



CIN: L24100MH1988PLC343805

Reg. Office : Office No.9, K Raheja Prime Sagbaug Road,  
Marol, Andheri (East), Mumbai - 400059

info@remediumlifecare.com

+91 8433895251



**REEDIUM LIFECARE LTD.**  
(Formerly known as "Roxy Exports Limited")

To,

May 16, 2024

Listing Compliance Department  
BSE Ltd.  
P J Tower, Dalal Street,  
Fort, Mumbai- 400001

**Sub: Submission of Annual Secretarial Compliance Report for the Financial Year ended 31<sup>st</sup> March, 2024**

Dear Sir,

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Please find enclosed herewith Annual Secretarial Compliance Report for the Financial Year ended 31<sup>st</sup> March, 2024, issued by Ms. Riddhi Shah, Practicing Company Secretary, Mumbai.

Please take the enclosed Annual Secretarial Compliance Report on record.

Thanking you,

Yours faithfully,

For Remedium Lifecare Limited

Dhwani Desai  
Company Secretary & Compliance



# Riddhi Shah

CS, LLB, M.Com., DIPR

Practicing Company Secretary



## SECRETARIAL COMPLIANCE REPORT OF REMEDIUM LIFECARE LIMITED

*For The Financial Year Ended 31<sup>st</sup> March, 2024*

*[Pursuant to Circular CIR/CFD/CMD1/27/2019 dated February 08, 2019 for the purpose of Compliance with Regulation 24A of SEBI (Listing Obligations and Disclosure Retirements) Regulations, 2015]*

To,  
The Members,  
**REMIUM LIFECARE LIMITED**

**CIN of the Company: L24100MH1988PLC343805**

**Authorised Capital: Rs. 30,00,00,000 /-**

I, **Riddhi Shah**, Practicing Company Secretaries have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by REMEDIUM LIFECARE LIMITED (hereinafter referred as 'the listed entity'), having its Registered Office at having registered office at **Office No.9, K Raheja Prime, Marol Industrial Estate, Behind Ravi Vihar Hotel, Sagbaug Road, Marol, Andheri East, Marol Naka, Mumbai, Mumbai, Maharashtra, India, 400059**. Secretarial Review was conducted in a manner that provided to me a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my observations thereon.

Based on my verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that the listed entity has, during the review period covering the financial year ended on 31<sup>st</sup> March, 2024 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter

I have examined:

- a) all the documents and records made available to us and explanation provided by **REMIUM LIFECARE LIMITED** ("the listed entity")
- b) the filings/ submissions made by the listed entity to the stock exchange,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 2024 ("Review Period") in respect of compliance with the provisions of :

A/1, Kokil Kunj CHSL, M.G.X. Rd. No. 4,  
Behind Patel Nagar, Near Vora Hospital,  
Kandivali (W), Mumbai 400067

Tel. : 022-28017365  
Mob. : 9819988387 / 9082841009  
Email : [krassociates.cs@gmail.com](mailto:krassociates.cs@gmail.com)



(i) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

(ii) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

(iii) The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable to the Company during the Audit Period);**
- The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021-**(Not Applicable to the Company during the Audit Period);**
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021-**(Not Applicable to the Company during the Audit Period);**
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013-**(Not Applicable to the Company during the Audit Period);**
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- Securities and Exchange Board of India (Depositories & Participants) Regulations, 2018;
- Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009;
- Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992 &
- Securities and Exchange Board of India (Stock Brokers) Regulations, 1992 and circulars/ guidelines issued thereunder;



Based on my examination and verification of the documents and records produced to me and according to information and explanation given to me by the Company, I report that during the review period:

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

Sr. No	Compliance Requirement (Regulations/ circulars/guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc.	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Intimation of issue/information of duplicate share certificate to members/shareholders	Reg. 39 (3) of SEBI (LODR), Regulations, 2015	Delayed in filing of intimation to BSE Limited	No	No	Delayed intimation for records of four shareholders details with BSE Limited	No	The Company has filed with delayed and the same has been intimated to BSE Limited	The same has been in evidently missed	



