

Date: 04.07.2025

Scrip Code: - 531768

Scrip Code:- POLYMED

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

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

**Subject: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Postal Ballot Notice dated July 04, 2025.**

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the Postal Ballot Notice dated July 04, 2025, seeking approval of the members of the Company, only by way of remote e-voting process for the resolutions as stated therein.

Postal Ballot Notice has been sent only through electronic mode to all the members who have registered their email addresses with the Depository Participants (DPs)/ Mas Services Limited (Company's Registrar and Share Transfer Agents or RTA) and whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on **Friday, June 27, 2025** (Cut-off Date).

The remote e-voting facility will be available during the following period:

Commencement of remote e-voting	Saturday, July 05, 2025 at 9.00 A.M. (IST)
End of remote e-voting	Sunday, August 03, 2025 at 5.00 P.M. (IST)

The Board of Directors has appointed Mr. Pawan Kumar Mishra, Practicing Company Secretary, (Membership No. FCS 4305/CP. 16222) as the Scrutinizer to conduct the Postal Ballot /E-voting process in a fair and transparent manner.

The Postal Ballot Notice alongwith explanatory statement and instructions for e-voting, which is enclosed herewith is also available on the website of the Company at [www.polymedicure.com](http://www.polymedicure.com).

The results of the e-voting will be declared by placing the same along with the Scrutinizer's Report on the Company's website viz; [www.polymedicure.com](http://www.polymedicure.com), as well as on the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at

[www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) within two working days from the date of closure of e-voting.

This is for your information and records.

Thanking You,

For Poly Medicure Limited

Avinash Chandra  
Company Secretary  
M. No. A32270



Encl. End above



# POLY MEDICURE LIMITED

CIN: L40300DL1995PLC066923

Regd. Office: 232B, Third Floor, Okhla Industrial Estate, Phase-III, New Delhi-110020

Ph.: 011-33550700, Fax: 011-26321894/39

Email: investorcare@polymedicure.com, Website: www.polymedicure.com

## NOTICE OF POSTAL BALLOT

**(NOTICE PURSUANT TO SECTION 108 AND 110 OF THE COMPANIES ACT, 2013 READ WITH RULE 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND OTHER APPLICABLE RULES MADE THEREUNDER, AND THE CIRCULARS ISSUED BY THE MINISTRY OF CORPORATE AFFAIRS, GOVERNMENT OF INDIA)**

**Dear Members:**

Notice is hereby given to the members of Poly Medicure Limited (the “**Company**”) that pursuant to the provisions of Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended (“**the Rules**”), Secretarial Standard issued by Institute of Company Secretaries of India on General Meetings (“**SS-2**”) (including any statutory modification(s), clarification(s), substitution(s) or reenactment(s) thereof for the time being in force) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “**Listing Regulations**”) read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, guidelines prescribed by the Ministry of Corporate Affairs (the “**MCA**”), Government of India, for holding general meetings / conducting Postal Ballot process through e-voting vide General Circulars Nos. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 3/2022 dated May 5, 2022, General Circular No. 11/2022 dated December 28, 2022, General Circular No. 9/2023 dated September 25, 2023 and General Circular No. 9/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (“**MCA Circulars**”), Regulation 44 of the Listing Regulations, and other applicable provisions of the Act, rules, circulars and notifications issued thereunder and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”), that the resolution(s) appended below are proposed to be passed by the Members of the Poly Medicure Limited (“**Company**”) through postal ballot by remote e-Voting process (“**e-Voting**”).

In terms of said Section of the Companies Act and the Rules, a company may, and in case of resolutions relating to such business as the Central Government may, by notification, declare to be conducted only by Postal Ballot, shall, get any resolution (other than Ordinary Business and any Business in respect of which Directors or Auditors have right to be heard at any meeting) passed by means of Postal Ballot, instead of transacting the business in general meeting of the Company.

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (Listing Regulations) and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / depository participant(s). The details of the procedure to cast the vote form part of the Notes to this Notice.

The draft resolution proposed to be passed by way of Postal Ballot and the Explanatory Statement setting out the material facts concerning the said resolution and the reasons thereof, are annexed hereto for your consideration.

