

## NOTICE

Notice is hereby given that the 30<sup>th</sup> Annual General Meeting (AGM) of the members of “Poly Medicare Limited” will be held on Thursday, the 25<sup>th</sup> September, 2025 at 10:00 a.m. (IST) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) to transact the following businesses:

### Ordinary Business

- To consider and adopt (a) the Audited Financial Statement of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2025 and the report of Auditors thereon and in this regard, to consider and if thought fit, to pass the following resolutions as Ordinary Resolutions:**

- RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted.
- RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2025 and the report of Auditors thereon, as circulated to the members, be and are hereby considered and adopted.

- To declare dividend on equity shares for the financial year ended March 31, 2025 and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

**RESOLVED THAT** dividend at the rate of 3.50/- per equity share having face value of 5/- (Rupees five only) each fully paid-up of the Company, as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2025 and the same be paid out of the profits of the Company.

- To re-appoint Mr. Jugal Kishore Baid (DIN 00077347) as Non-Executive Non-Independent Director who has already attained the age of 75 years and who retires by rotation and being eligible offers himself for re-appointment 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 of the Companies Act, 2013 and the rules related thereto read with Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s)/ amendment(s)/re-enactment(s) hereto], Mr. Jugal Kishore Baid (DIN 00077347) who retires by rotation at this meeting and who has attained the age of 75 (seventy five) years and being eligible, has offered himself for reappointment, be and is hereby re-appointed as a Director of the Company (Category: Non-Executive, Non-Independent), liable to retire by rotation.”

### Special Business

- To re-appoint Mr. Amit Khosla (DIN:00203571) as an Independent Director and in this regard to consider 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 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 on the basis of recommendation of Nomination and Remuneration Committee, approval of members be and is hereby granted to re-appoint, Mr. Amit Khosla (DIN:00203571), who was appointed as an independent director and whose term expires at this Annual General Meeting 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.

**RESOLVED FURTHER THAT** Mr. Amit Khosla (DIN:00203571), be and is hereby re-appointed as an independent director of the company, to hold office for 5 (Five) consecutive years for a term not exceeding 4<sup>th</sup> June, 2030:

- To re-appoint Ms. Sonal Mattoo (DIN:00106795) as an Independent Director and in this regard to consider 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 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 on the basis of recommendation of Nomination and Remuneration Committee, approval of members be and is hereby granted to re-appoint, Ms. Sonal Mattoo (DIN:00106795), who was appointed as an independent director and whose term expires at this Annual General Meeting 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.

**RESOLVED FURTHER THAT** Ms. Sonal Mattoo (DIN:00106795), be and is hereby re-appointed as an independent director of the company, to hold office for 5 (Five) consecutive years for a term not exceeding 28<sup>th</sup> August, 2030:

- To reappoint and approve remuneration payable to M/s. Jai Prakash & Company, Cost Accountants, the Cost Auditor of the Company in this regard 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 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 ₹ 1,10,000/- (Rupees One Lakh Ten Thousand) (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 08<sup>th</sup> August, 2025 as for conducting the audit of cost records of the Company for the financial year ending 31<sup>st</sup> March 2026, be and is hereby approved and ratified.

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

7. **To approve the creation of charges on the movable and immovable properties of the Company, both present and future, in respect of borrowing under Section 180(1)(a) of the Companies Act, 2013 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 180(1)(a) and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), subject to the consent of the Company accorded to the Board of Directors (which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute) to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons) to create mortgage (s) and/ or charge (s) and/ or hypothecation (s), in such form and manner and with such ranking and at such time and terms as the Board may determine, on all or any of its movable and / or immovable properties and assets of the Company wherever situated both present and future or to sell, lease or otherwise dispose of the whole or substantially the whole of the such movable and/or immovable properties and/ or undertaking of the Company in favour of Financial Institution (s)/ Bank(s)/ Lender (s)/ Agent (s)/ Trust (s) for securing the borrowings availed/ to be availed by the Company, by way of loan (s) and/or securities issued/ to be issued by the Company time to time, subject to the limits specified under section 180(1)(c) of the Companies Act, 2013, together with interest, cost, charges and expenses thereon.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute) to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or person(s) be and is hereby authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto."

8. **To approve increase in borrowing limits of the company under section 180(1)(c) of the Companies Act, 2013 and rules made thereunder from ₹ 400 Cr to ₹ 1000 Cr 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** in supersession of the earlier resolutions passed, pursuant to the provision of section 180(1)(c) and other applicable provision, if any of the Companies Act, 2013, Subject to the consent of the Company accorded to the Board of Director of the Company for borrowing from time to time as they may think fit, any sum or sums of money not exceeding ₹ 1000/- Crore Rupees (One Thousand Crore only) including the money already borrowed by the Company in Indian Rupees or equivalent thereof in any foreign currency(ies) on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured and if secured, whether domestic or international, whether by way of mortgage charge or hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the company's assets and effects or properties including stock in trade, notwithstanding that the money to be borrowed together with

the money already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) and remaining un-discharged at any given time, exceed the aggregate, for the time being, of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose.

**RESOLVED FURTHER THAT** the Board Of Directors of the Company (which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons) be and is hereby authorized for borrowing from time to time as it may think fit, any sum or sums of money but not exceeding ₹1000 crores (One Thousand Crores only) in Indian Rupees or equivalent thereof in any foreign currency(ies) in aggregate (including the monies already borrowed by the Company) and on such terms and conditions as the Board may deem fit, by way of loans or in any other form whatsoever from, or issue of Bonds and/or Debentures or other Securities whether Convertible into Equity/Preference Shares and/ or Securities with or without detachable warrants with a right exercisable by the warrant holder(s) to convert or subscribe to Equity/ Preference Shares (hereinafter referred to as "Securities"), to Bank(s), Financial or other Institution(s), Mutual Fund(s), Non Resident Indians (NRI(s)), Foreign Institutional Investors (FI's) or any other person(s), body(ies) corporate, etc., whether shareholder of the Company or not."

9. **To appoint Shri Pankaj Kumar Gupta as a Whole-time Director designated as "Executive Director" and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Ordinary Resolution:**

The Board was informed that the Shri Pankaj Kumar Gupta (DIN: 11232604) as Executive Director of the Company recommended by the Nomination and Remuneration Committee ("NRC") of the Company. The Board was further informed that as per the provisions of section 196, 197 and 203 read with Schedule V of the Companies Act, 2013, the Nomination and Remuneration Committee has recommended the resolution for appointment and remuneration payable to Shri Pankaj Kumar Gupta as a Whole-time Director designated as "Executive Director".

The Board discussed the matter and while approving the appointment along with the remuneration, passed the following resolution subject to the approval of shareholders.

"**RESOLVED THAT** in accordance with the provisions of Section 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, and subject to the approval of members appointment of Shri Pankaj Kumar Gupta (DIN:11232604) as Whole-time Director designated as "Executive Director" of the Company, for a period of 5 (Five) years with effect from 08th August, 2025 on the terms & 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 &

Remuneration Committee of the Board) to alter and vary the term(s) & condition(s) of the said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Shri Pankaj Kumar Gupta, 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 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."

**10 To 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".

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

Date: 08<sup>th</sup> August, 2025  
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 5<sup>th</sup> May, 2020 issued by the Ministry of Corporate Affairs ("MCA") read together with MCA General Circular Nos. 14 & 17/2020 dated 8<sup>th</sup> April, 2020 and 13<sup>th</sup> April, 2020 respectively and MCA General Circular No. 09/2023 dated 25<sup>th</sup> September, 2023, and subsequent circulars issued in this regard, the latest being circular dated September 19, 2024 ("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 Ministry of Corporate Affairs, 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 authorized 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 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 members on a first-come first-served basis. This will not include large Shareholders (Shareholders holding 2% 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 restrictions 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 & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (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](http://www.polymedicure.com). The Notice can also be accessed from 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) 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](http://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 Listing Regulations, in respect of directors reappointing at the Annual General Meeting 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, 19<sup>th</sup> September, 2025 to Thursday, 25<sup>th</sup> September, 2025 (both days inclusive).  
b) The remote e-voting period commences on Monday, 22<sup>nd</sup> September, 2025 (09:00 am) and ends on Wednesday, 24<sup>th</sup> September, 2025 (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 18<sup>th</sup> September, 2025, 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 years is transferred to the 'Investor Education & Protection Fund (IEPF)' constituted by the Central Govt. Accordingly the amount of dividend which remained unpaid/unclaimed for a period of 7 years for the year 2016-17 has already been transferred to IEPF. Shareholders who have not encased their dividend warrant(s), for the years, 2017-18, 2018-19, 2019-20, 2020-21, 2021-22, 2022-23 and 2023-2024 are requested to make claims with the Registrar & Share Transfer Agent of the Company immediately.
13. Members holding shares in physical form are requested to intimate immediately to the Registrar & Share Transfer Agent of the Company, MAS Services Limited, T-34, 2<sup>nd</sup> 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 share are in demat form members are requested to update their bank details with their depository participant.

The equity share capital of the company is held by 65,583 shareholders, out of which 65,559 shareholders holding 99.96% of the capital are in dematerialized form and the balance 24 shareholders holding 0.04% of the capital are in physical form. 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 meeting.
16. 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.
17. 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 the meeting.
18. 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.
19. 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.
20. 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 2025 including notice of 30th 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	Send a signed request to Registrar and Transfer Agents of the Company, MAS Services Limited at info@masserv.com providing Folio number, Name of the shareholder, scanned copy of the share certificate (Front and Back), PAN( Self attested scanned copy of PAN Card), AADHAR ( Self attested scanned copy of Aadhar Card) for registering email address.
Demat Holding	Please contact your Depository Participant (DP) and register your email address as per the process advised by DP.

21. Additional information, pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 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 Company is offering e-voting facility to its members. Detailed procedure is given below.

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

The remote e-voting period begins on Monday, 22<sup>nd</sup> September, 2025 at 9:00 am and ends on Wednesday, 24<sup>th</sup> September, 2025 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, 18<sup>th</sup> September, 2025, 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, 18<sup>th</sup> September, 2025.

**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) A) Login method for e-Voting and joining virtual meeting 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>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on 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 &amp; voting during the meeting.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.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 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 &amp; voting during the meeting.</li> </ol>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <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 provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
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 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 <b>e-Voting service provider-NSDL</b> 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 & 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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method for 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 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.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
  8. Now, you will have to click on “Login” button.
  9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join 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.

### **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 with a copy marked to evoting@nsdl.com
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.com

### **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 request with Folio No., Name of shareholder, scanned copy of any one share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to info@masserv.com.
2. In case shares are held in demat mode, please update your email id with your depository. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for

e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/members may send a request to evoting@nsdl.com 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 EGM/AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/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 EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/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 EGM/AGM shall be the same person mentioned for Remote e-voting.

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

1. Members will be provided with a facility to attend the EGM/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 General Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

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 pursuant to 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**

The Members of the Company at the 25<sup>th</sup> Annual General Meeting held on 29<sup>th</sup> September, 2020 had appointed Mr. Amit Khosla as Independent Directors of the Company for a term of five (5) consecutive years commencing from 25<sup>th</sup> AGM and expiring on 30<sup>th</sup> AGM.

The Members may note that pursuant to Section 149(10) of the Act, an Independent Director shall hold office for a term of up to five (5) consecutive years on the board of a company but shall be eligible for re-appointment for a further term of up to five (5) consecutive years on passing of a special resolution by the company.

The Nomination and Remuneration Committee (NRC) of the Board of the Company, at its meeting held on 08<sup>th</sup> August, 2025, had unanimously recommended to the Board, the re-appointment of Mr. Amit Khosla as Independent Directors for a further term not exceeding Five (5) consecutive years from conclusion of this Annual General Meeting upto 4<sup>th</sup> June 2030. The Nomination and Remuneration Committee ("NRC"), while recommending the re-appointment of Independent Directors, considered various factors viz., the number of board, committee and general meetings attended by the Independent Directors; their physical fitness & mental alertness; knowledge & experience in their respective fields; their specific skills helping the Board and the Company in attaining its objectives; their participation in the Board/Committee deliberations; summary of performance evaluation of each of the directors being re-appointed; time devoted by them; their specialized skills and expertise and their independent judgement in the opinion of the entire Board.

Notwithstanding the fact that Independent Directors can be re-appointed for a further term of five consecutive years, NRC considered and recommended the re-appointment for a further term not exceeding Five (5) consecutive years. The time of Five years is considered necessary to induct new Independent Directors on the Board with diverse competencies to bring about a transparent, smooth and seamless transition towards a restructured Board without compromising its cohesiveness, compatibility and effective functioning.

