization is included as finance cost in the Statement of Profit and Loss.

(v) **De-recognition of financial liabilities:**

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the Statement of Profit and Loss.

(vi) **Derivative financial instruments:**

The Group uses derivative financial instruments such as forward currency contracts and options to hedge its foreign currency risks. Such derivative financial instruments are initially recognized at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. The gain or loss in the fair values is taken to Statement of Profit and Loss at the end of every period. Profit or loss on cancellations/renewals of forward contracts and options are recognized as income or expense during the period.

k Impairment of non-financial assets:

At each reporting date, the Group assesses whether there is any indication that a non-financial asset may be impaired. If any such indication exists, the recoverable amount of the non-financial asset is estimated in order to determine the extent of the impairment loss, if any. Recoverable amount is determined:

- In the case of an individual asset, at the higher of the Fair Value less cost to sell and the value in use,
- In the case of cash generating unit (a group of assets that generates identified, independent cash flows) at the higher of cash generating unit's fair value less cost to sell and the value in use.

Where it is not possible to estimate the recoverable amount of an individual non-financial asset, the Group estimates the recoverable amount of the smallest cash generating unit to which the non-financial asset belongs. The recoverable amount is the higher of an asset's or cash generating unit's fair value less costs of disposal and its value in use. If the recoverable amount of a non-financial asset or cash generating unit is estimated to be less than its carrying amount, the carrying amount of the non-financial asset or cash generating unit is reduced to its recoverable amount. Impairment losses are recognized immediately in the statement of Profit and Loss. Where an impairment loss subsequently reverses, the carrying amount of the non-financial asset or cash generating unit is increased to the revised estimate of its recoverable amount. However, this increased amount cannot exceed the carrying amount that would have been determined had no impairment loss been recognized for that non-financial asset or cash generating unit in prior periods. A reversal of an impairment loss is recognized immediately in the statement of Profit and Loss.

l Foreign exchange transactions:

(i) Functional and presentation Currency:

The functional and reporting currency of company is INR.

(ii) Transaction and Balances:

Foreign exchange transactions are accounted for at the exchange rate prevailing on the date of transaction. All monetary foreign currency assets and liabilities are converted at the exchange rate prevailing at reporting date. All exchange gain or loss arising on translation of monetary items are dealt with in statement of profit and loss.

m Revenue recognition:

The Group derives revenue from sale of manufactured goods and traded goods. In accordance with Ind AS 115, the group recognizes revenue from sale of products and services at a time when performance obligation is satisfied and upon transfer of control of promised products or services to customer in an amount that reflects the consideration the group expects to receive in exchange for their products or services. The group disaggregates the revenue based on nature of products/ Geography.

- **Export incentive:**
  Export incentives are accounted for on export of goods, if the entitlements can be estimated with reasonable accuracy and conditions precedent to claim are reasonably expected to be fulfilled.

- **Dividend income:**
  Dividend income is accounted for when the right to receive the same is established, which is generally when shareholders approve the dividend.

- **Interest income:**
  For all Financial instruments measured at amortized cost, interest income is recorded using effective interest rate (EIR), which is the rate that exactly discounts the estimated future cash payments or receipts through the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset. Interest income is included in other income in statement of profit and loss.

- **Rental income:**
  Rental income on investment properties and on operating lease are accounted for on accrual basis.

n Government Grant

- Grants from the government are recognized at their fair value where there is a reasonable assurance that the grant will be received and the Group has complied with all attached conditions.

- Government grants relating to income are deferred and recognized in the profit or loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income.

- Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to profit or loss on a straight-line basis over the expected lives of the related assets and presented within other income.

- In respect of Property, Plant and Equipment purchased under Export Promotion Capital Goods (EPCG) scheme of Government of India, exemption of custom duty under the scheme is treated as, Government Grant and is recognized in Statement of Profit and Loss on fulfillment of associated export obligations.

o Employees Benefits:

i) Short term employee Benefit:

All employees' benefits payable wholly within twelve months rendering services are classified as short term employee benefits. Benefits such as salaries, wages, short-term compensated absences, performance incentives etc., and the expected cost of bonus, ex-gratia are recognized during the period in which the employee renders related service.

ii) Defined Contribution Plan:

Contributions to the Employees' Provident Fund and Employee's State Insurance are recognized as Defined Contribution Plan and charged as expenses in the year in which the employees render the services.

iii) Defined Benefit Plan:

The Leave Encashment (Unfunded) and Gratuity (Funded) are defined benefit plans. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method with actuarial valuations being carried out at each balance sheet date, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measure each unit separately to build up the final obligation. Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on the plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognized immediately in the balance sheet with a corresponding debit or credit to retained earnings through other comprehensive income in the period in which they occur. Re-measurements are not classified to the statement of profit and loss in subsequent periods. Past Service cost is recognized in the statement of profit and loss in the period of plan amendment. Net Interest is calculated by applying the discount rate to the net defined benefit liability or asset.

The group recognizes the following changes in the net defined benefit obligations under employee benefit expenses in the statement of profit and loss.

- Service costs comprising current service costs, gains and losses on curtailments and non-routine Settlements.

- Net interest income or expense.

iv) Long term Employees Benefits:

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognized as a liability at the present value of the defined benefit obligation at the balance sheet date.

v) Termination benefits:

Termination benefits are recognized as an expense in the period in which they are incurred.

The group shall recognize a liability and expense for termination benefits at the earlier of the following dates:

(a) when the entity can no longer withdraw the offer of those benefits; and

(b) when the entity recognizes costs for a restructuring that is within the scope of Ind AS 37 and involves the payment of termination benefits.

p Share based payments:

Equity settled share based payments to employees are measured at fair value of equity instrument at the grant date. The fair value determined at grant date is expensed on straight line basis over the vesting period based on the company's estimate of equity instrument that will eventually vest with corresponding increase in equity. At the end of each reporting period, the company revise its estimate of number of equity instruments expected to vest. The impact of revision of the original estimates, if any, is recognized in statement of profits and loss such that cumulative expense reflect the revised estimate with a corresponding adjustment to Share based Payments Reserve. The dilutive effect of outstanding option is reflected as additional dilution in computation of diluted earning per share.

q Borrowing costs:

(i) Borrowing costs that are specifically attributable to the acquisition, construction, or production of a qualifying asset are capitalized as a part of the cost of such asset till such time the asset is ready for its intended use or sale. A qualifying asset is an asset that necessarily requires a substantial period of time (generally over twelve months) to get ready for its intended use or sale.

(ii) For general borrowing used for the purpose of obtaining a qualifying asset, the amount of borrowing costs eligible for capitalization is determined by applying a capitalization rate to the expenditures on that asset. The capitalization rate is the weighted average of the borrowing costs applicable to the borrowings of the group that are outstanding during the period, other than borrowings made specifically for the purpose of obtaining a qualifying asset. The amount of borrowing costs capitalized during a period does not exceed the amount of borrowing cost incurred during that period.

(iii) All other borrowing costs are recognized as expense in the period in which they are incurred.

r Leases:

Group as a Lessee:

In accordance with IND AS 116, the group recognizes right of use assets representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of right of use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payment made at or before commencement date less any lease incentive received plus any initial direct cost incurred and an estimate of cost to be incurred by lessee in dismantling and removing underlying asset or restoring the underlying asset or site on which it is located. The right of use asset is subsequently measured at cost less accumulated depreciation, accumulated impairment losses, if any, and adjusted for any remeasurement of 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 there carrying amounts may not be recoverable. Impairment loss, if any, is recognize in statement of profit and loss.

The group measures the lease liability at the present value of the lease payments that are not paid at the commencement date of 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 group uses incremental borrowing rate.

The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modification or to reflect revised- in-substance fixed lease payments, the group recognizes amount of remeasurement of lease liability due to modification as an adjustment to right of use assets and statement of profit and loss depending upon the nature of modification. Where the carrying amount of right of use assets is reduced to zero and there is further reduction in measurement of lease liability, the group recognizes any remaining amount of the remeasurement in statement of profit and loss.

The group has elected not to apply the requirements of IND AS 116 to short term leases of all assets that have a lease term of twelve month or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognized as an expense on straight line basis over lease term.