2	Entering the details of designated person(s) i.e. KMP and Directors on their appointment under system driven disclosures i.e. NSDL portal	Regulation 7(2) of PIT Regulations as per the SEBI, vide circular no. SEBI/HO/IS D/ISD/CIR/P/2020/16 dated 8 September 09, 2020 read with SEBI/HO/IS D/ISD/CIR/P/2021/57 dated 8 June 16, 2021 and read with SEBI/HO/IS D/ISD/CIR/P/2021/61 dated 7 August 13, 2021	Delayed in entering the details of designated person(s) i.e. KMP and Directors on their appointment under system driven disclosures	No	No	Delayed	No	No records/ efforts traceable from the company side to achieve the timely compliance(s).	The same has been in evidently missed
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3.	PAN freezing of Designated Persons for closure trading window as per the PIT regulations	Circular no. SEBI/HO/ISD/ISD-SEC-4/P/CIR/2022/107 dated August 5, 2022 and SEBI/HO/ISD/ISD-PoD-2/P/CIR/2023/124 dated July 19, 2023, regarding Trading Window closure period under Clause 4 of Schedule B read with Regulation 9 of SEBI of PIT Regulations	Compliance not done	No	No	PAN freezing of designated person not punched for closure of trading window with Designated Depository NSDL for the quarter ended 30.09.2023 & 31.12.2023	NO	The Company has started this compliance from the quarter ended 31 <sup>st</sup> March, 2024 and no records/ efforts traceable from the company side to achieve the timely compliance(s) as per Circular requirements before month of January, 2024.	Due to change in compliance officer of the company and gap of period for filing of position of company secretary and compliance officer of the company the PAN freezing of Designated Persons was not done on NSDL portal
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4.	Reg. 17(1)(c) of the SEBI (LODR), Regulations, 2015,	Constitution of the Board of Directors as per Reg. 17(1)(c) of the SEBI (LODR), Regulations, 2015,	Constitution of less than six directors	No	No	Violation of regulation 17(1)(c) for period between July 31, 2023 to March 26, 2024.	No	Corporate Governance(CG) was not applicable before this period of violation and post bonus issues after CG applicability as company in top 2000 list need to have Board of Six Directors	Taken efforts for appointment of new directors and appointed on 27 <sup>th</sup> March, 2024.
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation /Circular No.	Deviations	Action Taken by	Type of Action (Advisory/Clarification/Fine/Show Warning, etc. Cause Notice/	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
					Not applicable					



Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18<sup>th</sup> October, 2019: **There were no resignation of the statutory auditors from the listed entity during the period under review and hence, the below details are not required to be provided.**

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





	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p>		
	<p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>		



3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.		
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III. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019: **Not applicable**

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/Remarks by PCS
1.	<b>Secretarial Standards:</b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI) as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	No	Partially complied
2.	<b>Adoption and timely updation of the Policies:</b>  All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity  All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI	Yes	



3.	<p><b>Maintenance and disclosures on Website:</b></p> <p>The Listed entity is maintaining a functional website</p> <p>Timely dissemination of the documents/information under a separate section on the website</p> <p>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website</p>	<p>Yes</p> <p>Yes</p> <p>N.A (as the audit period 2023-24)</p>	<p>The Regulation 27 was applicable w.e.f. 31<sup>st</sup> July, 2023 and hence the Web-links requires to be provided in annual corporate governance reports for the year 2023-24</p>
4.	<p><b>Disqualification of Director:</b></p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	<p>Yes</p>	
5.	<p><b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b></p> <p>(a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	<p>N.A.</p>	<p>The Company has no subsidiary Company</p>
6.	<p><b>Preservation of Documents:</b></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015</p>	<p>Yes</p>	
7.	<p><b>Performance Evaluation:</b></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.</p>	<p>Yes</p>	



8.	<p><b>Related Party Transactions:</b></p> <p>(a)The listed entity has obtained prior approval of Audit Committee for all Related party transactions.  (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee.</p>	NA	As during the period under review there are NIL related Party Transactions
9.	<p><b>Disclosure of events or information:</b></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	
10.	<p><b>Prohibition of Insider Trading:</b></p> <p>The listed entity is in compliance with Regulation 3(5) &amp; 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	Only delay in punching the data on NSDL portal
11.	<p><b>Actions taken by SEBI or Stock Exchange(s), if any:</b></p> <p>No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.</p>	NA	There were No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges
12.	<p><b>Additional Non-compliances, if any:</b></p> <p>No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.</p>	No	Except as mentioned in the table given separately aforesaid in I(a) this report.

**Assumptions & Limitation of scope and Review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.



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

	
<b>Riddhi Shah</b> <b>Practising Company Secretaries</b> <b>C P No.: 17035/ M.No.20168</b> <b>PR No.2037/2022</b>	<b>Place: Mumbai</b> <b>Date: 15/05/2024</b> <b>UDIN - A020168F000373609</b>