Based on the recommendations made by the NRC as above, the Board of Directors, at its meeting held on 08<sup>th</sup> August, 2025, has unanimously decided to re-appoint Mr. Amit Khosla for a further term not exceeding five (5) consecutive years with effect from conclusion of this Annual General Meeting upto 4<sup>th</sup> June, 2030.

Each of the aforesaid Independent Directors, viz., Mr. Amit Khosla have given their consent to be re-appointed as such directors and the confirmation that they are not disqualified to act as Independent Directors in terms of Section 164 of the Companies Act, 2013. Brief resume of Mr. Amit Khosla, nature of their expertise in specific functional areas and names of the Companies in which

they hold directorship and Memberships/Chairmanships of Board Committees, Shareholding and relationship between directors inter-se as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (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. Mr. Amit Khosla are interested in the Resolutions set out in the notice for their appointment and thus the respective directors and their relatives may be deemed to be interested in the resolutions set out at Item No. 4 of the Notice, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other directors/Key Managerial Personnel of the Company/ their relatives are, in any way interested, financially or otherwise, in these resolutions.

#### **Item No. 5**

The Members of the Company at the 25<sup>th</sup> Annual General Meeting held on 29<sup>th</sup> September, 2020 had appointed Ms. Sonal Mattoo as Independent Directors of the Company for a term of five (5) consecutive years commencing from 30<sup>th</sup> AGM and expiring on 35<sup>th</sup> AGM.

The Members may note that pursuant to Section 149(10) of the Act, an Independent Director shall hold office for a term of up to five (5) consecutive years on the board of a company but shall be eligible for re-appointment for a further term of up to five (5) consecutive years on passing of a special resolution by the company.

The Nomination and Remuneration Committee (NRC) of the Board of the Company, at its meeting held on 08<sup>th</sup> August, 2025, had unanimously recommended to the Board, the re-appointment of Ms. Sonal Mattoo as Independent Directors for a further term not exceeding Five (5) consecutive years from conclusion of this Annual General Meeting upto 28<sup>th</sup> August, 2030. The Nomination and Remuneration Committee ("NRC"), while recommending the re-appointment of Independent Directors, considered various factors viz., the number of board, committee and general meetings attended by the Independent Directors; their physical fitness & mental alertness; knowledge & experience in their respective fields; their specific skills helping the Board and the Company in attaining its objectives; their participation in the Board/Committee deliberations; summary of performance evaluation of each of the directors being re-appointed; time devoted by them; their specialized skills and expertise and their independent judgement in the opinion of the entire Board.

Notwithstanding the fact that Independent Directors can be re-appointed for a further term of five consecutive years, NRC considered and recommended the re-appointment for a further term not exceeding Five (5) consecutive years. The time of Five years is considered necessary to induct new Independent Directors on the Board with diverse competencies to bring about a transparent, smooth and seamless transition towards a restructured Board without compromising its cohesiveness, compatibility and effective functioning.

Based on the recommendations made by the NRC as above, the Board of Directors, at its meeting held on 08<sup>th</sup> August, 2025, has unanimously decided to re-appoint Ms. Sonal Mattoo for a further term not exceeding five (5) consecutive years with effect from conclusion of this Annual General Meeting upto 28<sup>th</sup> August, 2030.

Each of the aforesaid Independent Directors, viz., Ms. Sonal Mattoo have given their consent to be re-appointed as such directors and the confirmation that they are not disqualified to act as Independent Directors in terms of Section 164 of the Companies Act, 2013. Brief resume of Ms. Sonal Mattoo, nature of their expertise in

specific functional areas and names of the Companies in which they hold directorship and Memberships/Chairmanships of Board Committees, Shareholding and relationship between directors inter-se as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (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. Ms. Sonal Mattoo are interested in the Resolutions set out in the notice for their appointment and thus the respective directors and their relatives may be deemed to be interested in the resolutions set out at Item No. 5 of the Notice, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other directors/Key Managerial Personnel of the Company/ their relatives are, in any way interested, financially or otherwise, in these resolutions.

#### **Item No. 6**

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 31<sup>st</sup> March 2026. 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 6 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 6 of this Notice.