Group as a Lessor:

At an inception date, leases are classified as financial lease or operating lease. Leases where the group does not transfer substantially all risk and reward incidental to the ownership of the asset are classified as operating lease. Lease rental under operating lease are recognised as income in profit and loss account on straight line basis.

s Taxes on income:

(i) Current Tax:

1. Tax on income for the current period is determined on the basis of estimated taxable income and tax credits computed in accordance with the provisions of the Income-Tax Act 1961 and based on the expected outcome of assessments / appeals.

2. Current income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss.

   Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

(ii) Deferred tax:

1. 1. Deferred tax is accounted for using the balance sheet liability method in respect of temporary differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax basis used in the computation of taxable profit as well as for unused tax losses or credits. In principle, deferred tax liabilities are recognized for all taxable temporary differences and deferred tax assets are recognized to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilized. Deferred tax assets and liabilities are also recognized on temporary differences arising from business combinations except to the extent they arise

from goodwill that is not taken into account for tax purposes.

2. Deferred taxes are calculated at the enacted or substantially enacted tax rates that are expected to apply when the asset or liability is settled.

3. Deferred tax is charged or credited to the income statement, except when it relates to items credited or charged directly to other comprehensive income in equity, in which case the corresponding deferred tax is also recognized directly in equity.

t Provisions, Contingent liabilities, Contingent assets and Commitments:

(i) General:
The group recognizes provisions for liabilities and probable losses that have been incurred when it has a present legal or constructive obligation as a result of past events and it is probable that the group will be required to settle the obligation and a reliable estimate of the amount of the obligation can be made. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a financing cost.

Contingent liability is disclosed in the case of:

- A present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation:

- A present obligation arising from past events, when no reliable estimate is possible:

- A possible obligation arising from past events, unless the probability of outflow of resources is remote.

Contingent assets are not recognized but disclosed in financial statement when an inflow of economic benefits is probable.

Provisions, Contingent liabilities, Contingent assets and Commitments are reviewed at each balance sheet date.

(ii) Other Litigation claims:
Provision for litigation related obligation represents liabilities that are expected to materialize in respect of matters in appeal.

(iii) Onerous contracts:
Provisions for onerous contracts are recorded in the statements of operations when it becomes known that the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received.

u Financial statement classification:
Certain line items on the balance sheet and in the statement of Profit and Loss have been combined. These items are disclosed separately in the Notes to the financial statements. Certain reclassifications have been made to the prior year presentation to conform to that of the current year. In general the group classifies assets and liabilities as current when they are expected to be realized or settled within twelve months after the balance sheet date.

v Fair value measurement:
The group measures financial instruments such as derivatives and certain investments, at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability.
  Or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non- financial asset takes in to account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. The group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole;

- Level 1- Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

- Level 2- Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

- Level 3- Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognized in the balance sheet on a recurring basis, the group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

w Significant Accounting Judgments, Estimates and Assumptions:
The preparation of the group's financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities.

Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

i Income taxes:
Management judgement is required for the calculation of provision for income taxes and deferred tax assets and liabilities. The group reviews at each balance sheet date the carrying amount of deferred tax assets / liabilities. The factors used in the estimates may differ from actual outcome which could lead to significant adjustment to the amounts reported in the consolidated financial statements.

ii Fair value measurement of financial instruments:
When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including book value, Discounted Cash Flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

iii Defined benefit plans:
The cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in future. These Includes the determination of the discount rate, future salary increases, mortality rates and attrition rate. Due to the complexities involved in the valuation and its long term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

iv Lease:
The group evaluates if an arrangement qualifies to be a lease as per the requirements of IND AS 116. Identification of a lease requires significant judgement. The group uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate.

The group determines the lease term as the non-cancellable period of lease, together with both periods covered by an option to extend the lease if the group is reasonably certain to exercise that option and periods covered by an option to terminate the lease if the group is reasonably certain not to exercise that option. In excising whether the group is reasonably certain to exercise an option to extend a lease or to exercise an option to terminate the lease, it considers all relevant facts and circumstances that create an economic incentive for the group to exercise the option to extend the lease or to exercise the option to terminate the lease. The group revises lease term, if there is change in non-cancellable period of lease. The discount rate used is generally based on incremental borrowing rate.

v Depreciation/Amortization and useful life of Property, Plant and Equipment:
The group has estimated the useful life of Property, Plant and Equipment (PPE) as specified in schedule II of Companies Act. 2013. However, the actual useful life for individual PPE could turn out to be different, there could be technology changes, breakdown, unexpected failure leading to impairment or complete discard. Alternatively, the equipment may continue to provide useful services well beyond the useful life assigned.

vi Impairment of Financial & Non-Financial Assets:
The impairment provision for financial assets are based on assumptions about risk of default and expected losses. The group uses judgements in making these assumptions and selecting inputs for impairment calculations based on existing market conditions, past history, technology, economic developments as well as forward looking estimates at the end of each reporting period.

vii Provisions:
The Company makes provision for leave encashment and gratuity based on report received from the independent actuary. These valuation reports uses complex valuation models using actuarial valuation. An actuarial valuation involves making various assumption that may differ from actual development in future.

viii Contingencies:
Management judgment is required for estimating the possible outflow of resources, if any, in respect of contingencies / claim / litigations against the group as it is not possible to predict the outcome of pending matters with accuracy.

ix **Impairment of Goodwill**: Goodwill is tested for impairment on annual basis and whenever there is an indication that the recoverable amount of a cash generating unit (CGU) is less than the carrying amount, the impairment loss is accounted. For impairment loss, goodwill is allocated to CGU which benefit from the synergies of the acquisition and which represent the lowest level at which goodwill is monitored for internal management purpose. The recoverable amount of CGU is determined based on higher of value in use and fair value less cost to sell and value in use is present value of future cash flows expected to be derived from CGU.

Key assumption in the cash flow projection are prepared based on current economic conditions and comprises estimated long term growth rate, estimated operating margin.

x Capital:
Debt and equity instruments:
Ordinary equity shares are classified as equity. Debt instruments are classified as either liabilities or as equity in accordance with the substance of the contractual arrangement.

y Other Miscellaneous Expenses
Public Issue Expenditure/Share issue expenses on private placement basis/FCCB's issue expenditure is being written off against Securities/Share premium, net of taxes, in the year of issue.

34 Fair value measurement

i Financial instruments: Accounting classification and fair value measurements

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognized and measured at fair value and (b) measured at amortized cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the group has classified its financial instruments into the three levels prescribed under the Accounting Standard. An explanation of each level follows underneath the table.

(₹ in Lacs)

Particulars	31-Mar-24						
	Carrying Value	Classification			Fair Value		
		FVPL	FVOCI	Amortized Cost	Level 1	Level 2	Level 3
Financial assets							
Investments							
In subsidiaries / Associates	712.87	-	-	712.87	-	-	-
In Liquid Mutual Funds	13,954.10	13,954.10	-	-	-	13,954.10	-
In Bond	2,044.15	-	-	2,044.15	-	-	-
Trade receivables	26,993.88	-	-	26,993.88	-	-	-
Cash & cash equivalents	1,205.31	-	-	1,205.31	-	-	-
Other bank balances	13,480.52	-	-	13,480.52	-	-	-
Loans	23.00	-	-	23.00	-	-	-
Other financial assets	2,614.66	-	-	2,614.66	-	-	
Total financial assets	**61,028.49**	**13,954.10**	**-**	**47,074.39**	**-**	**13,954.10**	**-**
Financial liabilities							
Borrowings	17,021.46	-	-	17,021.46	-	-	-
Trade payables	9,559.76	-	-	9,559.76	-	-	-
Lease Liabilities	393.77	-	-	393.77	-	-	
Other financial liabilities	5,287.38	6.22	-	5,281.16	-	6.22	-
Total financial liabilities	**32,262.37**	**6.22**	**-**	**32,256.15**	**-**	**6.22**	**-**

(₹ in Lacs)

Particulars	31-Mar-23						
	Carrying Value	Classification			Fair Value		
		FVPL	FVOCI	Amortized Cost	Level 1	Level 2	Level 3
Financial assets							
Investments							
In subsidiaries / Associates	764.20	-	-	764.20	-	-	-
In Liquid Mutual Funds	11,859.22	11,859.22	-	-	-	11,859.22	-
In Bond	543.13	-	-	543.13	-	-	-
Trade receivables	23,543.20	-	-	23,543.20	-	-	-
Cash & cash equivalents	706.24	-	-	706.24	-	-	-
Other bank balances	17,057.08	-	-	17,057.08	-	-	-
Loans	29.77	-	-	29.77	-	-	-
Other financial assets	1,870.47	-	-	1,870.47	-	-	
Total financial assets	**56,373.31**	**11,859.22**	**-**	**44,514.09**	**-**	**11,859.22**	**-**
Financial liabilities							
Borrowings	14,643.39	-	-	14,643.39	-	-	-
Trade payables	9,231.48	-	-	9,231.48	-	-	-
Lease Liabilities	258.29	-	-	258.29			
Other financial liabilities	3,724.29	21.95	-	3,702.34	-	21.95	-
Total financial liabilities	**27,857.45**	**21.95**	**-**	**27,835.50**	**-**	**21.95**	**-**

The carrying amount of bank balances, Trade Receivable, Trade Payable, other financial assets / liabilities, loans, cash and cash equivalents, borrowings are considered to be the same as their fair value due to their short term nature.

