



## POLY MEDICURE LIMITED

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

Ph:- 0129-487000, Fax:91-129-2307007

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

CIN No.: L40300DL1995PLC066923

### POSTAL BALLOT NOTICE

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 (Act) read with Rule 22 of Companies (Management and Administration) Rules, 2014, to transact the following special business by the Members of Poly Medicure Limited by passing the Resolution(s) through Postal Ballot.

#### Special Business:-

#### 1. AUTHORITY TO BORROW MONEY

To consider and, if thought fit, to give assent or dissent to the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT in supersession of the earlier resolutions passed, the consent of the Company be and is hereby accorded in terms of section 180(1) (c) and other applicable provisions, if any, of the Companies Act, 2013 to the Board of Directors of the Company for borrowing from time to time as they may think fit, any sum or sums of money not exceeding **Rs. 400 crores (Four Hundred Crores 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 Rs. 400 crores (Four Hundred 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 (NRIs), Foreign Institutional Investors (FIIs) or any other person(s), body(ies) corporate, etc., whether shareholder of the Company or not.”

#### 2. SELL, LEASE, MORTGAGE OR OTHERWISE DISPOSED OF WHOLE OR SUBSTANTIALLY WHOLE OF THE UNDERTAKING OF THE COMPANY

To consider and, if thought fit, to give assent or dissent to 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), the consent of the Company be and is hereby 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 persons) 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.”

**3. SPLIT/SUB-DIVISION OF EQUITY SHARES OF THE COMPANY**

**To consider and, if thought fit, to give assent or dissent to the following resolution as a SPECIAL RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of section 61 of the Companies Act, 2013 and any other provisions of the Company Act, 2013 and provisions of the Articles of Association of the Company, Listing Agreement entered with Stock Exchange(s), Securities Contract (Regulations) and subject to the approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies, 30,000,000 (Three Crore) Equity Shares of nominal value of Rs.10/- each in the Authorised Share Capital of the Company be sub-divided into 60,000,000 (Six Crore) Equity Shares of nominal value of Rs.5/- each.

**FURTHER RESOLVED THAT** the Board of Directors of the Company (“Board”, which expression shall also include a Committee thereof) be and is hereby authorized to issue new share certificates representing the sub-divided Equity Shares with new distinctive numbers, consequent upon sub-division of Shares aforesaid and/or credit the shareholders’ account with the depositories subject to compliance with the provisions contained in this regard, and the Articles of Association of the Company and to do all acts, deeds, matters and things as may be required to be done in this regard and execute such documents, instruments and writings in this connection and also delegate all or any of the Powers vested in the Board, to any Committee thereof or to any Director(s) or the Company Secretary to give effect to the aforesaid Resolution.

**FURTHER RESOLVED** that pursuant to Section 13 and other applicable provisions, if any, of the Companies Act, 2013, the existing clause V of the Memorandum of Association of the Company be deleted and the following clause V substituted:

The Authorised Share Capital of the Company is Rs. 300,000,000 (Rupees Thirty Crore) dividend into 60,000,000 (Six Crore) Equity Shares of Rs. 5/- (Rupees Five) each”.

**For and on behalf of Board of Directors  
For Poly Medicare Limited**

**Date: 05.11.2014  
Place: New Delhi**

**Vinay Gujral  
Company Secretary**

**NOTES:**

1. The Explanatory Statement to the Special Business is attached in accordance with the provisions of section 102 of the Companies Act, 2013.
2. This Notice is being sent to the members, whose names appears in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited(NSDL) and Central depository Services (India) Limited (CDSL) on 14.11.2014.
3. According to Companies (Managment and Adminstrative) Rules, 2014, details of disptach of Notice and Postal Ballot Paper to the members will be published in one (1) English and one (1) Vernacular language newspaper circulating in the state in which the Registered Office of the Company is situated.
4. The Company is pleased to offer the option of e-voting facility to all the members. For the said purpose, the Company has entered into an agreement with Central Depository Services (India) Limited(CDSL) for facilitating e-voting. The members who wish to vote by Postal Ballot Form (instead of e-voting) can download Postal Ballot from [www.evotingindia.com](http://www.evotingindia.com) or [www.polymedicure.com](http://www.polymedicure.com).

**E-Voting Instructions:-**

(i) The voting period begins on Friday the 5<sup>th</sup> December, 2014 at 9.00 A.M and will close on Saturday, the 3<sup>rd</sup> January, 2015 at 5.30 P.M. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 14<sup>th</sup> November, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

(iii) Click on Shareholders.

(iv) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>Please enter the DOB or Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

(viii) After entering these details appropriately click on "SUBMIT"

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach "Password Creation" menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by demat holders for voting for resolution of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For members holding shares in physical form, the details can be used for e-voting on the resolutions contained in this Notice.

(xi) Click on EVSN for the relevant (Company Name) on which you choose to vote.

(xii) On the voting page you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option "YES or NO" as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting resolution you have decided to vote on, click on "SUBMIT". A confirmation box will displayed. If you wish to confirm your vote, click on "OK" else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on resolution, you will not allowed to modify your vote.