#### **Item No. 7**

The Members of the Company had at their Extra-Ordinary General Meeting held on 10th January, 2015 and pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 empowered the Board by way of special resolution to hypothecate/mortgage/pledge and/ or create charge on all or any immovable and movable properties of the Company both present and future or the whole or substantially the whole of the undertaking(s) of the Company, within the overall ceiling prescribed by the members of the Company in terms of Section 180 (1)(c) of the Companies Act, 2013. As the borrowing limit of Section 180 (1)(c) is sought to be enhanced, it is proposed to seek a fresh consent of the members in terms of Section 180(1)(a) of the Companies Act, 2013 to hypothecate/mortgage/pledge and/or create charge on all or any immovable and movable properties of the Company both present and future or the whole or substantially the whole of the undertaking(s) of the Company as and when necessary to secure the borrowings from time to time, within the overall ceiling approved by the Members of the Company, in terms of Section 180(1) (c) of the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 7.

The Board of Directors recommends the special resolution as set out in item no. 7 for approval.

#### **Item No. 8**

As per the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the permission of the Shareholders in General Meeting by passing a Special Resolution, borrow monies in excess of the aggregate of

the paid-up share capital, free reserves and securities premium of the Company.

Taking into consideration the growth in the business operations, the company has embarked on a growth plan. The Company is actively pursuing and exploring various Business development opportunities, leading to a robust product pipeline.

In order to pursue opportunities that add value through both organic and inorganic means, it is crucial for the company to have access to specific funding options within a specified timeframe. This will enable the company to pursue, finance, and successfully complete transactions in the best interest of its stakeholders. Therefore, it is essential to obtain board and shareholder approval for increasing the borrowings limits from ₹ 400 Crore to ₹ 1,000 Crore under section 180(1)(c).

It would be in the interest of the Company to enhance the borrowing limits for the Board and authorise the Board of Directors to borrow monies upto ₹ 1,000 Crores (Rupees One Thousand Crore Only or aggregate of the paid-up capital of the Company and its free reserves and securities premium whichever is higher).

The borrowings of the Company are, in general, required to be secured by suitable mortgage or charge on all or any of the movable and/ or immovable properties of the Company in such form, manner and ranking as may be determined by the Board of Directors of the Company, from time to time, in consultation with the lender(s).

The Board of Directors recommends the special resolution as set out in item no. 8 for approval.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 8.

#### **Item No. 9**

The Board of Directors of the Company (Board), in its meeting held on 08<sup>th</sup> August, 2025 has subject to the approval of the members, appointed Sh. Pankaj Kumar Gupta as Whole-time Director designated as "Executive Director" for a period of 5 (Five) Years from the appointment date of 8<sup>th</sup> August, 2025, at the remuneration recommended by Nomination & Remuneration Committee of the Board and approved by the Board.

Upon his appointment, Sh. Pankaj Kumar Gupta would be considered as a Key Managerial Personnel ("KMP") pursuant to Section 203 of the Act and will not be liable to retire by rotation pursuant to Section 152(6) of the Act.

Sh. Pankaj Kumar Gupta has confirmed that he is not disqualified from being appointed as Director in terms of the provisions of Section 164(1) and (2) of the Act. Sh. Pankaj Kumar Gupta has provided his consent for such appointment and has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI order or any such authority, pursuant to circulars dated June 20, 2018 issued by the BSE Limited and the National Stock Exchange of India Limited, pertaining to the enforcement of SEBI orders regarding the appointment of Directors by the listed companies.

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 ensuing Annual General Meeting or within a time period of three months from the date of appointment, whichever is earlier.

Mr. Pankaj Kumar Gupta, Accomplished and result-driven Operations Leader with over 35 years of experience in the medical devices and manufacturing industry. Currently serving as President - Operations at Poly Medicure Ltd., a leading global manufacturer of medical disposables. Possess extensive expertise in Manufacturing & Operations, process optimization, supply chain management, lean manufacturing, and team leadership. A strong technical foundation built on a 4-year Tool Engineering course from Institute of Tool Room Training UP (ITTUP) has enabled a robust understanding of precision tooling, production planning, and industrial automation. Proven track record of scaling operations, enhancing productivity, and driving cost efficiencies while maintaining the highest quality standards.

He has been associated with Poly Medicure Ltd. for last 17 years and prior to his appointment as Executive Director, was designated as President (Operations). He Joined Poly Medicure Ltd. as Senior Manager (Research and Development) on 18<sup>th</sup> February 2008.

Over the years he has developed deep understanding of technology in the medical devices sector and how innovation can help in creating differentiated products.