The levels have been classified based on the followings:

Level 1: It hierarchy includes financial instruments measured using quoted prices in active markets. Quotes would include rates/values/valuation references published periodically by BSE, NSE etc. basis which trades take place in a linked or unlinked active market. This includes traded bonds and mutual funds, as the case may be, that have quoted price/rate/value.

Level 2: The fair value of financial instruments that are not traded in an active market are determined using valuation techniques which maximize the use of observable market data (either directly as prices or indirectly derived from prices) and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3.

Valuation Techniques used to determine fair value

Valuation Techniques used to determine fair value include

- Open ended mutual funds and certain bonds and debentures at NAV's/rates declared and/or quoted.
- Close ended mutual funds at NAV's declared by AMFI.
- For other bonds and debentures values with references to prevailing yields to maturity matching tenures, quoted on sites of credible organization such as FIMMDA (Fixed Income Money Market and Derivative Association of India).
- Derivative Instruments at values determined by counter parties/Banks using market observable data.
- Certificate of deposits, being short term maturity papers, amortized cost is assumed to be the fair value.

35 CONTINGENT LIABILITIES AND COMMITMENTS

a. Contingent liabilities not provided for: (₹ in Lacs)

	Particulars	Year Ended 31-Mar-24	Year Ended 31-Mar-23
1)	Compensation for enhanced cost of Land pending with District & Session Court Faridabad (Amount paid ₹ 2.33 lacs, Previous year ₹ 2.33 lacs)	9.34	9.34
2)	Show cause notice issued by Principal Commissioner of Customs for which suitable response filed.	849.03	849.03
3)	Show cause notice issued by Joint Commissioner CGST (F.Y 2017-19 and 2020-2022) for which suitable reply filed.	4237.83	-
4)	Demand by Assistant Commissioner of CGST along with penalty in respect of transitional input tax credit for which appeal filed with Joint Commissioner of CGST(Gurugram).	32.34	82.20
5)	Income tax demand for AY 2017-18 under section 270 A of Income Tax Act 1961 and also for A.Y. 2018-19 u/s 143(3) and 154 of Income Tax Act 1961 for which the company have filed appeal before CIT(Appeal).	152.50	152.50
6)	Demand from National Pharmaceutical Pricing Authority (Net)	66.88	66.88

The Company has suitablly replied to show cause notices and is also representing before Appellate Authority in respect of income tax demand. The management of the Company believes that its position will likely to be upheld in the appellate process. The Company does not expect any liability against these matters in accordance with the principle of Ind AS 12 "Income Tax" read with Ind AS 37 "Provision, Contingent Liabilities and Contingent Assets" and hence no provision is required to be made in respect of above in the books of account of the Company.

b. Obligations and commitments outstanding:

Particulars	Year Ended 31-Mar-24	Year Ended 31-Mar-23
Unexpired letters of credit ₹ 2,272.49 lacs (Previous year ₹ 2,173.08 lacs) and Guarantees including for issuing stand by letter of credit issued by bankers ₹ 1,542.74 lacs (Previous year ₹ 1,612.05 lacs), (Net of margins)	3,815.23	3,785.13
Bills discounted but not matured	-	134.14
Custom duty against import under EPCG Scheme	2,161.90	1,828.18
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances given)	13,833.07	11,319.48

36 Financial Risk Management

The Group activities expose it to price risk, credit risk, liquidity risk and market risk.

This note explains the source of risk which the group is exposed to and how it manages the risk and its impact on the financial statement. These risks are managed by the senior management of the group supervised by the Board of Directors to minimize potential adverse effects on the financial performance of the group.

Risk	Exposure arising from	Measurement	Management
Credit Risk	Cash & cash equivalent, Financial instruments, Financial assets & Trade Receivable	Credit Rating and ageing analysis	Diversification of counter Parties, setting of trade receivable, review of outstanding / overdues
Liquidity Risk	Other Liabilities	Maturity Analysis	Maintenance of Sufficient cash and cash Equivalent, Fixed Deposit & other marketable securities
Market Risk - Foreign exchange	Highly probable forecast transactions	Sensitivity analysis	Forward Foreign Exchange Contracts

The Board of Directors of the group provides guiding principles for overall risk management, as well as policies covering specific areas i.e. foreign exchange risk, credit risk & Investment of Surplus liquidity.

The group's risk management is carried out by finance department, accordingly, this department identifies, evaluates and hedges financial risk.

A) Price Risk

The main Raw materials for manufacturing of Medical devices are various types of Plastic Granules i.e. PP, LDPE, HDPE, PC, PA, SAN, ABS and K. Resin etc. The prices of Raw materials are mainly dependent on the price of Crude Oil. The Raw materials are being imported by the group and procured indigenously also. In case of imported Raw materials, the adverse forex movements are covered by the natural hedge. In case of the drastic price rise of Raw materials during the year, the group makes appropriate changes in the prices of Finished Products, after due discussions with the customers. The prices of Finished Goods are generally reviewed every year and appropriate changes in prices are made to offset the increase in cost.

B) Credit Risk

Credit risk arises from cash and cash equivalents, financial assets measured at amortized cost and fair value through profit or loss and trade receivables

Credit Risk Management

The Group has invested in fixed deposits and liquid mutual funds and have invested only with those funds plan having good credit rating / track record. The group reviews the creditworthiness of these counterparties on an ongoing basis. Another credit risk at the reporting date is from trade receivables as these are typically unsecured. This credit risk has always been managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customer to whom credit is extended in normal course of business. The group estimates the expected credit loss on the basis of past data and experience. The group also takes proper ECGC cover based on risk based classification of trade receivables.

The Geographical concentration of trade receivable (net of allowance) is as under:

(₹ in Lacs)

Particulars	As at	
	31-Mar-24	31-Mar-23
India	7,050.35	6,111.72
Europe	8,398.00	6,335.10
USA	376.56	287.78
Others	11,168.97	10,808.60
Total	**26,993.88**	**23,543.20**

Review of outstanding trade receivables and financial assets is carried out by the management each quarter. The group has a practice to provide for provision for doubtful debts on the basis of duly board approved policy on provision for bad & doubtful debts.