In compliance with the requirements of the MCA Circulars, Members are required to communicate their assent or dissent through the remote e-voting system only. You are requested to carefully read all the instructions given in the Notes. E-voting shall commence on Saturday, July 5, 2025 at 9.00 A.M. (IST) and end on Sunday, August 3, 2025 at 5.00 P.M. (IST).

The Board has appointed Mr. P.K. Mishra of M/s. P.K. Mishra & Associates, Practicing Company Secretary, as the Scrutinizer ('Scrutinizer') for conducting and scrutinizing the postal ballot / e-voting process in a fair and transparent manner.

The Scrutinizer shall submit his report to the Chairman of the Company or to any other person authorised by him after completion of scrutiny of the e-voting and, the results of the voting shall be declared on or before Tuesday, August 5, 2025. The results along with the Scrutinizer's Report will be placed on the Company's website i.e. [www.polymedicure.com](http://www.polymedicure.com) and on the e-voting website of National Securities Depository Limited ("NSDL") i.e. <https://www.evoting.nsdl.com/>. The same shall simultaneously be communicated to the BSE Limited and National Stock Exchange of India Limited, on which the shares of the Company are listed.

This Postal Ballot is accordingly being initiated in compliance with the above MCA Circulars.

**In compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot.**

The members are requested to consider the following Resolution:

**Resolution No. 1.**

**TO CONSIDER AND APPROVE AMENDMENT TO THE ESOP SCHEME, 2020 FOR THE EMPLOYEES OF THE COMPANY.**

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 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Share Capital and Debenture) Rules, 2014 read along with the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, (the "SEBI ESOP Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), Foreign Exchange Management Act, 1999, ("FEMA") (including any statutory amendment(s), modification(s) or reenactment of the Act or the SEBI ESOP Regulations or Listing Regulations or FEMA, as the case may be, for the time being in force), the Memorandum and Articles of Association of the Company, any other rules, regulations and

guidelines issued by any other regulatory or government authority and subject to such approvals, consents, permissions and sanctions, as may be required, and further subject to such terms, conditions, modifications and amendments as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to and accepted by the Company, consent of the shareholders be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any duly constituted committee thereof, including the Nomination and Remuneration Committee (“Remuneration Committee”) or any other committee which the Board may constitute/designate to act as the ‘Compensation Committee’ under the SEBI ESOP Regulations or their delegated authority and to exercise its powers, including the powers conferred by this resolution) to revise and implement the ‘Poly Medicare Employee Stock Option Scheme-2020’ (the “ESOP Scheme”), the consent of the Members be and is hereby accorded to amend the ‘Poly Medicare Employee Stock Option Scheme-2020’ (the “ESOP Scheme”), by way of amending the Employee definition of ‘Poly Medicare Employee Stock Option Scheme-2020’ (the “ESOP Scheme”).

**RESOLVED FURTHER THAT** the clause 3.1.14 under the ‘Poly Medicare Employee Stock Option Scheme-2020’ (the “ESOP Scheme”), be and is hereby amended and read as follows:

“employee” means permanent employee of the Company, including

- (i) an employee as designated by the company who is exclusively working in India or outside India; or
- (ii) a director of the company, whether a whole-time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or
- (iii) an employee as defined in Sub-clause (i) or (ii) of a group company including subsidiary or its associate company, in India or outside India, or of a holding company of the company, but does not include—
  - (a) an employee who is a promoter or a person belonging to the promoter group; or
  - (b) a director who, either himself or through his relative or through any-body corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the Company;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to make any variation, amendment, modification or alteration in the ESOP Scheme, as it may deem fit, from time to time in its absolute discretion in conformity with the provisions of the Act, the SEBI ESOP Regulations, Listing Regulations and other applicable laws unless such variation, amendment, modification or alteration is detrimental to the interest of the employees who have been granted Stock Options under the ESOP Scheme.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take necessary steps for listing the Equity Shares allotted under the ESOP Scheme on the Stock Exchanges, where the Equity Shares of the Company are listed in compliance with the provisions of the Listing Regulations and other applicable laws, rules and regulations.

**RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed from time to time under SEBI ESOP Regulations and any other applicable laws and regulations to the extent relevant and applicable to ESOP Scheme.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things including the appointment of or authorizing or directing the appointment of various intermediaries, experts, professionals, independent agencies and other advisors, merchant bankers, valuers, consultants or representatives, being incidental to the effective implementation and administration of the ESOP Scheme, as it may, in its absolute discretion deem fit, for the aforesaid purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage, without being required to seek any further consent or approval of the shareholders of the Company to the end and intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution, and further to execute all such deeds, documents, writings and to give such directions and / or instructions as may be necessary, proper or expedient to give effect to any modification, alteration, amendment, suspension, withdrawal or termination of ESOP Scheme and to take all such steps and do all such acts as may be incidental or ancillary thereto.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers conferred herein, to any committee of the Board of Directors, with power to further delegate such powers to any executives/ officers of the Company, to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary in this regard.

**Resolution No. 2.**

**REGULARIZATION OF APPOINTMENT OF SHRI VISHAL BAID (DIN:00232727) AS EXECUTIVE DIRECTOR ON BOARD FOR THE PERIOD OF FIVE YEAR.**

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

**“RESOLVED THAT** pursuant to the recommendation of Nomination & Remuneration Committee and of the Board of Directors of the Company in the meeting of Board of Directors held on 06<sup>th</sup> May, 2025 and in accordance with the provision of 149,152, 188 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 in accordance with the Regulation 17 and other applicable provisions of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended, Shri Vishal Baid (DIN:00232727), who was appointed as an Additional Director of the Company w.e.f. May 06, 2025 in terms of Section 161 (1) of the Companies Act, 2013 and Article of Association of the Company, subject to the approval of the members and in respect of whom the Company has received a notice in writing under section 160 of the Act proposing his candidature for the office of the Director, be and is hereby appointed as an Executive (Non-Independent) Director of the Company, in the promoter category, on the terms and conditions which are set out in Explanatory Statement annexed to the notice of Postal Ballot with liberty to the Board of Directors (hereinafter referred to as the “Board” which term shall deemed to include any Committee of the Board constituted to exercise its powers including the powers conferred by this resolution) to alter and vary the terms and conditions of the said appointment.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any committee of Directors or Director's to give effect to the aforesaid resolutions.

**RESOLVED FURTHER THAT** Mr. Avinash Chandra, Company Secretary of the company are hereby authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.

### **Resolution No. 3**

#### **TO CONSIDER AND APPROVE THE REMUNERATION ON THE APPOINTMENT OF SHRI VISHAL BAID (DIN:00232727) AS EXECUTIVE DIRECTOR ON BOARD.**

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 recommendation of Nomination & Remuneration Committee and of the Board of Directors of the Company in the meeting of Board of Directors held on 06<sup>th</sup> May, 2025 and in accordance with the provision of 196, 197 and 203 read with Schedule V 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 in accordance with the Regulation 17 and other applicable provisions of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended, Shri Vishal Baid (DIN:00232727), who was appointed as an Executive Director of the Company w.e.f. May 06, 2025 in terms of Section 161 (1) of the Companies Act, 2013 and Article of Association of the Company, consent of the members is hereby accorded for appointment as an Executive (Non-Independent) Director of the Company, in the promoter category, at a Remuneration mutually decided by Board of Directors subject to the approval of the members, including perquisites/ Benefits (hereinafter referred to as remuneration") on the terms and conditions which are set out in Explanatory Statement annexed to the notice of Postal Ballot with liberty to the Board of Directors (hereinafter referred to as the Board" which term shall deemed to include any Committee of the Board constituted to exercise its powers including the powers conferred by this resolution) to alter and vary the terms and conditions of the said remuneration as it may deem fit, as mutually agreed to between the Board and Mr. Vishal Baid but within the overall managerial remuneration limits as approved by the Members of the Company.