(xvi) If Demat account holder has forgotten the same password then Enter the Use ID and the image verification code and click on Forget Password & enter the details as promoted by the system.

(xvii) Note for Non-Individual Shareholders and Custodians.

- Non-Individual Shareholders (i.e other than Individual, HUF, NRI etc.) and custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates and Custodians respectively.
- A scanned copy of the Registration form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details they have to create compliance user using the admin login and password. The compliance user would be able to link the depository account (s)/Folio No on which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xviii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions( "FAQ") and email voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

5. Documents specifically stated in explanatory statement are open for inspection at the Registered office of the Company between 2.00 P.M to 5.00 P.M on all working days (except Saturdays, Sundays & Public holidays) up to the date of announcement of results of Postal Ballot.

#### **Annexure to the Notice**

#### **STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**

#### **ITEM NO. 1**

On 7<sup>th</sup> September, 2010 members of the Company by way of an Ordinary Resolution passed at the Annual General Meeting and accorded their consent to the Board of Directors to borrow funds from time to time any sum or sums of money on such terms and



conditions and with or without security as the Board of Directors may think fit which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) provided that the total amount of money borrowed by the Board shall not at any time exceed the limit of Rs. 300/- Crores (Rupees Three Hundred Crore).

Consequent to the promulgation of Section 180 of the Companies Act, 2013 the approval accorded by the members through earlier resolution, has ceased to be effective. Therefore, fresh consent of the Company is required by way of a Special Resolution to borrow funds in excess of the paid up capital and free reserves of the company and to create security for the same. The Company intends to borrow from time to time any sum of moneys which along with sums already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed the aforesaid limit but not exceeding Rs. 400/- Crore (Rupees Four Hundred Crore).

The Board recommends the resolution set out in the accompanying Notice.

None of the Directors, Key Managerial Personnel and their relative(s), are concerned or interested in the resolution except to the extent of their shareholding in the company, if any.

#### **ITEM NO. 2**

Pursuant to section 180 (1) (a) and other applicable provisions of the Companies Act, 2013, the Company can dispose off its undertaking/property/assets through sale or lease or provide security of its assets for repayment of loan or otherwise only with the approval of members accorded by way of Special Resolution..

The Company may sell, lease, dispose off/create charge and/or mortgage all or any of the immovable and / or movable properties and / or undertaking of the Company wheresoever situated, present & future and the whole of the undertaking of the Company in favour of any other person/Bank/Financial Institution/NBFC's or otherwise, to secure the repayment of funds/credit facilities availed or to be availed by the Company, for a sum of money not exceeding Rs. 400/- Crores (Rupees Four Hundred Crore).

The Board recommends the resolution set out in the accompanying Notice.

None of the Directors, Key Managerial Personnel and their relative(s), are concerned or interested in the resolution except to the extent of their shareholding in the company, if any.

#### **ITEM NO. 3**

The existing Authorised Capital of the Company is Rs. 300,000,000/- (Rupees Thirty Crore) divided into 30,000,000 (Three Crore) Equity Shares of the Company of Rs.10/- (Rupees Ten) each. The Shareholders are aware that the better performance of the Company has reflected in the market price of the Shares which has led to substantial creation of shareholders value.

Though the market value of Equity Shares of the Company witnessed significant spurt over the last few years, the volumes have been very low. One of the reasons for such low volume is liquidity position of the Equity Shares in the Stock Market. In order to improve the liquidity of the Company's Shares in the Stock Market, facilitate the retail participation, ensure wider distribution and to make it more affordable for the individual investors to invest in the Shares of the Company, the Board of Directors of the Company at its meeting held on 5<sup>th</sup> November, 2014, considered it prudent to sub-divide the nominal value of the Equity Shares of the Company. The sub-division would ultimately result into enhancing the shareholder base.

Shareholders may note that presently the nominal value of the Equity Share is Rs. 10/- and consequent upon sub-division shall be divided into 2 (Two) Equity Shares of Rs. 5/- each. The date on which this sub-division would become effective will be notified through the Stock Exchange(s).

In view of the sub-division, the existing Clause V in the Memorandum of Association of the Company consequently needs to be amended to give effect to the proposal.

The Shareholders will receive two new equity shares of Rs. 5/- each for every existing equity share of Rs. 10/-each without any act on his/her part.

The Board recommends the Resolution set out in the accompanying Notice.

None of the Directors, Key Managerial Personnel and their relative(s), are concerned or interested in the resolution except to the extent of their shareholding in the company, if any.



## POLY MEDICURE LIMITED

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CIN No.: L40300DL1995PLC066923

### POSTAL BALLOT FORM

Ballot No.

1.	Name of Shareholder (Sole / First) in block letters	
2.	Registered Address of the sole/first named Shareholder	
3.	Registered folio No./DP ID No./Client ID No.(Applicable to investors Holding Shares in dematerialized form)	
4.	Number of Shares held	
5.	Name of joint holders, if any) (in block letters)	
6.	I/We hereby exercise my/our vote in respect of the <b>Resolution(s)</b> to be passed through Postal Ballot for the business stated in the Notice dated 05 <sup>th</sup> November, 2014 by sending my/our assent or dissent to the said Resolution by placing the tick (✓) mark at the appropriate box below.	