As President - Operations, he has been instrumental in managing the company's operations, driving efficiency, and ensuring seamless execution. His key contributions over the years include:

- Leading end to end manufacturing operations across multiple plants and global locations.
- Implementing operational excellence strategies to improve productivity and reduce waste.
- Collaborated with cross-functional teams in R&D, Quality, Procurement, and Marketing.
- Spearheading the integration of automation technologies and digital solutions to transform manufacturing processes.
- Ensuring compliance with global regulatory and quality standards (ISO, CE, FDA).
- Managing large teams of engineers, supervisors and technicians.

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

Broad Particulars of the terms of appointment of Remuneration payable to Sh. Pankaj Kumar Gupta as under :-

**A. Salary, perquisites and allowances:**

Detail	Shri Pankaj Kumar Gupta, Executive Director.
Period	From 8 <sup>th</sup> August, 2025 to 8 <sup>th</sup> August, 2030
Remuneration	<p>Remuneration for the period from August 8, 2025, up to March 31, 2026:</p> <p>a) Basic Salary: ₹ 27,17,472 (Rupees Twenty-Seven Lakhs Seventeen Thousand Four Hundred Seventy-Two) per annum with such increments as the Board may decide from time to time, subject however to a ceiling of ₹ 50,00,000/- (Rupees Fifty Lakh Only) per annum.</p> <p>b) Special Allowance: ₹ 35,06,640/- (Rupees Thirty-Five Lakhs Six Thousand Six Hundred and Forty Only) per annum with such increments as the Board may decide from time to time, subject however to a ceiling of ₹ 60,00,000/- (Rupees Sixty Lakh Only) per annum. This allowance, however, will not be taken into account for the calculation of benefits such as Provident Fund, Gratuity, Superannuation and Leave encashment.</p> <p>c) Annual Performance Bonus: Linked to the achievement of targets, as may be decided by the Board from time to time, subject to a maximum of 15% of Gross Salary per annum.</p> <p>d) Long-term Incentive Compensation (LTIC) including Employee Stock Option, Performance Stock Units, Stock Appreciation Rights, as per the Scheme applicable to the Executive Directors and/ or Senior Executives of the Company or any other Incentives applicable to Senior Executives of the Company, in such manner and with such provisions as may be decided by the Board of the Company considering the above.</p> <p>The annual increments which will be effective 1<sup>st</sup> April each year, will be decided by the Board based on the recommendations of the NRC and will be performance based and take into account the Company's performance as well, within the said maximum amount.</p>
Perquisites and allowance	<p>Details of Perquisites and Allowances are as follows:</p> <p>(i) Rent-free residential accommodation (partly furnished or otherwise) with the Company bearing the cost of repairs, maintenance, society charges and utilities (e.g. gas, electricity and water charges) for the said accommodation OR house rent, house maintenance and utility allowances aggregating upto 60% of the basic salary (in case residential accommodation is not provided by the Company).</p> <p>(ii) Hospitalisation and major medical expenses, Car facility, Telecommunication facility and Housing loan facility as per Rules of the Company.</p> <p>(iii) Other perquisites and allowances given below subject to a maximum of 60% of the Basic Salary; this shall include medical allowance, leave travel concession/allowance and other allowances/ personal accident insurance.</p>

	(iv) Contribution to Provident Fund, Superannuation Fund or Annuity Fund and Gratuity Fund as per Rules of the Company.
	(v) Leave encashment of unavailed leave as per Rules of the Company.

All benefits accrued and due to him as was approved by the members at the 30<sup>th</sup> Annual General Meeting held on 25<sup>th</sup> September, 2025 and as has been applicable, during his tenure up to the last date as Executive Director, will be paid to him as per the Company's policy. 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. Minimum Remuneration

Notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of Pankaj Kumar Gupta, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Salary, Benefits, Perquisites and Allowances, Commission, subject to further approvals as may be required.

#### C. Insurance

The Company will take an appropriate Directors' and Officers' Liability Insurance policy and pay the premiums for the same. It is intended to maintain such insurance cover for the entire term, subject to the terms of such policy in force from time to time.