**RESOLVED FURTHER THAT** notwithstanding anything contained herein above, where in any Financial Year, during the tenure of the Shri Vishal Baid, Executive Director, the Company has no profits or its profits are inadequate, the Company may, subject to receipt of requisite approvals, if any, pay to the Executive Director, the remuneration and perquisites as stated in explanatory statement, as the minimum remuneration by way of salary, perquisites, other allowances and benefits and that the perquisites pertaining to contribution to provident fund, gratuity payable at the rate not exceeding half a month's Salary for each completed year of service and encashment of leave at the end of tenure shall not be included in the computation of the ceiling on remuneration specified in Section II, Section III and Section IV of Part II of Schedule V to the Companies Act, 2013 or any statutory act(s), rules, regulation(s), notification(s), modification(s), enactment(s) thereof.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any committee of Directors or Director's to give effect to the aforesaid resolutions.

**RESOLVED FURTHER THAT** Mr. Avinash Chandra, Company Secretary of the company are hereby authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.



**Resolution No. 4**

**APPOINTMENT OF SECRETARIAL AUDITOR OF THE COMPANY FOR THE FINANCIAL YEAR 2025-2026 TO 2029-2030.**

**To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 204 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendation of the Audit Committee and approval of the Board of Directors of the Company, the consent of the members be and is hereby accorded to appoint M/s. P K MISHRA & ASSOCIATES, Practicing Company Secretaries Firm Registration No. S2016DE382600, as Secretarial Auditor of the Company for the financial year from 2025-26 to 2029-30 to conduct the secretarial audit of the Company, at a remuneration decided by the board plus applicable taxes and reimbursement of out-of-pocket expenses as may be incurred in the performance of their duties.

**RESOLVED FURTHER THAT** Mr. Himanshu Baid, Managing Director be and is hereby authorized to do all such act(s), deed(s) and things as may be deemed necessary to give effect to above resolution”.

Registered Office:

By order of the Board of Directors  
232-B, 3<sup>rd</sup> Floor  
Okhla Industrial Estate, Phase-III  
New Delhi-110020

**Place: New Delhi**  
**Date: 4<sup>th</sup> July, 2025**

**For Poly Medicure Limited**

Sd/-  
**Himanshu Baid**  
**Managing Director**  
**DIN-00014008**



**NOTES:**

1. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 (**“the Act”**) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (**“the Rules”**), as amended, setting out the material facts concerning the said Special Resolution and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice (**“Notice”**).
2. As per Section 110 and other applicable provisions of the Act read with Rule 22 of the Rules, cut-off date for the purpose of reckoning the Voting rights is **Friday, June 27, 2025 (“Cut-off Date”)**. A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only.
3. This Notice along with the instructions regarding e-voting is being sent only by e-mail to all those Members, whose e-mail address is registered with the Company or with the Depositories/Depository Participants and whose names appear in the Register of Members/list of Beneficial Owners as on the **Cut-off Date**, in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (**“MCA”**) for holding general meetings/conducting postal ballot process through e-voting. The Notice shall also be uploaded on the website of the Company i.e. [www.polymedicure.com](http://www.polymedicure.com) and on the e-voting website of National Securities Depository Limited (**“NSDL”**) i.e. <https://www.evoting.nsdl.com/>. All the Members of the Company as on the Cut-off Date (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories/Depository Participants) shall be entitled to vote in accordance with the process specified in Note No. 18. As per the MCA Circulars and in view of non-availability of proper postal and courier services, physical copy of Postal Ballot Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.
4. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered/updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company at [www.polymedicure.com](http://www.polymedicure.com)) duly filled and signed along with requisite supporting documents to Mas Services Limited, Unit Poly Medicure Limited, at T-34, IIInd Floor, Okhla Industrial Area, Phase-II New Delhi 110020.
5. In compliance with the provisions of Sections 108 and 110 of the Act read with the Rules made thereunder, Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, as amended (**“SEBI Master Circular”**), and SS-2 and any amendments thereto and in accordance with the MCA Circulars, the Company has engaged National Securities Depository Limited as the agency for facilitating remote e-voting to enable the Members to cast their votes electronically (**“remote e-voting”**). In accordance with the MCA Circulars, the Members can vote only through remote e-voting. The instructions for e-voting are provided as part of this Postal Ballot Notice.