Item	No. of Shares	Please tick (✓) in the appropriate box below	
		I/We assent to the Resolution	I/We dissent to the Resolution
<b>Special Resolution</b> under section 180 (1) (c ) of the Companies Act, 2013, for Authority to Borrow Money.			
<b>Special Resolution</b> under section 180(1) (a) of the Companies Act, 2013 for sell, lease, mortgage or otherwise dispose of the property and / or undertaking of the Company.			
<b>Special Resolution</b> for Split/Sub Division of equity shares of the Company			

Date:

Place:

Signature of the Shareholder

EVSN (E-Voting Sequence No.)	USER ID	PAN

**Note:** please read carefully the instructions printed overleaf before exercising your vote.

**NOTES/INSTRUCTIONS:**

1. Pursuant to the provisions of section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, assent/dissent of the shareholders in respect of the resolution contained in the Notice dated 5<sup>th</sup> November, 2014 being taken through postal ballot/e-voting.
2. Under the green initiative of Ministry of Corporate Affairs, Postal Ballot is being sent to the members, who have registered their e-mail with the Company/RTA through e-mail and to do all other members by Post along with Postal Ballot Form.
3. The Board of Directors has appointed Mr. B.K Sethi, Practicing Company Secretary, as Scrutinizer for supervising the entire Postal Ballot process in a fair and transparent manner.
4. The notice of Postal Ballot/e-voting is being sent to the members, whose names appear in the register of member as on 14<sup>th</sup> November, 2014 and members whose names appear as beneficiaries in the records of depositories. A member holding shares shall have one vote per share as shown against his holding. Voting rights shall be reckoned on the paid up value of shares registered in the name of Shareholder as on 14<sup>th</sup> November 2014
5. The statement as required under section 102 of the Companies Act, 2013 setting out all material facts concerning the aforesaid business is annexed.
6. The Scrutinizer will submit his final report as soon as possible but not later than seven days of closing of voting to Managing Director / Director or person authorized by Managing Director / Director of the Company. The Result of the Postal Ballot will be announced by Managing Director / Director or by person authorized as aforesaid, on Saturday the 10<sup>th</sup> January, 2014 at the Registered Office of the Company and will be displayed on the Company's website: [www.polymedicure.com](http://www.polymedicure.com). The Result of the Postal Ballot will be communicated to Stock Exchanges(s) where the shares of the Company are listed.
7. The Notice is also being displayed on the website of the Company [www.polymedicure.com](http://www.polymedicure.com)
8. The members can opt for only one mode of voting i.e through Postal Ballot or e-voting. If the member decides to vote through Postal ballot they are advised not to vote through e-voting and vice-versa. In case of voting by both the modes, voting through a valid e-voting will be considered and counted and through Physical Postal Ballot Form of such member will be treated as invalid.
9. There will be one Postal Ballot Form/E-voting for every folio/client id irrespective of the number of joint holders.
10. Voting rights in the Postal Ballot/E-voting cannot be exercised by a proxy.
11. The scrutinizer's decision on the validity of a Postal Ballot/E-voting will be final.

**Voting in Physical Form:**

12. A member desiring to exercise voting rights by Postal ballot may complete the Postal Ballot Forms and send it in the attached self addressed Envelops, so as to reach the Scrutinizer not later than close of working hours on 5.30 P.M on 3<sup>rd</sup> January, 2015. The Postal Ballot Forms received after this date will be treated as if the reply from member has not been received. However envelops containing Postal Ballot Form, if sent by courier or by registered post or by speed post at the expenses of the registered member will also be accepted. The Postal Ballot form(s) may also be deposited personally.
13. The votes should be cast either in favour or against the resolution by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing tick (✓) mark in both the column will render the Form invalid.
14. Please convey your assent/dissent in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
15. The Postal Ballot Form should be completed and signed by the sole/first named member. In the absence of the first named member in a joint holding the Form may be completed and signed by the next named member, however where the Form is sent separately by the first named member and the joint holder(s), the vote of the first named member would be valid.
16. In case of shares held by companies, trusts, societies etc, the duly completed postal ballot form should be accompanied by a certified true copy of the Board Resolution/authority letter with signature's of authorised signatory(ies) duly attested.
17. Incomplete, unsigned or incorrectly filled Postal Ballot Forms will be liable to rejection by the Scrutinizer.
18. Members are requested to fill the Postal Ballot form in indelible ink and not in any erasable writing mode.
19. Members are requested not to send any other matter along with the Postal Ballot Form in the enclosed postage pre-paid self addressed reply envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
20. A member may send their request to Share Transfer Agent (**Mas Services Ltd.**, Regd. Office: T-34, 2<sup>nd</sup> Floor, Okhla Industrial Area, Ph-II, New Delhi – 110020, Email: [info@masserv.com](mailto:info@masserv.com)) for issuance of duplicate Postal Ballot Form, if so required. However the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified in point no. 12 above.