Reconciliation of loss allowance provisions:

(₹ in Lacs)

Particulars	Deposits	Trade receivable	Advances
Loss Allowance as on 1 April 2022	6.68	37.90	116.36
Change In loss allowance	3.44	149.95	(97.50)
Loss Allowance as on 31 March 2023	10.12	187.85	18.86
Change In loss allowance	1.30	111.32	-
Loss Allowance as on 31 March 2024	**11.42**	**299.17**	**18.86**

C) Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in interest rate. The group's main interest rate risk arises from long term borrowings with variable rates (LIBOR plus) which exposes the group to cash flow interest rate risk.

i) Interest rate risk exposure - The exposure of the group's borrowing to interest rate changes at the end of reporting period is as follows:

(₹ in Lacs)

Particulars	As at	
	31-Mar-24	31-Mar-23
Variable rate borrowing	17,021.46	14,643.39
Fixed rate borrowing	-	-
Total	**17,021.46**	**14,643.39**

The analysis by maturities is provided in note D "Maturities of Financed liabilities" below.

ii) Sensitivity analysis: For floating rate liabilities, the analysis is prepared assuming the amount of liability outstanding at the end of the reporting period was outstanding for whole year:-

(₹ in Lacs)

Particulars	Impact on profit before tax for the year ended	
	31-Mar-24	31-Mar-23
Interest rate- increase by 50 basis point	85.11	73.22
Interest rate- decrease by 50 basis point	(85.11)	(73.22)

D) Liquidity Risk

The group's principle source of liquidity are cash & cash equivalent and cash flows that are generated from operations. The group believes that its working capital is sufficient to meet its current requirement. Additionally, the group has sizeable surplus funds in liquid mutual fund and also in fixed deposit ensuring safety of capital and availability of liquidity as and when required hence, the group do not perceive any liquidity risk.

(₹ in Lacs)

Particulars	As at	
	31-Mar-24	31-Mar-23
The group has working capital funds which Includes		
Cash and cash equivalent	1,205.31	706.24
Current investments in liquid mutual funds	13,954.10	12,402.35
Bank balances	13,480.52	17,057.08
Trade receivable	26,993.88	23,543.20
Total	**55,633.81**	**53,708.87**

Besides above, the company had access to the following undrawn facilities at the end of reporting period:

(₹ in Lacs)

Particulars	As at	
	31-Mar-24	31-Mar-23
Fixed		
Cash credit and other facilities	9,906.26	10,436.76
Variable		
Other facilities	-	-

Contractual maturities of significant financial liabilities are as under :
Maturities of financial liabilities

(₹ in Lacs)

Particulars	Less than and equal to one year	More than one year	Total
As at 31 March 2024			
Trade payable	9,559.76	-	9,559.76
Other Financial liabilities	22,312.28	390.33	22,702.61
Total	**31,872.04**	**390.33**	**32,262.37**
As at 31 March 2023			
Trade payable	9,231.48	-	9,231.48
Other Financial liabilities	16,675.26	1,950.71	18,625.97
Total	**25,906.74**	**1,950.71**	**27,857.45**

E) Market Risk

Foreign Currency Risk

The group operates significantly in international markets through imports and exports and therefore exposed to foreign exchange risk arising from foreign currency transactions primarily with respect to USD/Euro/GBP/JPY. The risk is measured through sensitivity analysis by natural hedging due to imports and exports. In order to minimize any adverse effect on the financial performance of the group, financial instrument such as foreign exchange forward contracts are used exclusively to mitigate currency risk.

(i) The company uses foreign exchange forward contracts to mitigate exposure in foreign currency risk. The foreign exchange forward contract outstanding at reporting date are as under: -

Particulars	Type	Currency	As at			
			31-Mar-24		31-Mar-23	
			FC	INR	FC	INR
Forward Contracts		USD:INR	7.50	625.29	25.00	2,054.00
	Sell	EURO:INR	-	-	-	-
		GBP:INR	-	-	-	-
	Buy	EURO:INR	-	-	-	-
		JPY:INR	2,392.11	1,317.95	-	-

(ii) Particulars of Unhedged Foreign Currency Exposure as at reporting date (Net exposure to Foreign Currency Risk)

Particulars	Currency	As at			
		31-Mar-24		31-Mar-23	
		FC	INR	FC	INR
Receivable / (Payable)	USD:INR	119.75	9,983.95	75.18	6,176.72
	EURO:INR	41.13	3,700.01	5.40	481.20
	USD:INR	-	-	-	-
	EURO:INR	-	-	-	-
	GBP:INR	7.71	810.97	6.41	649.67
	CAD:INR	-	-	-	-
	LE.:INR	63.92	112.35	36.37	97.26
	SEK:INR	-	-	-	-
	JPY:INR	(2,324.99)	(1,280.98)	(513.80)	(318.09)
	AUD:INR	-	-	-	-
	CHF:INR	(0.04)	(3.90)	0.20	17.93

(iii) Maturity of outstanding foreign exchange forward contracts

The details in respect of maturity of outstanding forward exchange forward contract are as given: -

(₹ in Lacs)

Particulars	Type	Currency	As at	
			31-Mar-24	31-Mar-23
Not later than 3 months	Sell	USD:INR	625.29	1,027.00
		EURO:INR	-	-
		GBP:INR	-	-
	Buy	EURO:INR	-	-
		JYP:INR	1317.95	-
Later than 3 months and not later than 6 months	Sell	USD:INR	-	616.20
		EURO:INR	-	-
		GBP:INR	-	-
	Buy	JPY:INR	-	-
Later than 6 month & not later than one year	Sell	USD:INR	-	410.80
		EURO:INR	-	-
		GBP:INR	-	-
	Buy	JPY:INR	-	-

(iv) The mark to market gain or loss on foreign currency are as under: -

(₹ in Lacs)

Particulars	As at	
	31-Mar-24	31-Mar-23
Mark to market loss / (Gain) accounted for (Net)	(15.72)	62.17

37 CAPITAL MANAGEMENT

a) **Risk Management -** The group is cash surplus and has no capital other than equity. The Cash surplus are currently invested in Liquid mutual funds and also has in fixed deposit with banks. Safety of capital is of prime importance to ensure availability of capital for group's business requirement. Investment objective is to provide safety and adequate return on surplus funds. The group's adjusted net debt to equity ratio at the end of reporting period is as follows:

(₹ in Lacs)

Particulars	As at	
	31-Mar-24	31-Mar-23
Gross borrowings	17,021.46	14,643.39
Less: cash and cash equivalents	1,205.31	706.24
Adjusted net debt	15,816.15	13,937.15
Total Equity	147,005.35	124,162.72
Adjusted net debt to equity	10.76%	11.22%

The group's total owned funds of ₹ 1,47,005.35 Lacs with ₹ 15,816.15 Lacs as net debts is considered adequate by the management to meet its business interest and any capital risk it may face in the future.

b) **Loan Covenants**
Under the terms of borrowing facilities, the group is required to comply with certain financing covenants and the group has complied with those covenants through out the reporting period.

c) Dividend

(₹ in Lacs)

Particulars	As at	
	31-Mar-24	31-Mar-23
Dividend recognized in the financial statements		
Final dividend paid in financial year 31st March 24 pertaining to financial year ended 31st March 23	(2,378.33)	(2,397.95)
Dividend not recognized in the financial statements		
In addition to the above dividend, since year end, the Board of directors have recommended the payment of final dividend of ₹ 3/- per equity share (PY ₹ 3/- per equity share)		

This dividend is subject to the approval of shareholders of the company in ensuing Annual General Meeting and upon approval would result in cash outgo of approx. ₹ 2,879.14 Lacs

38 The group has adopted Ind AS 116 effective annual reporting period beginning April 1, 2019 and applied the Standard to its leases retrospectively with the cumulative effect of initially applying the standard, recognized on the date of initial application (April 1, 2019). Accordingly, the group has not restated comparative information, instead, the cumulative effect of initially applying this standard has been recognized as an adjustment to opening balance of retained earnings as on April 1, 2019.

The lease payments including interest have been disclosed under cash flow from financing activities. The weighted average incremental borrowing rate of 9% has been applied to lease liabilities recognized in balance sheet at the date of initial application.

On application of Ind AS 116, the nature of expense has changed from lease rent in previous periods to depreciation cost for right of use asset and finance cost for interest accrued on lease liability.

The details of right of use asset held by the company is as follows:

Particulars	As at 31-Mar-24	As at 31-Mar-23
Balance at the beginning of the year	247.38	115.20
Addition during the year	270.29	371.07
Depreciation for the year	146.57	123.69
Adjustment on account of Modification in lease term	-	115.20
Closing balance at the end of the year	**371.10**	**247.38**

The Following is break up of current and non-current lease liabilities as at 31st March 2024

Particulars	As at 31-Mar-24 (₹ in Lakhs)	As at 31-Mar-23 (₹ in Lakhs)
Current lease liabilities	185.07	123.36
Non-Current lease liabilities	208.70	134.93
Total	**393.77**	**258.29**
The following is movement in lease liabilities during the Year ended 31 March 2024		

Particulars	Year ended 31-Mar-24	Year ended 31-Mar-23
Balance at the beginning of the year	258.29	143.39
Addition during the year	270.30	371.10
Finance cost accrued during the year	42.48	28.82
Modification in lease term	-	-
Deletions	-	143.39
Payment of lease liabilities (including interest)	177.29	141.60
Balance at the end of the year	**393.77**	**258.29**

Depreciation on right of use asset is ₹ 146.57 lacs and Interest on lease liability for year ended 31st March 2023 is ₹ 42.48 lacs Lease Contracts entered by the group majorly pertains to building taken on lease to conduct the business activities in ordinary course.

