



NUREN LODAYA & ASSOCIATES

COMPANY SECRETARY

(Peer Reviewed Firm)

Phone Number: 7021113226

Email: csnuren@gmail.com

Registered Address: B 403, Pranav Commercial Plaza,

MG Road, Mulund West, Mumbai 400080

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

For the Financial Year ended 31st March, 2025

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Fischer Medical Ventures Limited
[Formerly Known as Fischer Chemic Limited]

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Fischer Medical Ventures Limited [Formerly Known as Fischer Chemic Limited]** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorised representatives during the conduct of secretarial audit and as per the explanations given to us and the representations made by the Management, I hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March 2025 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2025 according to the provisions of:

I. The Companies Act, 2013 (the Act) and the rules made there under to the extent applicable;

II. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the Rules made thereunder;

III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act") to the extent applicable to the Company: -



NUREN LODAYA & ASSOCIATES

COMPANY SECRETARY

(Peer Reviewed Firm)

Phone Number: 7021113226

Email: csnuren@gmail.com

Registered Address: B 403, Pranav Commercial Plaza,

MG Road, Mulund West, Mumbai 400080

- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- e. The Company has complied with the requirements under the Equity Listing Agreements entered into with BSE Limited.

VI. The Management has identified and confirmed the applicable Acts, Laws and Regulations specifically applicable to the Company.

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

- a) Secretarial Standards 1 and 2 issued by the Institute of Company Secretaries of India.
- b) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (with effect from 01st December, 2015);

During the year under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines and Standards as mentioned above except:

The Company had earlier filed Form MR-2 vide SRN AB1598792 seeking Central Government approval for the appointment of Mr. Ravindran Govindan as Chairman and Managing Director. However, due to an inadvertent delay beyond the prescribed period of sixty days, the said Form was not approved. Subsequently, the Board ratified the appointment of Mr. Ravindran Govindan on January 3, 2025, and a fresh Form MR-2 was successfully filed and approved.

Form FCGPR and Form FC-TRS were pending to be filed pursuant to the Share Purchase Agreement and Share Subscription Agreement by and among Mr. Shankar Varadharajan (as Seller 1), M/s Time Medical International Ventures Pte Ltd (as Seller 2), M/s Fischer Chemic Limited (as the Purchaser), and M/s Time Medical International Ventures (India) Private Limited (as the Company). The Company has submitted Form FC-GPR in the Current FY 2-24-25 with Late Submission Fees to RBI.

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

- a. Secretarial Standards issued by the Institute of Company Secretaries of India
- b. The Listing Agreements entered into by the Company with BSE Limited



NUREN LODAYA & ASSOCIATES

COMPANY SECRETARY

(Peer Reviewed Firm)

Phone Number: 7021113226

Email: csnuren@gmail.com

Registered Address: B 403, Pranav Commercial Plaza,
MG Road, Mulund West, Mumbai 400080

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the observations noted against each legislation.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors except the Appointment of Chairman as prescribed above.

The Company has withdrawn offer, issue of Equity shares on Preferential basis (Approved in the AGM dated 17th September, 2024) vide Resolution passed in the Extra ordinary General meeting dated 31st January, 2025 due to changes in business plans and commitments.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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

For Nuren Lodaya & Associates
Practicing Company Secretary
CS Nuren Lodaya

Proprietor
M.No.60128
PCS No.24248
UDIN:
Place: Mumbai
Date:



NUREN LODAYA & ASSOCIATES

COMPANY SECRETARY

(Peer Reviewed Firm)

Phone Number: 7021113226

Email: csnuren@gmail.com

Registered Address: B 403, Pranav Commercial Plaza,
MG Road, Mulund West, Mumbai 400080

'ANNEXURE'

To,
The Members,
Fischer Medical Ventures Limited
[Formerly Known as Fischer Chemic Limited]

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these Secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the processes and practices we followed, provide a reasonable basis for our opinion.
3. I have not verified the correctness, appropriateness of financial records and books of accounts of the Company.
4. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
5. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the Company or of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Nuren Lodaya & Associates
Practicing Company Secretary
CS Nuren Lodaya

Proprietor
M.No.60128
PCS No.24248
UDIN:
Place: Mumbai
Date: