

**POSTAL BALLOT FORM**

(Please read the instructions printed overleaf before completing this form)

**Serial No**

1. Name & Address of the Sole/ First named Member/Beneficial Owner as registered with the Company :
2. Name(s) of the joint Member(s), if any, registered with the Company :
3. Registered Folio No./ DPID No.\* & Client ID No.\* :  
(\*Applicable to investors holding shares in electronic form)
4. Number of shares held :
5. I/We hereby exercise my/our vote in respect of the **Resolution(s)** to be passed through Postal Ballot for the business stated in the Notice dated 06<sup>th</sup> February, 2017 by sending my/our assent or dissent to the said Resolution by placing the tick (✓) mark at the appropriate box below.

Item No.	Description	No. of Shares	I / We assent to the Resolution (For)	I / We dissent to the Resolution (Against)
1.	Special Resolution to increase Authorised Share Capital of the Company from ₹ 30,00,00,000 (Rupees Thirty Crores only) divided into 6,00,00,000 (Six Crores) equity shares of ₹ 5 (Rupees Five only) each to ₹ 60,00,00,000 (Rupees Sixty Crores only) divided into 12,00,00,000 (Twelve Crores) equity shares of ₹ 5 (Rupees Five only) each and the consequent alteration in clause V of the Memorandum of Association of the Company.			
2.	Ordinary Resolution to issue Bonus Shares in the proportion of One Equity share for every One Equity Share held by the members through Capitalization of Securities Premium Account and General Reserve.			

Place :

Date :

(Signature of the Shareholder/Beneficial Owner)

**ELECTRONIC VOTING PARTICULARS**

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN

**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, assent/dissent of the shareholders in respect of the resolution contained in the Notice dated 6<sup>th</sup> February, 2017 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 alongwith 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 3<sup>rd</sup> February, 2017 and members whose names appear as beneficiaries in the records of depositaries. A member holding shares shall have one vote per share as shown against his holding.
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 the Managing Director or any Director/officer authorised by the Board.
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 14<sup>th</sup> March, 2017. The Postal Ballot Forms received after this date will be treated as if the reply from member has not been received. However envelopes 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 link 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 request for a 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.

### **E-Voting Instructions**

- I. **In case of Members receiving e-mail from NSDL (For those members whose e-mail addresses are registered with Company/Depositaries):**
  - a. Open e-mail and open PDF file viz."PML-remote e-Voting.pdf" with your client ID or Folio No. as password containing your user ID and password for remote e-voting. Please note that the password is an initial password.
  - b. Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>.
  - c. Click on Shareholder-Login.
  - d. Put user ID and password as initial password noted in step (i) above. Click Login.
  - e. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - f. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
  - g. Select "EVEN" of "Poly Medicure Limited".
  - h. Now you are ready for remote e-voting as Cast Vote page opens.
  - i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - j. Upon confirmation, the message "Vote cast successfully" will be displayed.
  - k. Once you have voted on the resolution, you will not be allowed to modify your vote.
  - l. 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [sethibk.100@gmail.com](mailto:sethibk.100@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- II. **In case of Members receiving Physical copy of Notice of postal Ballot (for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy)**
  - a. Initial password is provided in the box overleaf.
  - b. Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote.
  - c. A Member desiring to exercise his/her vote by Postal Ballot Form should complete this Postal Ballot form no other form or photocopy thereof is permitted, sign and send in the enclosed self-addressed postage pre-paid envelope.
  - d. The Postal Ballot form should be completed and signed by the Members. In the case of joint share holding, this form should be completed and signed by the first named Member and in his absence, by the next named Member (s). Unsigned Postal Ballot forms will be rejected. The signature on the Postal Ballot Form must tally with the specimen signature registered with the Company.
  - e. The votes should be cast either in favour or against the resolution by putting the tick (✓) mark provided for assent or dissent. Postal Ballot Form bearing (✓) mark in both the columns will render the form invalid.
  - f. Incomplete, unsigned or incorrectly filled postal ballot form will be rejected.
  - g. Where the Postal Ballot Form has been signed by an Authorized Representative of a body corporate, a certified copy of the relevant authorizations to vote on the Postal Ballot should accompany the Postal Ballot Form. A member may sign the Form through an Attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the Postal Ballot Form.
  - h. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than 5 p.m. on Tuesday, March 14, 2017. Any Postal Ballot Form received after this time and date will be treated as if the reply from the Member has not been received.
  - l. A Member may request for a duplicate Postal Ballot Form, if so required. However the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the time and date specified at Item No. h above.
- III. **General**
  - A. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsd.com](http://www.evoting.nsd.com) or call on toll free no.: 1800-222-990.
  - B. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
  - C. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
  - D. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 3<sup>rd</sup> February, 2017.
  - E. The Company has appointed Mr. B. K. Sethi, Practicing Company Secretary (FCS No. 853, CP-913) as the Scrutinizer for conducting the e-voting process in fair and transparent manner.
  - F. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.polymedicure.com](http://www.polymedicure.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges i.e. BSE and NSE.

**NOTICE OF POSTAL BALLOT**

**Dear Members:**

**NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013.**

NOTICE is hereby given pursuant to the provisions of Section 110 of the Companies Act, 2013 ("Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, and other applicable laws and regulations, to the shareholders of POLY MEDICURE LIMITED that it is proposed to transact the following businesses by the shareholders of the Company by passing the resolutions through Postal Ballot or E-Voting:

You are requested to carefully read the instructions printed on the Form and return the same duly completed, in the attached self addressed business reply envelope (postage will be borne and paid by the Company) so as to reach the Scrutinizer on or before the close of working hours, i.e., 5.00 P.M. on 14.03.2017. On completion of scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman of the Company. The Results of the Postal Ballot will be announced by the Chairman of the Company, Mr. D. R. Mehta, or in his absence, by Mr. Himanshu Baid, Managing Director, or in his absence, by Mr. Rishi Baid, Executive Director at 5.00 P.M. on 16.03.2017, at the Registered Office of the Company.

The members are requested to consider the following Resolution:

**Resolution No. 1**

**Increase in the Authorized Share Capital of the Company and consequent alteration in the Memorandum of Association of the Company.**

**To consider and, if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION**

"**RESOLVED** that pursuant to the provisions of Sections 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Articles of Association of the Company and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the members of the Company be and is hereby granted for increase in the Authorized Share Capital of the Company from ₹ 30,00,00,000 (Rupees Thirty Crores only) divided into 6,00,00,000 (Six Crores) equity shares of ₹ 5 (Rupees Five only) each to ₹ 60,00,00,000 (Rupees Sixty Crores only) divided into 12,00,00,000 (Twelve Crores) equity shares of ₹ 5 (Rupees Five only) each and that the existing Clause V of the Memorandum of Association of the Company be replaced with the following new Clause V :

*V. The Authorized Share Capital of the Company is ₹ 60,00,00,000 (Rupees Sixty Crores only) divided into 12,00,00,000 (Twelve Crores) equity shares of ₹ 5 (Rupees Five only) each."*

"**RESOLVED FURTHER** that for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any committee constituted by the Board or any person(s) authorized by the Board in this regard) be and is hereby authorised to do all such acts, deeds, matters and things including but not limited to filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto."

**Resolution No. 2**

**Capitalisation of Reserves for Issue of Bonus Shares**

**To consider and, if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION**

"**RESOLVED** that pursuant to Article 125 of the Articles of Association of the Company and Section 63 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Foreign Exchange Management Act, 1999, and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Securities & Exchange Board of India (Disclosure and Investor Protection) Guidelines, 2000, other applicable statutes, the Articles of Association of the Company, and subject to such approvals, consents, permissions and/or sanctions as may be required from the appropriate authorities, institutions or bodies (hereinafter collectively referred to as the "Concerned Authorities") and subject to fulfillment of such conditions, if any, as may be required to be fulfilled in obtaining, or as may be stipulated by the Concerned Authorities from time to time in granting, any such approvals, consents, permissions or sanctions, the consent of the members of the Company be and is hereby accorded for capitalization of the amount standing to the credit of Securities Premium Account and General Reserve of the Company, as may be considered necessary by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any committee constituted by the Board or any person(s) authorized by the Board in this regard), for the purpose of issue of fully paid up bonus shares of ₹ 5 (Rupees Five only) each in the proportion of one equity share for every one equity share held by the members of the Company whose names appear in the Register of Members maintained by the Company/List of Beneficial Owners of the Depository as on the record date to be fixed by the Board in this regard."

"**RESOLVED FURTHER** that all such new shares as and when issued shall be subject to the Memorandum and Articles of Association of the Company and shall rank *pari passu* with the existing Equity Shares of the Company in all respects."

"**RESOLVED FURTHER** that no allotment letters shall be issued to the allottees of the bonus shares and that the certificate(s) in respect of the bonus shares shall be issued and thereafter dispatched to the allottees thereof within the period prescribed or that may be prescribed in this regard, from time to time, except in respect of those allottees holding shares in dematerialized form whose shares shall be credited to their respective demat accounts."

"**RESOLVED FURTHER** that the issue and allotment of the said bonus shares to the extent that relate to Non-Resident Indians, Foreign Nationals, Foreign Corporate Bodies (including erstwhile Overseas Corporate Bodies) and other foreign investors of the Company, will be subject to the approval of the Reserve Bank of India or any other regulatory authority, as may be required."

"**RESOLVED FURTHER** that for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as may be required and as it may in its sole and absolute discretion deem necessary, expedient or incidental in regard to issue of bonus shares, filing of any documents with the Securities and Exchange Board of India, Stock Exchanges where the shares of the Company are listed, Depositories, Ministry of Corporate Affairs and/ or Concerned Authorities, applying and seeking necessary listing approvals from the Stock Exchanges, and to settle any question, difficulty or doubt that may arise in regard thereto."