The Table below provides details regarding the contractual maturities of lease charges as at 31 March 2024 on an undiscounted basis:

Particulars:	Short term lease charges payable	Long term lease Charges payable	As at 31st March 2024 (₹ in Lacs)	As at 31st March 2023 (₹ in Lacs)
Less than one year	-	213.00	213.00	141.6
Up to five year	-	221.34	221.34	141.6
More than five year	-	-	-	-

The group do not foresee liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligation related to lease liabilities as and when they fall due.

Rental expense recorded for short term lease amounted to ₹ 222.65 lacs (PY 192.96 Lacs) and grouped as short term lease expense in Note No. 32 " other expense"

39 RELATED PARTY DISCLOSURES:

Related party disclosures as required by Ind AS - 24 "Related Party Disclosures" are as under:

A <u>List of related parties and relationships</u>

a Associate

1 Ultra For Medical Products (UMIC), Egypt

b <u>Key Management Personnel & Relative</u>

1 Mr. Himanshu Baid (Managing Director)
2 Mr. Rishi Baid (Joint Managing Director)
3 Mr. Naresh Vijayvergiya (CFO)
4 Mr. Ravi Prakash (Dy. Company Secretary)
5 Mr. Avinash Chandra (Company Secretary)
6 Mr. Devendra Raj Mehta (Independent Director)
7 Mr. Prakash Chand Surana (Independent Director)
8 Mr. Shailendra Raj Mehta (Independent Director)
9 Dr. Sandeep Bhargava (Independent Director)
10 Mr. Alessandro Balboni (Director)
11 Mr. Amit Khosla (Independent Director)
12 Ms. Sonal Mattoo (Independent Director)
13 Mr. Ambrish Mithal (Independent Director)
14 Mr. J. K. Baid (Director- relative of Managing Director & Joint Managing Director)
15 Mr. Vishal Baid (President- relative of Managing Director & Joint Managing Director)
16 Mrs. Mukulika Baid (Director- relative of Managing Director & Joint Managing Director)
17 Mr. Dhruv Baid (Manager- relative of Managing Director & Joint Managing Director)
18 Mr. Arham Baid (Manager- relative of Managing Director & Joint Managing Director)
19 Mr. Aaryaman Baid (Manager- relative of Managing Director & Joint Managing Director)

c <u>Enterprises over which key management personnel and their relatives exercise significant influence</u>

1 Vitromed Healthcare
2 Jai Polypan Pvt. Ltd.
3 Stilocraft
4 Polycure Martech Ltd.
5 Jai Chand Lal Hulasi Devi Baid Charitable Trust

B Transactions with related parties

POLYMED

(₹ In lacs)

Particulars	Associate		Key Management personnel and their relatives		Enterprises controlled by key management personnel and their relatives	
	31-03-2024	31-03-2023	31-03-2024	31-03-2023	31-03-2024	31-03-2023
Sales of Goods	**869.25**	**859.05**			**2,137.05**	**1,587.80**
Ultra for Medical Products, Egypt	869.25	859.05				
Vitromed Healthcare	-	-			2,137.05	1,587.80
Purchases of Goods					**29.92**	**30.36**
Vitromed Healthcare	-	-			29.92	30.36
Job work					**7,653.35**	**6,693.36**
Vitromed Health Care	-	-			7,653.35	6,693.36
Rent received					**0.20**	**0.20**
Virtomed Healthcare	-	-			0.20	0.20
Rent paid					**1.70**	**1.70**
Jai Polypan Pvt. Ltd.	-	-			1.70	1.70
CSR Expenses	**208.42**	**123.00**				
Jai Chand Lal Hulasi Devi Baid Charitable Trust	208.42	123.00				
Directors / Key Managerial Personnel's' Remuneration including commission			**3,526.04**	**2,672.02**		
Mr. Himanshu Baid			1,717.81	1,300.63		
Mr. Rishi Baid			1,668.18	1,247.28		
Mr. Naresh Vijayvargiya			112.09	98.98		
Mr. Avinash Chandra			18.84	16.74		
Mr. Ravi Prakash			9.12	8.39		
Defined benefit obligations*			**36.59**	**(0.73)**		
Mr. Himanshu Baid			18.21	(1.74)		
Mr. Rishi Baid			15.59	(0.84)		
Mr. Naresh Vijayvergiya			1.88	1.58		
Mr. Avinash Chandra			0.52	(0.01)		
Mr. Ravi Prakash			0.39	0.28		
Salary and perquisites			**183.90**	**171.48**		
Mr. Vishal Baid			183.90	171.48		
Salary and perquisites			**286.24**	**258.83**		
Mr. Dhruv Baid			98.30	87.99		
Mr. Arham Baid			93.97	85.42		
Mr. Aaryaman Baid			93.97	85.42		
Commission and Sitting fees			**131.25**	**128.00**		
Mr. J. K. Baid			14.25	14.25		
Mrs. Mukulika Baid			14.25	14.25		
Mr. Devendra Raj Mehta			16.25	16.00		
Mr. Prakash Chand Surana			12.00	14.00		

Mr. Shailendra Raj Mehta			15.00	15.50		
Dr. Sandeep Bhargava			14.50	14.50		
Mr. Amit Khosla			16.00	15.75		
Ms. Sonal Mattoo			14.50	14.75		
Mr. Ambrish Mithal			14.50	9.00		
Mr. Alessandro Balboni			**299.04**	**239.25**		
Management Fees			284.54	225.75		
Director Sitting Fees			2.50	1.50		
Commission			12.00	12.00		

Outstanding balances at the year end

(₹ In lacs)

Particulars	Associate		Key Management personnel and their relatives		Enterprises controlled by key management personnel and their relatives	
	31-03-2024	31-03-2023	31-03-2024	31-03-2023	31-03-2024	31-03-2023
Dividend / Share Governing Council outstanding	112.35	97.26				
Ultra for Medical Devices	112.35	97.26				
Directors' Remuneration / Salary payable			**1,447.08**	**909.24**		
Mr. Himanshu Baid			706.27	439.43		
Mr. Rishi Baid			707.49	439.75		
Mr. Vishal Baid			8.68	11.21		
Mr. Dhruv Baid			11.58	5.46		
Mr. Arham Baid			4.53	4.01		
Mr. Aaryamann Baid			4.53	4.01		
Mr. Naresh Vijayvargiya			2.77	4.67		
Mr. Avinash Chandra			0.59	0.22		
Mr. Ravi Prakash			0.64	0.48		
Commission Payable			**97.20**	**93.60**		
Mr. J. K. Baid			10.80	10.80		
Mrs. Mukulika Baid			10.80	10.80		
Mr. Devendra Raj Mehta			10.80	10.80		
Mr. Prakash Chand Surana			10.80	10.80		
Mr. Shailendra Raj Mehta			10.80	10.80		
Dr. Sandeep Bhargava			10.80	10.80		
Mr. Amit Khosla			10.80	10.80		
Ms. Sonal Mattoo			10.80	10.80		
Mr. Ambrish Mithal			10.80	7.20		
Management Fee & Other Payable			**31.42**	**25.04**		
Mr. Alessandro Balboni			31.42	25.04		
Trade Receivable	**697.30**	**647.23**				
Ultra for Medical Products, Egypt	697.30	647.23			-	-

40 EARNINGS PER SHARE (EPS) OF ₹ 5/- EACH:

Particulars	Year Ended	
	31-Mar-24	As at 31-Mar-23
Net profit after tax available for equity share holders (₹ In lacs)	25,825.97	17,928.25
Basic Earnings per Share		
Number of shares considered as Basic weighted average shares outstanding during the year	95,946,790	95,916,495
Basic Earnings per Share (in ₹)	26.92	18.69
Diluted Earnings per Share		
Weighted Average no. shares outstanding during the year	95,946,790	95,916,495
Effect of dilutive issue of stock options	74,000	104,450
Weighted Average no. shares outstanding for diluted EPS	96,020,790	96,020,945
Diluted Earnings per Share (in ₹)	26.90	18.67

41 EMPLOYEE BENEFIT:

As per Ind AS - 19 "Employee Benefits", the disclosures are as under:

I Defined Contribution Plan - Provident Fund

The company makes contribution towards Provident Fund to Regional fund commissioner. The contribution payable by the company are at the rates specified in the rules of the scheme.