#### D. Other terms of Appointment

The other terms and conditions of appointment shall inter alia, include the following:

- i) The terms and conditions of the appointment of Pankaj Kumar Gupta may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and Pankaj Kumar Gupta, subject to such approvals as may be required.
- ii) The Agreement may be terminated by either party by giving to the other party three months' notice of such termination or the Company paying three months' remuneration in lieu thereof.
- iii) The employment of Pankaj Kumar Gupta may be terminated by the Company without notice or payment in lieu of notice:
  - a) if Pankaj Kumar Gupta is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company to which he is required by the Agreement to render services; or
  - b) in the event of any serious or repeated or continuing breach (after prior warning) or non-observance by Pankaj Kumar Gupta of any of the stipulations contained in the Agreement.

#### E. Upon the termination by whatever means of Pankaj Kumar Gupta's employment:-

- Pankaj Kumar Gupta shall immediately cease to hold offices held by him in any holding company, subsidiaries or associated companies without claim for compensation for loss of office by virtue of Section 167(1)(h) of the Act and unless the Board of Directors of the Company decide otherwise, shall resign as trustee of any trusts connected with the Company.
- Pankaj Kumar Gupta shall not without the consent of the Company at any time thereafter represent herself as connected with the Company or any of its subsidiaries and associated companies.

F. All Personnel Policies of the Company and the related Rules which are applicable to other employees of the Company shall also be applicable to Pankaj Kumar Gupta, unless specifically provided otherwise.

G. The terms and conditions of appointment of Pankaj Kumar Gupta also include clauses pertaining to adherence with the Code of Conduct and maintenance of confidentiality.

H. If at any time, Pankaj Kumar Gupta ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the Executive Director and employee of the Company. In case of termination for any reason whatsoever, Pankaj Kumar Gupta will cease to be the Director and employee of the Company.

Notwithstanding the above, the Board, may at its absolute discretion decide to continue him as a director or an employee of the Company.

In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions, if any, read with Schedule V of the Act, as amended from time to time, the terms of appointment and remuneration of Pankaj Kumar Gupta as specified above are now being placed before the Members for their approval.

The Board recommends the Ordinary Resolution as set out in Item No. 9 of this Notice for approval of the Members.

Except Pankaj Kumar Gupta and his relatives, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, in the Resolution as set out in Item No. 9 of this Notice.

#### Item No.10

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. 10 for approval by the Members by way of an Ordinary Resolution.

M/s. P.K. Mishra & Associates is a incorporated firm founded by Mr. Pawan Kumar Mishra on 11<sup>th</sup> April 2016, a Company Secretary in whole- time practice. We offer services related to Corporate Compliances and other allied secretarial work of listed and unlisted companies. Our team is working 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 also 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.

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

Date: 08<sup>th</sup> August, 2025  
Registered Office:  
232-B, 3<sup>rd</sup> Floor, Okhla Industrial Estate, Phase III,  
New Delhi -110020.  
CIN: L40300DL1995PLC066923  
E-mail: investorcare@polymedicure.com

**Annexure**  
**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. Mr. Jugal Kishore Baid and Mr. Pankaj Kumar Gupta**

<b>Name of the Director</b>	<b>Mr. Jugal Kishore Baid (DIN: 00232727)</b>	<b>Mr. Pankaj Kumar Gupta (DIN:11232604)</b>
<b>Designation</b>	Non-Executive Non Independent Director	Executive Director
<b>Date of Birth and Age</b>	30 <sup>th</sup> March, 1942, 83 Years	9 <sup>th</sup> September, 1967, 58 Years
<b>Date of First Appointment</b>	30 <sup>th</sup> March, 1995	08 <sup>th</sup> August, 2025
<b>Qualifications</b>	Mechanical Engineer	Diploma Degree in Tool Engineering from Institute of Tool Room Training.
<b>Expertise in Specific functional areas</b>	He holds a bachelor's degree in Science (Mechanical Engineering) from Birla Institute of Technology, Mesra, Ranchi. He has over 56 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.	Accomplished and result-driven Operations Leader with over 35 years of experience in the medical devices and manufacturing industry. Currently serving as President - Operations at Poly Medicure Ltd., a leading global manufacturer of medical disposables. Possess extensive expertise in Manufacturing & Operations, process optimization, supply chain management, lean manufacturing, and team leadership. A strong technical foundation built on a 4-year Tool Engineering course from ITTUP has enabled a robust understanding of precision tooling, production planning, and industrial automation. Proven track record of scaling operations, enhancing productivity, and driving cost efficiencies while maintaining the highest quality standards.
<b>No. of Board Meetings attended during the Financial Year 2024-25</b>	5/5	0/5
<b>Name of the listed entities from which the person has resigned as a Director in the past three years*</b>	Nil	Nil
<b>Remuneration last drawn</b>	Commission: ₹ 18.00 (lakh) Sitting fees: ₹ 2.75 (lakh)	N.A.
<b>Remuneration Proposed to be Paid</b>	He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Companies Act, 2013.	Please refer to the Explanatory Statement forming a part of this Notice
<b>Relationship with any Director(s) and Key Managerial Personnel of the Company</b>	Mr. Jugal Kishore Baid is a promoter director and related to Mr. Himanshu Baid, Managing Director, Mr. Rishi Baid, Joint Managing Director, and Mr. Vishal Baid, Executive Director.	Nil
<b>Directorship of other Companies as on 31<sup>st</sup> March, 2025</b>	M/s. Polycure Martech Limited	Nil
<b>Chairmanship(s)/Membership(s) of Committees of other Companies as on 31<sup>st</sup> March, 2025</b>	Nil	Nil
<b>Number of Shares held in the Company</b>	22,79,376 (2.25%)	6,600 (0.0065%)