6. Dispatch of the Notice shall be deemed to be completed on Friday, July 4, 2025.
7. E-voting shall commence on Saturday, July 5, 2025 at 9.00 A.M. (IST) and end on Sunday, August 3, 2025 at 5.00 P.M. (IST). The e-voting module shall be disabled by NSDL for voting thereafter.
8. The Board of Directors of the Company has appointed Mr. Pawan Kumar Mishra Proprietor of M/s P.K. Mishra & Associates, Practising Company Secretaries (FCS: 4305 / CP No. 16222), as 'Scrutinizer' for conducting the Postal Ballot process in a fair and transparent manner.
9. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and in one Hindi National daily newspaper circulating throughout India and one in vernacular language in that district (in Hindi language) in which registered office of the Company is situated.
10. To support the "Green Initiative" Members who have not registered their e-mail addresses so far are requested to register their e-mail address with the company's RTA or the Depository Participants, in respect of shares held in physical/ electronic mode respectively.
11. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e., June 27, 2025.
12. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/ JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorized signatory(s) who is/are authorized to vote, to the Scrutinizer through email at [cs@polymedicure.com](mailto:cs@polymedicure.com) and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format "Corporate Name EVENT No."
13. Resolutions passed by the members through Postal Ballot shall be deemed to have been passed on the last date specified by the Company for e-voting i.e., August 3, 2025, subject to receipt of the requisite number of votes in favor of the resolutions.
14. The Scrutinizer shall, after conclusion of the voting period, prepare report of the votes cast in favor or against, if any, and submit the same to the Chairman of the Company. Results of the voting will be declared by placing the same along with the Scrutinizer's report on the Company's website viz., [www.polymedicure.com](http://www.polymedicure.com) as well as on the website of NSDL and will also be communicated to the stock exchanges on or before August 5, 2025.
15. In accordance with the MCA Circulars, the relevant documents referred to in the accompanying notice and explanatory statement will be made accessible for inspection through electronic mode, from the date of dispatch of this notice upto the last date for e-voting, i.e., August 3, 2025, on the website of the Registrar and Transfer Agent i.e., Mas Services Limited at <https://masserv.com>.

16. In compliance with the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, Regulation 44 of SEBI Listing Regulations, SS-2 and the provisions of the Ministry of Corporate Affairs Circulars, and any amendments thereto, the company is providing facility for voting by E-voting to all the Members of the company to enable them to cast their votes electronically on the items mentioned in the Notice.
17. For this purpose, the Company has engaged the services of NSDL and has made necessary arrangements with NSDL to facilitate E-voting. In terms of MCA Circulars, voting can be done only by E-voting. As the E-voting does not require a person to attend a meeting physically, the Members are strongly advised to use the E-voting procedure by themselves and not through any other person/ proxies.
18. The remote e-voting process shall be as under:





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

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of</li> </ol>

	<p>NSDL for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
Individual Shareholders holding	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi</li> </ol>

<p>securities in demat mode with CDSL</p>	<p>/ Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</p> <ol style="list-style-type: none"> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**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 :

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

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.



- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
- 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- 8. Now, you will have to click on "Login" button.
- 9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [pkmishra59@yahoo.com](mailto:pkmishra59@yahoo.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to (Pallavi Mahatre ) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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

1. In case shares are held in physical mode please provide form ISR-1, (form can be download from the website of RTA i.e. [www.masserv.com](http://www.masserv.com))

2. In case shares are held in demat mode, please update your email id with depository participant and generate password as given in e-voting instructions.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013, READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2) AND REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:**

The statement pursuant to Section 102(1) of the Companies Act, 2013, Secretarial Standard on General Meetings (SS-2) and Regulation 36(3) of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 setting out the material facts in respect of resolutions of the accompanying notice is as under:

**Item No. 1**

As the shareholders are aware, stock options have long been recognized as an effective instrument to attract and retain the best talent and also serve to attract, incentivize and motivate professionals and reward exceptional performance. Accordingly, the Company intends to reward, attract, motivate and retain employees and Directors of the Company including its associate(s) and subsidiary(ies), for their high level of individual performance and for their efforts to improve the financial performance of the Company with the objective of achieving sustained growth of the Company and creation of shareholder's value by aligning the interests of the eligible employees with the long-term interests of the Company.