During the period, the company has recognized the following amount in statement of profit and loss

(₹ in lacs)

Particulars	Year ended	
	31-Mar-24	31-Mar-23
Employers' contribution to provident fund * #	924.39	755.38

* included in "contribution to provident fund and others" under employee benefit expenses (refer note no. 28)
# excluding contribution to provident fund transferred to Research and Development Expenses ₹ 18.01 lacs (PY ₹ 12.64 lacs).

II Defined Benefit Plan

The company has formed a employees gratuity trust which is administrated by Life Insurance Corporation of India (LIC). The company makes contribution towards funding the defined benefit plan pertaining to gratuity to LIC. The Leave Encashment liability is not contributed to any fund and is unfunded. The present value of the defined benefit obligation and related current cost are measured using projected unit credit method with actuarial valuation being carried out at balance sheet date. The amount recognized are as under:

a) Gratuity (Funded)

(i) Present Value of Defined benefit Obligation

(₹ in lacs)

Particulars	Year ended	
	31-Mar-24	31-Mar-23
Obligations at year beginning	429.31	397.65
Service Cost - Current	90.76	65.63
Service Cost - Past	-	-
Interest expenses	31.60	28.71
Actuarial (gain) / Loss on PBO	116.42	(22.43)
Benefit payments	(28.81)	(40.24)
Addition due to transfer of employee	-	-
Obligations at year end	**639.28**	**429.31**

(ii) Change in plan assets

(₹ in lacs)

Particulars	Year ended	
	31-Mar-24	**31-Mar-23**
Fair value of plan assets at the beginning of the period	**239.68**	**262.59**
Actual return on plan assets	21.12	16.54
Less- FMC Charges	-	(0.21)
Employer contribution	188.50	1.00
Benefits paid	(28.81)	(40.24)
Fair value of plan assets at the end of the period	**420.49**	**239.68**

(iii) Assets and Liabilities recognized in the Balance Sheet

(₹ in lacs)

Particulars	Year ended	
	31-Mar-24	**31-Mar-23**
Present Value of the defined benefit obligations	639.29	429.31
Fair value of the plan assets	420.49	239.68
Amount recognized as Liability	**218.80**	**189.63**

(iv) Defined benefit obligations cost for the year:

(₹ in lacs)

Particulars	Year ended	
	31-Mar-24	**31-Mar-23**
Service Cost - Current	90.76	65.63
Service Cost - Past	-	-
Interest Cost	13.96	9.75
Expected return on plan assets	-	-
Actuarial (gain) loss	-	-
Net defined benefit obligations cost	**104.72**	**75.38**

(v) Amount recognized in Other Comprehensive Income (OCI)

(₹ in lacs)

Particulars	Year ended	
	31-Mar-24	**31-Mar-23**
Net cumulative unrecognized actuarial gain/(loss) opening	-	-
Actuarial gain / (loss) for the year on PBO	(116.42)	22.43
Actuarial gain /(loss) for the year on Asset	3.47	(2.63)
Unrecognized actuarial gain/(loss) for the year	**(112.95)**	**19.80**

(vi) Investment details of Plan Assets

Particulars	Year ended	
	31-Mar-24	**31-Mar-23**
The details of investments of plan assets are as follows:	-	-
Funds managed by Insurer	100%	100%
Total	**100%**	**100%**

Note: In respect of Employees Gratuity Fund, composition of plan assets is not readily available from LIC of India. The expected rate of return on assets is determined based on the assessment made at the beginning of the year on the return expected on its existing portfolio, along with the estimated increment to the plan assets and expected yield on the respective assets in the portfolio during the year.

(vii) Actuarial assumptions:

(₹ in lacs)

Particulars	Year ended	
	31-Mar-24	**31-Mar-23**
Discount Rate per annum	7.36%	7.36%
Future salary increases	4.00%	4.00%

Note: Estimate of future increases considered in actuarial valuation takes account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

(viii) Demographic Assumptions:

Attrition rates are the company's best estimate of employee turnover in future determined considering factors such as nature of business & industry, retention policy, demand & supply in employment market, standing of the company, business plan, HR Policy etc. as provided in the relevant accounting standard.

(₹ in lacs)

Particulars	Year ended	
	31-Mar-24	**31-Mar-23**
i) Retirement Age (Years)	60.00	60.00
ii) Mortality rates inclusive of provision for disability	100% of IALM (2012 - 14)	
iii) Attrition at Ages	Withdrawal Rate %	
Up to 30 Years	3.00	3.00
From 31 to 44 years	2.00	2.00
Above 44 years	1.00	1.00

(ix) Amount recognized in current year and previous four years:

(₹ in lacs)

	Year ended				
	31-Mar-24	**31-Mar-23**	**31-Mar-22**	**31-Mar-21**	**31-Mar-20**
Defined benefit obligations	639.29	429.31	397.65	382.28	333.23
Plan assets	(420.49)	(239.68)	(262.59)	(281.06)	(161.91)
Deficit /(Surplus)	**218.80**	**189.63**	**135.05**	**101.22**	**171.32**

(x) Expected Contribution to the Fund in the next year

(₹ in lacs)

Particulars	Year ended	
	31-Mar-24	**31-Mar-23**
Service Cost	119.47	85.01
Net Interest Cost	15.82	13.96
Expected contribution for next annual reporting period	**135.29**	**98.97**

(xi) Sensitivity Analysis

The sensitivity of defined benefit obligations to changes in the weighted principal assumptions is :

	"Change in Assumption"		"Increase in Assumption"			"Decrease in Assumption"		
	31-Mar-24	**31-Mar-23**	**Impact**	**31-Mar-24**	**31-Mar-23**	**Impact**	**31-Mar-24**	**31-Mar-23**
Discount Rate per annum	0.50%	0.50%	Decrease by	(34.93)	(24.54)	Increase by	38.18	26.87
Future salary increases	0.50%	0.50%	Increase by	36.94	26.27	Decrease by	(34.03)	(24.20)

The above sensitivity analysis is based on a change in assumption while holding all the other assumptions constant. In practice, this is unlikely to occur, and change in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting year) has been applied as when calculating the defined benefit liability recognized in balance sheet.

(xii) Maturity Profile of Defined Benefit Obligation

(₹ in lacs)

Sr. No.	Year	Amount
a	0 to 1 Year	27.47
b	1 to 2 Year	21.26
c	2 to 3 Year	12.91
d	3 to 4 Year	34.20
e	4 to 5 Year	29.59
f	5 to 6 Year	36.67
g	6 Year onwards	478.98

(xiii) Risk exposure

The gratuity scheme is a final salary Defined Benefit Plan that provides for lump sum payment made on exit either by way of retirement, death, disability, voluntary withdrawal. The benefits are defined on the basis of final salary and the period of service and paid as lump sum at exit. The plan design means the risk commonly affecting the liabilities and the financial results are expected to be:

A) **Salary Increases:** Actual salary increases will increase the Plan's liability. Increase in salary increase rate assumption in future valuations will also increase the liability.

B) **Investment Risk:** If Plan is funded then assets liabilities mismatch & actual investment return on assets lower than the discount rate assumed at the last valuation date can impact the liability.

C) **Discount Rate:** Reduction in discount rate in subsequent valuations can increase the plan's liability.

D) **Mortality & disability:** Actual deaths & disability cases proving lower or higher than assumed in the valuation can impact the liabilities.