<b>Number of Equity Shares held in the Company for any other person on a beneficial basis</b>	Nil	Nil
<b>Terms and conditions of appointment or reappointment</b>	Please refer to the Explanatory Statement forming a part of this Notice	Please refer to the Explanatory Statement forming a part of this Notice

#### B. Mr. Amit Khosla and Ms. Sonal Mattoo

<b>Name of the Director</b>	<b>Mr. Amit Khosla (DIN:00203571)</b>	<b>Ms. Sonal Mattoo (DIN:00106795)</b>
<b>Date of Birth and Age</b>	5 <sup>th</sup> March, 1974, 50 Years	29 <sup>th</sup> January, 1974, 50 years
<b>Date of First Appointment on Board</b>	5 <sup>th</sup> June, 2020	29 <sup>th</sup> August, 2020
<b>Designation/ Category of Director</b>	Non-Executive Independent Director	Non-Executive Independent Director
<b>Qualifications</b>	Bachelor's degree in economics (with Honors) and master's degree in business administration (MBA)	B.A., LLB (hons) degree from National Law School of India, University, Bangalore.
<b>Expertise in Specific functional areas</b>	Around 25 years of experience in the financial Services Sector (Advisory and investment management) in India and abroad. Investment banking experience includes transaction advisory in Japan, Malaysia and Singapore covering Financial Institutions (Banks, Insurance and Asset Management). He has also represented foreign banks in India. He was Chief Representative of Hana Bank (Korea) in India from 2009 to 2013.	She has over 25 years of post-qualification work experience. She specializes in compliance relating to workplace harassment and diversity issues. She also works in the area of issues pertaining to women at the workplace, CSR activities, counselling, preparing policies, supporting the internal redressal system and conducting workshops in these areas.
<b>No. of Board Meetings attended during the Financial Year 2024-25</b>	4/5	5/5
<b>Name of the listed entities from which the person has resigned as a Director in the past three years*</b>	Nil	1. Ashiana Housing Limited 2. V-Mart Retail Limited
<b>Remuneration last drawn</b>	Commission: ₹ 18.00 (Lakh) Sitting fees: ₹ 3.75 (Lakh)	Commission: ₹ 18.00 (Lakh) Sitting fees: ₹ 4.75 (Lakh)
<b>Remuneration Proposed to be Paid</b>	He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Companies Act, 2013.	She shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Companies Act, 2013.
<b>Relationship with any Director(s) and Key Managerial Personnel of the Company</b>	Nil	Nil
<b>Directorship of other Companies as on 31<sup>st</sup> March, 2025</b>	1. Metlloy Trading Services Private Limited 2. VT Investment Advisers Private Limited	1. Syntegon Telstar India Private Limited
<b>Chairmanship(s)/Membership(s) of Committees of other Companies as on 31<sup>st</sup> March, 2025</b>	Nil	Nil
<b>Number of Shares held in the Company</b>	Nil	Nil
<b>Terms and conditions of appointment or reappointment</b>	Please refer to the Explanatory Statement forming a part of this Notice	Please refer to the Explanatory Statement forming a part of this Notice