With the above objective, the Board of Directors of the Company (hereinafter referred to as the "Board", which term included the Nomination and Remuneration Committee ("Remuneration Committee") constituted by the Board or any other Committee which the Board constituted / designated to act as the Compensation Committee under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021 ("SEBI ESOP Regulations")) had in its meeting dated 5<sup>th</sup> June, 2020, pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Share Capital and Debenture) Rules, 2014 read along with the provisions of the SEBI ESOP Regulations, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), Foreign Exchange Management Act, 1999, the Memorandum and Articles of Association of the Company had approved 'Poly Medicure Employee Stock Option Scheme 2020' ("Poly Medicure ESOS 2020" or "ESOP Scheme"). The terms and broad framework of the ESOP Scheme were approved by shareholders of the Company in its 25th Annual General Meeting held on 29th September, 2020.

Under the ESOP Scheme, the eligible employees shall be granted employee Stock Options in the form of Options ("Options" or "Stock Options") which will be exercisable into equity shares of Rs. 5/- each of the Company (the "Equity Shares"). The maximum number of Equity Shares to be issued and allotted under the ESOP Scheme shall be limited to 10,00,000 (Ten Lacs) Equity Shares of the Company representing 0.99% of the current paid-up equity shares of the Company. As on date 7,74,599 Options are available for further grants.

The ESOP Scheme will be administered by the Remuneration Committee of the Board constituted pursuant to the provisions of Section 178 of the Act.

As per Clause 5.1 of the ESOP Scheme, the Nomination Remuneration and Compensation Committee ("Compensation Committee") has the right to modify /amend the Scheme in such manner and at such time or times as it may deem fit, provided that any such amendment shall not be detrimental to the

interest of the Grantees/Employees. The Compensation Committee as per clause 5.1 hereby replaces current clause 3.1.14 (reproduced below)

*“3.1.14 Employee means a permanent employee of the Company, including (i) a permanent employee of the company who has been working in India or outside India; or (ii) Directors of the Company whether whole time or not but excluding an Independent Director;*

*Also excludes:*

- (a) an employee who is a Promoter or a person belonging to the Promoter Group; or*
- (b) a director who either himself/herself or through his relative or through anybody corporate, directly or indirectly, holds more than 10% (ten percent) of the outstanding equity shares of the Company.”*

Now the Clause 3.1.14 of the ESOP Scheme, 2020 will be read and understood as follows:

Employee means a permanent employee of the Company, including

- i. an employee as designated by the company who is exclusively working in India or outside India; or
- ii. a director of the company, whether a whole-time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or
- iii. an employee as defined in Sub-clause (i) or (ii) of a group company including subsidiary or its associate company, in India or outside India, or of a holding company of the company, but does not include—
  - (a) an employee who is a promoter or a person belonging to the promoter group; or
  - (b) a director who, either himself or through his relative or through any-body corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the Company;

The eligibility of an employee shall be determined by the Remuneration Committee as per the eligibility criteria as may be determined by the Board/ Remuneration Committee.

The Options to be granted under the ESOP Scheme shall not be treated as an offer or invitation made to public for subscription of securities of the Company. The ESOP Scheme conforms to the SEBI ESOP Regulations.

Directors, Key Managerial Personnel of the Company along with their relatives who may be granted Options under ESOP Scheme may be deemed to be concerned or interested in the Special Resolution at Item No. 1 of this Notice. Save as aforesaid, none of the Directors/ Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise, in the said Special Resolutions.

The Board recommends Special Resolution mentioned in item no 1 of the Notice for approval of the shareholders of the Company.

## **Item No. 2 and 3**

The Board of Directors of the Company (Board), in its meeting held on 06<sup>th</sup> May, 2025 has subject to the approval of the members, appointed Sh. Vishal Baid as Executive Director for a period of 5 (Five) Years from the appointment date of 06<sup>th</sup> May, 2025, at the remuneration recommended by Nomination & Remuneration Committee of the Board and approved by the Board.