**By Order of the Board  
For Poly Medicure Limited  
sd/-  
Avinash Chandra  
Company Secretary**

**Date : 06.02.2017  
Place : New Delhi**

**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. Pursuant to the provisions of Section 110 of the Act read with the Companies (Management and Administration) Rules, 2014, a company is mandatorily required to, in case of certain prescribed items of special business and has an option to in case of other items of special business, seek the approval of the shareholders through Postal Ballot, instead of getting it passed at a General Meeting. Accordingly, your approval is sought for the resolutions contained in this Notice through Postal Ballot.
3. As per Section 110 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Notice of the Postal Ballot may be served on the members through electronic means. Members who have registered their e-mail IDs with the depositories or with the Company are being sent this Notice of Postal Ballot by e-mail and the members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with the Postal Ballot Form by post.
4. The Postal Ballot Notice is being sent to all the shareholders whose names appear on the Register of Members/list of Beneficial Owners, as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as at close of business hours on February 3, 2017.
5. A Postal Ballot Form and a postage prepaid self-addressed business reply envelope are attached to this Notice. The self-addressed envelope bears the address to which duly completed Postal Ballot Form is to be sent.
6. In compliance with the provisions of Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility as an alternate, for its shareholders to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. Details of e-voting facility are specified under instructions to the Postal Ballot Form.
7. The shareholders who do not receive the Postal Ballot Form may apply to the Company at investorcare@polymedicure.com or write to "Poly Medicare Limited, 232-B, 3rd Floor, Okhla Industrial Estate, Phase-III, New Delhi - 110020" for receiving the duplicate thereof.
8. The members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and record their assent (for) or dissent (against) to the items so listed, by returning the same duly completed and signed in the attached postage pre-paid self-addressed envelope. Postal Ballot Form(s), if sent by courier or registered/speed post at the expense of the Shareholder(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon. The duly completed Postal Ballot Form(s) should reach the Scrutinizer on or before the closing of working hours of March 14, 2017, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Shareholder(s). Unsigned Postal Ballot Form(s) will be rejected.
9. The Scrutinizer will submit his final report to the Chairman as soon as possible after the last date of receipt for Postal Ballot Forms but not later than the close of working hours of March 16, 2017.
10. The results of the voting by Postal Ballot will be declared at the registered office of the Company at 232-B, 3rd Floor, Okhla Industrial Estate, Phase- III, New Delhi - 110020 at 5.00 P.M. (IST) on March 16, 2017. The shareholders, who wish to be present at the time of declaration of the results, may do so at the said venue. The results will also be posted on the website of the Company www.polymedicure.com and intimated to the Stock Exchanges on which the shares of the Company are listed. The results of the Postal Ballot shall be published in the newspapers. The date of declaration of postal ballot results will be taken as the date of passing the resolutions.
11. The Notice of Postal Ballot is also placed on the website of the Company www.polymedicure.com
12. According to Companies (Management and Administrative) Rules, 2014, details of dispatch 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.
14. 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 National Securities Depository Limited(NSDL) 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 or www.polymedicure.com.

**Annexure to the Notice**

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

**Item No. 1 and 2**

The equity shares of your Company are listed and actively traded on National Stock Exchange of India Limited and BSE Limited. With a view to encouraging the participation of small investors by making equity shares of the Company affordable, increasing the liquidity of the equity shares and to expand the retail shareholders' base, the Board of Directors in its meeting held on 6th February, 2017 considered, approved and recommended a bonus issue of one equity share for every one equity share held as on the 'record date' to be determined by the Board by capitalizing the amount standing to the credit of Securities Premium Account and General Reserves of the Company.

The current Authorized Share Capital of your Company is ₹ 30,00,00,000 (Rupees Thirty Crores only) divided into 6,00,00,000 (Six Crores) equity shares of ₹ 5 (Rupees Five only) each. The issue of bonus shares as aforesaid would require increase in the Authorized Share Capital of the Company and consequential alteration to the existing Clause V of the Memorandum of Association of the Company. The Board of Directors in its meeting held on 6th February, 2017 has proposed to increase the Authorized Share Capital to ₹ 60,00,00,000 (Rupees Sixty Crores only) divided into 12,00,00,000 (Twelve Crores only) equity shares of ₹ 5 (Rupees Five only) each.

It is proposed to authorize the Board to take all necessary actions and to complete all the regulatory formalities in this regard.

Pursuant to the provisions of Sections 13, 61 and 63 and other applicable provisions of the Companies Act, 2013, the increase in the Authorized Share Capital, alteration of the Capital Clause of the Memorandum of Association and issue of bonus shares of the Company require approval of the members. Further, in terms of the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the approval of the members may be taken through Postal Ballot instead of transacting such businesses at a General Meeting.

Accordingly, the Board recommends the resolution set forth in Item No. 1 to be passed as a Special Resolution and Item No. 2 to be passed as an Ordinary Resolution by the members through Postal Ballot.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolutions set forth in Item No. 1 and 2 of this Notice.

**By Order of the Board  
For Poly Medicare Limited  
sd/-  
Avinash Chandra  
Company Secretary**

**Date : 06.02.2017  
Place : New Delhi**