E) **Withdrawals:** Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact Plan's liability.

b) **Leave Encashment (Unfunded)**

The Leave Encashment liability of ₹ 255.54 lacs form part of long term provision ₹ 228.80 Lacs (PY ₹ 136.66 Lacs) and short term provision ₹ 26.74 Lacs (PY ₹ 20.97 Lacs) and is unfunded and does not require disclosures as mentioned in para 158 of Ind AS 19.

42 SEGMENT INFORMATION:

Description of segment and principal activity.

The Group is primarily in the business of manufacture and sale of medical devices. Operating segments are reported in the manner consistent with internal reporting to Managing director of the group. The Group has regular reviews procedures in place and Managing director reviews the operations of the Group as a whole, Hence there are no reportable segments as per Ind AS 108 Operating segment.

Information about Geographical areas

The following information discloses revenue from customers based on geographical areas.

i) Revenue on product group wise (Ind AS 108, Para 32)

(₹ in lacs)

Particulars	Year ended	
	31-Mar-24	**31-Mar-23**
Medical Devices	136,569.37	110,865.82
Total	**136,569.37**	**110,865.82**

ii) Revenue as per geographical area (Ind AS 108, Para 33 (a))

(₹ in lacs)

Particulars	Year ended	
	31-Mar-24	**31-Mar-23**
With in India	40,771.59	34,400.52
Outside India (Including Revenue of foreign subsidiaries)	95,797.78	76,465.30
Total	**136,569.37**	**110,865.82**

iii) None of the non-current assets of standalone company (other than financial instruments, investment in associates) are located outside India. The non-current assets of foreign subsidiaries (other than financial instruments, goodwill and investment) located outside India are as under:

(₹ in lacs)

Country where assets are located	Year ended	
	31-Mar-24	**31-Mar-23**
China	399.60	420.31
Netherlands	0.01	0.22
Italy	840.36	455.61
Total	**1,239.97**	**876.14**

iv) None of the customers of the Group individually account for 10% or more sale.

43 CORPORATE SOCIAL RESPONSIBILITY (CSR)

The details of expenditure incurred on CSR are as under:

(₹ in lacs)

Sr. No.	Particulars	Year ended	
		31-Mar-24	**31-Mar-23**
1	The Gross amount required to be spent by the company during the year as per Section 135 of Companies Act 2013 read with Schedule VII	393.25	315.34
2	Amount spent during the year on :	-	-
	i. Construction / acquisition of any assets	-	-
	ii. On purposes other than (i) above	573.91	298.35
	Total Amount Spent	**573.91**	**298.35**
	Add: Excess Spent from previous year utilised during the current year	-	-
	Less Excess spent during the year to be carried forward to next year	180.66	-
	Total	**393.25**	**298.35**
3	Unspent amount in CSR transferred to separate bank account.	-	16.99
4	Total of previous years shortfall	-	-

5	Reason for shortfall	NA	NA
6	Nature of CSR activities	-	-
	Promoting education, Promotion of Healthcare, Food relief activity, Social welfare		
7	Details of related party transactions in relation to CSR expenditure as per relevant Accounting Standard		
	Contribution to JAI CHAND LAL HULASI DEVI BAID CHARITABLE TRUST in relation to CSR expenditure	208.42	123.00

Details of ongoing CSR projects under Section 135(6) of the companies Act, 2013:

Year	Opening Balance	Amount required to be spent during the year	Amount spent during the year		Closing Balance	
	In separate CSR Unspent A/c		From company bank account	CSR Unspent account	With the Company	In separate CSR Unspent A/c
2022-23	-	-	-	-	-	16.99
2023-24	16.99	-	-	16.99	-	-

Details of CSR expenditure under section 135(5) of the Act in respect of unspent amount other than ongoing projects:

Year	Opening Balance unspent	Amount deposited in Specified Fund of Schedule VII of the Act within 6 months	Amount required to be spent during the year	Amount spent during the year	Closing Balance unspent
2022-23	-	-	-	-	-
2023-24	-	-	-	-	-

Details of excess CSR expenditure under section 135(5) of the Act

Year	Amount required to be spent during the year	Amount Spent during the year	Closing balance of ecxess amount spent to be carried forward to next financial year as per section 135 of the companies Act 2013.
2021-22	-	-	-
2022-23	-	-	-
2023-24	393.25	573.91	180.66

44 SHARE BASED PAYMENTS:

'The company has formulated "Poly Medicure Employee Stock Option Scheme, 2020 (ESOP 2020)" duly approved by the share holders in the annual general meeting held on 29th Sept 2020 in accordance of which the ESOP Committee of Board of Directors of the company held on 6th November 2020 has granted 63100 equity shares to eligible employees on the following terms & Conditions:

All option granted under this scheme shall, upon vesting, be exercised with in a period of three months from the date of vesting, failing which the option shall lapse, or such other date as decided by the compensation committee.

Provided, however that in case of cessation of employement, the vested option shall lapse/ be exercised in accordance with the provisions of article 12 of this scheme.

The vesting period for the conversion of options are as follows:
On completion of 24 months from the date of grant of option: 50% vests.
On completion of 36 months from the date of grant of option: 50% vests.

'The company has also formulated "Poly Medicure Employee Stock Option Scheme, 2020 (ESOP 2020)" duly approved by the share holders in the annual general meeting held on 29th September 2020 in accordance of which the ESOP Committee of Board of Directors of the company held on 04th August 2022 has granted 79,900 equity shares to eligible employees on the following terms & Conditions:

All option granted under this scheme shall, upon vesting, be exercised with in a period of three months from the date of vesting, failing which the option shall lapse, or such other date as decided by the compensation committee.

Provided, however that in case of cessation of employement, the vested option shall lapse/ be exercised in accordance with the provisions of article 12 of this scheme.

The vesting period for the conversion of options are as follows:
On completion of 24 months from the date of grant of option: 50% vests.
On completion of 36 months from the date of grant of option: 50% vests.

a Details of employees stock options granted under Poly Medicure Employee Stock Option Scheme, (ESOP 2020)

Financial Year	Number	Financial year of vesting	Exercise price	Fair value at grant date
(Year of Grant)				
2020-21	63100	2022-23 2023-24	100	374

b Details of employees stock options granted under Poly Medicure Employee Stock Option Scheme, (ESOP 2020)

Financial Year	Number	Financial year of vesting	Exercise price	Fair value
(Year of Grant)				
2022-23	79900	2024-25 2025-26	100	666

c Movement of share options during the year

Particulars	As at 31st March 2024		As at 31st March 2023	
	Number of share options	Exercise Price	Number of share options	Exercise Price
Balance at the beginning of the year	104,450	100	75,500	50 & 100
Granted during the year (ESOP-2020)	-	-	79,900	100
Forfeited during the year	-	-	-	-
Exercised during the year (ESOS 2016, 2020)	27,075	100	44,000	50 & 100
Expired / Lapsed during the year	3,375	-	6,950	-
Balance Options to be exercised at the end of the year	**74,000**	**100**	**104,450**	**100**

d Compensation expenses arising on account of share based payments

(₹ in lacs)

Particulars	Year ended	
	31-Mar-24	**31-Mar-23**
Share based payment expenses to employees	211.44	192.74
Total	**211.44**	**192.74**

e Fair value on grant date

The fair value on grant date is determined using Black Scholes Model which takes into account exercise price, terms of option, share price at grant date and expected price volatility of the underline shares, expected dividend yield and risk free interest rate for the term of option.

The model inputs for options granted	ESOS 2020	ESOS 2020
a Exercise price	100	100
b Grant date	29th Sep 2020	04th Aug 2022
c Vesting year	2022-23 2023-24	2024-25 2025-26
d Share price at grant date	463	755

e Expected price volatility of the company share	20% to 25%	20% to 25%
f Expected dividend yield	0.43%	0.33%
g Risk free interest rate	6.00%	7.00%

The expected price volatility is based on the historic volatility.