Further as per Regulation 17 (1C) of SEBI (LODR) Regulations, 2015, the listed entity shall ensure that approval of shareholders for appointment or re-appointment of a person on the Board of Directors or as a manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Mr. Vishal Baid has over two decades of multifaceted leadership experience in the global medical devices industry and has played a pivotal role in the strategic growth and international expansion of Poly Medicure Limited, one of India's most respected and fastest growing MedTech companies.

He has been associated with Poly Medicure for last 14 years and prior to his appointment as Executive Director, was designated as Sr. President (Sales and Marketing).

Over the years he has developed deep understanding of technology in the medical devices sector and how innovation can help in creating differentiated products which help in solving an unmet medical need. He has played various roles in the organization across sales, business development, supply chain management and operations. Some of his key contributions in the organization over the years are summarized below:

- Driving automation in the production processes by identifying new technologies, helping in driving cost efficiencies and building global competitive advantages for the company.
- Leading the development and management of the manufacturing footprint in the Jaipur region and currently oversees all operations of the manufacturing plants in Jaipur.
- Developing diverse vendor relationships for both raw material and capital equipment.
- Leading cross-functional coordination across marketing, procurement, product development and operations to align business priorities with growth strategy.
- Strengthening the company's institutional sales network, building deep customer relationships with key accounts and driving sales in the domestic market.
- Contributing to the launch and commercial scale-up of various high-growth product segments such renal care, critical care and cardiology.

He likes to work in the field and meet customers as he steers the direction and growth of Polymed. His deep engagement with the team motivates and inspires them to achieve goals while navigating an industry that is rapidly evolving.

He has held leadership positions in various industry forums including being the Chairman of CII, Rajasthan (2020-21), Co- Chairman of Healthcare Committee of CII for Northern region (2021-22) and elected member of the CII Northern Region council for 9 states. He continues to further the growth of the industry by presenting his thoughts on how the Indian medical devices industry can become globally competitive. Mr. Vishal Baid is a qualified Chartered Accountant (1997).

Broad Particulars of the terms of appointment of Remuneration payable to Sh. Vishal Baid as under:-

**(a). Salary, perquisites and allowances:**

Detail	Shri Vishal Baid, Executive Director
Period	From 06 <sup>th</sup> May, 2025 to 05 <sup>th</sup> May, 2030
Remuneration	Rs. 2,50,00,000 per annum with effect from 06 <sup>th</sup> May, 2025 with Annual Increment of 8% per annum.
Basic Salary	
Perquisites and allowance	60% of basic salary
Commission	<p>Upto 3 % of Profit</p> <p>In addition to the salary, perquisites and allowances payable, a commission, at the end of each financial year calculated with reference to the net profits of the Company, subject to the overall ceiling (includes managerial remuneration paid during the year) stipulated in Sections 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).</p> <p>This commission shall not exceed the limit prescribed and will be computed in the manner laid down in Section 198 of the Act or any statutory modification(s) or re-enactments thereof (refer point (b) below)</p>

The perquisites and allowances shall include accommodation (furnished or otherwise) or house rent allowance@60% 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, to the extent not taxable under the Income Tax law, gratuity payable and encashment of leave, as per the rules of the Company and to the extent not taxable under the Income Tax law, 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 Executive Directors by way of salary and perquisites shall not exceed Ten percent of the Profits of the Company and none of the executive directors individually will get a remuneration exceeding five percent of the net profits of the Company, as computed in the manner laid down in Section 198 of the Act or any statutory modification(s) or re-enactments thereof.

**(c) Reimbursement of Expenses:**

Expenses incurred for travelling, boarding 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, 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 Executive 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 Executive 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 Act with regard to duties of directors.
- iii. The Executive Director shall adhere to the Company's code of Business conduct & Ethics for directors and Management Personnel.

In the Event of loss or inadequacy of Profits in a financial year during the currency of the 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.

Shri Vishal Baid satisfies all conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub section (3) of Section 196 of the Act for being for their appointment. They are not disqualified from being appointed as Directors in terms of Section 164 of the Act.

Brief resume of Shri Vishal 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 Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) are Annexed in Annexure 1.

It is proposed to seek the members' approvals for the reappointment and remuneration payable to Shri Vishal Baid as Executive Director, in terms of the applicable provisions of the Act.

#### **Item No. 4**

Pursuant to the provisions of Regulation 24A of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Board of Directors on recommendation of the Audit Committee appointed M/s P.K. Mishra & Associates Company Secretaries as a Secretarial Auditors of the Company for a term of five (5) consecutive Financial Years (FY) commencing from FY 2025-26 to FY 2029-30 at a remuneration Six Lakh Per Annum plus applicable taxes and reimbursement of out-of-pocket expenses for FY 2025- 26 and recommends their appointment including remuneration as proposed at Item no. 4 for approval by the Members by way of an Ordinary Resolution.

M/s. P.K. Mishra & Associates is an incorporated firm founded by Mr. Pawan Kumar Mishra on 11<sup>th</sup> April 2016, a Company Secretary in whole- time practice. The firm offer services related to Corporate Compliances and other allied secretarial work of listed and unlisted companies. The team also works with close tie up of Merchant Bankers (Category- I), Chartered Accountants and other professionals.

M/s. P.K. Mishra & Associates Company Secretaries have provided their consent to be appointed as Secretarial Auditors of the Company for a term of five (5) consecutive Financial Years (FY) commencing from FY 2025-26 to FY 2029-30 and confirmed that they are not disqualified to be appointed as Secretarial Auditors of the Company. They also confirmed that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India (ICSI) and hold a valid certificate issued by the Peer Review (Peer Review Certificate No. 2656/2022) Board of the ICSI.

None of the Directors or KMP's or their relatives are concerned or interested, financially or otherwise, in the said resolution.

# Annexure – I

## 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)

### A. Shri Vishal Baid

<b>Name of the Director</b>	Shri Vishal Baid (DIN:00232727)
<b>Date of Birth and Age</b>	28-08-1974, 50 years
<b>Date of Appointment</b>	06 <sup>th</sup> May, 2025
<b>Qualifications</b>	Chartered Accountant
<b>Expertise in Specific functional areas</b>	He has 28 years of experience in Sales and marketing, manufacturing, R&D Activities, customer and vendor development and corporate finance.
<b>No. of Board Meetings attended during the Financial Year 2025-26</b>	1 out of 1 board meeting held
<b>Name of the listed entities from which the person has resigned as a Director in the past three years*</b>	Nil
<b>Remuneration last drawn</b>	Nil
<b>Relationship with any Director(s) and Key Managerial Personnel of the Company</b>	Shri. Vishal Baid, is a Sr. President (Corporate Sales & Marketing) and relative of Shri Jugal Kishore Baid Director (Father), Shri Himanshu Baid, Managing Director (Brother) and Shri Rishi Baid, Joint Managing Director (Brother).
<b>Directorship of other Companies as on 31<sup>st</sup> March, 2025</b>	1. YPO Rajasthan 2. Polycure Martech Ltd 3. Jai Polypan Private limited 4. VCB Trading Private limited
<b>Listed entities from which the Director has resigned in the past 3 years</b>	Nil
<b>Terms and conditions of appointment or reappointment</b>	Please refer to the Explanatory Statement forming a part of this Notice.

<b>Chairmanship(s)/Membership(s) of Committees of other Companies as on 31<sup>st</sup> March, 2025</b>	None
<b>Remuneration proposed to be paid</b>	Please refer to the Explanatory Statement forming a part of this Notice.
<b>Number of Equity Shares held in the Company</b>	16,81,360
<b>Number of Equity Shares held in the Company for any other person on a beneficial basis</b>	Nil

**Registered Office:**

232-B, 3<sup>rd</sup> Floor  
Okhla Industrial Estate, Phase-III  
New Delhi-110020

**Place: New Delhi****Date: 04<sup>th</sup> July 2025**

By order of the Board of Directors  
**For Poly Medicure Limited**

Sd/-  
**Himanshu Baid**  
**Managing Director**  
**DIN-00014008**