45 ADDITIONAL INFORMATION PURSUANT TO SCHEDULE III OF THE COMPANIES ACT 2013:

(₹ In lacs)

Name of the entity	Net Assets		Share in profit (loss)	
	As % of consolidated net assets	Amount	As % of consolidated profit	Amount
Holding Companies share	95.32%	145,824.83	97.15%	25,172.34
Subsidiary Companies				
Poly Medicure (Laiyang) Co. Ltd, China	0.57%	870.52	0.60%	155.88
Polymed BV, Netherlands, (Consolidated)	3.70%	5,661.47	1.27%	330.24
Plan 1 Health India Pvt Ltd.	0.00%	(1.00)	0.00%	(0.66)
Associate Company				
Ultra for Medical Products, Egypt	0.41%	624.20	0.98%	252.68
Subtotal	**100.00%**	**152,980.02**	**100.00%**	**25,910.47**
Adjustments arising out of consolidation		(5,974.66)		(84.47)
Non-controlling interest		-		-
Total		**147,005.35**		**25,825.97**

Statement pursuant to first proviso to sub-section (3) of section 129 of the Companies Act 2013, read with Rule 5 of Companies (Accounts) Rules, 2014 is Annexed.

46 During the year ended 31st March 2019, the company had invested a sum of ₹ 3,417.79 lacs in Poly Medicure BV, Netherlands, where by Poly Medicure BV, Netherlands became wholly owned subsidiary company of the company. Poly Medicure BV Netherlands invested ₹ 3,348.36 lacs in Plan 1 Health Italy, where by Plan1 Health became step subsidiary of the company. The consolidated financial statement of Poly Medicure BV have been consolidated in the consolidated financial statements. Goodwill amounting to ₹ 2,858.11 Lacs have been created on consolidation. Goodwill of ₹ 2,858.11 Lacs has been (CGU) allocated to Plan 1 Health Italy business only. The estimated value in use of this CGU is based on future cash flows using a 20 % weighted annual growth rate for forecast periods of 5 years and discount rate of 9 % .An analysis of the sensitivity of the computation to a change in key parameters (i.e. operating margin discount rate and long term average growth rate) based on reasonable assumption did not identify any probable scenario in which the recoverable amount of the CGU would decrease its carrying amount, accordingly, no impairment in value of goodwill on consolidation have been made.

As per Dutch GAAP (applicable to Polymedicure BV Netherlands) goodwill is measured at cost less accumulated amortization and is amortized over useful life of 20 years whereas as per Ind AS, Goodwill is tested for impairment and not amortized. Suitable adjustment has been made in consolidated financial statements in this regard to follow uniform accounting policies applicable under Ind AS.

Other suitable adjustments to follow uniform accounting policies applicable under Ind AS has also been made in consolidated financial statement, wherever accounting policies followed/adopted by subsidiary companies are different.

47 Events after the reporting date

Dividends declared by the company are based on the profits available for distribution. On 17th May 2024, the Board of directors have proposed a final dividend of ₹ 3/- per share in respect of the year ended March 31 2024 subject to approval of shareholders at the Annual General Meeting. The proposal is subject to approval of shareholders at the Annual General Meeting, and if approved, would result in a cash outflow approximately ₹ 2,879.14 Lacs.

48 'No funds have been advanced/loaned/invested (from borrowed fund or from share premium or from any other sources/kind of fund) by the company to any other person(s) or entity(ies), including foreign entities(intermediaries), with the understanding (whether recorded in writing or otherwise) that the intermediary shall (i) directly or indirectly lend or invest in other peron or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or (ii) provide any guarantee, security or like to or on behalf of the Ultimate Beneficiaries.

No funds have been received by the company from any person(s) or entity(ies), including foreign entities (funding Parties), with the understanding (whether recorded in writing or otherwise) that the company shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

49 'The Indian parliament has approved the Code of Social Security, 2020 which would impact the contribution by the company toward providend fund and gratuity. The Ministry of Labour and Employment has relesed draft rules for the Code on Social Security, 2020 on November 13, 2020. The company will asses the impact and its evaluation once the subject rules are notified. The conmpany will give appropriate impact in its financial statement in the period in which, the code become effective and the related rules to determine the financial impact are published.

50 Additional regulatory information required by Schedule-III of Companies Act 2013

1) **Relationship with struck off Companies:** The Company do not have any relationship with Companies struck off under section 248 of Companies Act 2013 or Section 560 of Companies Act 1956.

2) **Details of Benami Property:** No proceedings have been initiated or are pending against the Company for holding any Benami property under Benami Transaction (Prohibition) Act 1988 and the Rules made thereunder.

3) **Compliance with numbers of layer of Companies:** The Company has complied with the number of layers prescribed under Companies Act 2013.

4) **Compliance with approved Scheme of Arrangement:** The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

5) **Undisclosed Income:** There is no income surrendered or disclosed as income during current or previous year in the tax assessment under the Income Tax Act 1961 that has not been recorded in books of accounts.

6) **Details of Crypto Currency or Virtual Currency:** The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

51 'Previous year figures have been regrouped or reclassified to confirm current year classification.

As per our Auditors' report of even date annexed
For **M C Bhandari & Co. (Reg No.303002E)**
Chartered Accountants

Ravindra Bhandari
Partner
Membership No. 097466

Place : New Delhi
Date: 17th May 2024

For and on behalf of the Board of Directors

Himanshu Baid
Managing Director
DIN : 00014008

Rishi Baid
Joint Managing Director
DIN : 00048585

Naresh Vijayvargiya
CFO

Avinash Chandra
Company Secretary
M. No. : A32270

Form AOC - I

Statement pursuant to first proviso to sub-section (3) of section 129 of the Companies Act 2013,
read with rule 5 of Companies (Accounts) Rules, 2014
Statement containing salient features of the financial statement of subsidiaries

Part “A”: Subsidiaries

(₹ in Lacs)

		1	2	3
Sr. No.	**Name of the subsidiary**	**Poly Medicure (Laiyang) Co. Ltd., China**	**Polymed BV, Netherland, Consolidated**	**Plan 1 Health India Pvt.Ltd.**
		Audited	**Management Certified**	**Audited**
1	Reporting period for the subsidiary concerned	31st March 2024	31st March 2024	31st March 2024
2	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	CNY 1 CNY = 11.55 INR	EURO 1 EURO = 89.95 INR	Rupee
3	Share capital	872.38	1,916.09	1.00
4	Reserves & surplus	(1.86)	3,745.38	(2.00)
5	Total assets	1,739.91	7,746.52	0.24
6	Total Liabilities	869.39	2,085.05	1.24
7	Investments	-	-	-
8	Turnover	1,502.11	6,501.02	-
9	Other Income	1.35	153.52	-
10	Profit (Loss) before taxation	155.88	614.13	(0.66)
11	Provision for taxation	-	283.89	-
12	Profit (Loss) after taxation	155.88	330.24	(0.66)
13	Proposed Dividend	-	-	-
14	% of shareholding	100%	100%	100%

Part “B”: Associates
Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies

Name of Associates	**Ultra For Medical Products Company (UMIC), Egypt**
Latest audited Balance Sheet Date (Unaudited management certified)	31st December 2023
Shares of Associate held by the company on the year end	
No.	241,500
Amount of Investment in Associates	88.67
Extent of Holding %	23%
Description of how there is significant influence	Holding more than 20% of share capital
Reason why the associate is not consolidated	N.A.
Net worth attributable to Shareholding as per latest audited Balance Sheet	624.20
Profit for the year	
Considered in Consolidation	252.68
Not Considered in Consolidation	909.88

NOTES

If undelivered, please return to:

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232-B, 3rd Floor, Okhla Industrial Estate, Phase-III, New Delhi-110020, INDIA
Tel: +91-11-33550700, 26321838 / 99 / 89 / 93 / 81 Fax: +91-11-26321894/39
E-mail: investorcare@polymedicure Web: www.polymedicure.com
Plants:
Unit-I : Plot No. 104-105, Sector-59, HSIIDC Industrial Area, Ballabgarh, Faridabad-121004 (Haryana)
Unit-II : Plot No. 115-116, Sector-59, HSIIDC Industrial Area, Ballabgarh, Faridabad-121004 (Haryana)
Unit-III : Plot No. 17, Sector-3, I.I.E Sidcul, Haridwar-249403 (Uttarakhand)
Unit-IV : Plot No. PA010-019, Mahindra World City, (SEZ) Jaipur - 302037 (Rajasthan)
Unit-V : Plot No. 34, Sector-68, IMT, Faridabad-121004 (Haryana)