

NOTICE

Notice is hereby given that the 19th Annual General Meeting (AGM) of the Members of “**Poly Medicare Limited**” will be held on Tuesday, the 23rd September, 2014 at 10:00 am at Bipin Chandra Pal Memorial Bhavan, A-81, Chittranjan Park, New Delhi- 110019, to transact the following business:

Ordinary Business

1. To receive, consider and adopt
 - the Audited Financial Statement of the Company for the Financial Year ended 31st March, 2014, the reports of the Board of Directors and Auditors thereon;
 - the Audited Consolidated Financial Statement of the Company for the Financial Year ended 31st March, 2014.
2. To declare dividend on Equity Shares for the Financial Year ended 31st March, 2014.
3. To appoint a Director in place of Shri Jugal Kishore Baid (DIN: 00077347) who retires by rotation at this Annual General Meeting and being eligible has offers himself for re-appointment.
4. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Pursuant to Section 139 and other applicable provisions of the Companies Act, 2013, and the rules made there under, the retiring Auditors, M/s Doogar & Associates, Chartered Accountants (Firm Registration No. 000561N), be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 24th Annual General Meeting of the Company, subject to ratification by shareholders at each Annual General Meeting to be held thereafter, at such remuneration as may be fixed by the Board of Directors of the Company, for the Financial Year 2014-15.”

Special Business

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Smt. Mukulika Baid (DIN: 02900103), who was appointed as an Additional Director of the Company by the Board of Directors on 30th July, 2014

and who holds office pursuant to Section 160 of the Companies Act, 2013 up to the date of ensuing Annual General Meeting, and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of a director, be and is hereby appointed as a director of the Company, liable to retire by rotation.”

6. To appoint Shri Devendra Raj Mehta (DIN: 01067895) as an Independent Director and in this regard to consider if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary 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 Clause 49 of the Listing Agreement, Shri Devendra Raj Mehta (DIN: 01067895), who was appointed as a director liable to retire by rotation 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, be and is hereby appointed as an Independent Director of the Company, to hold office for 5 (Five) consecutive years for a term up to the conclusion of 24th Annual General Meeting of the Company.”

7. To appoint Shri Prakash Chand Surana (DIN: 00361485) as an Independent Director and in this regard to consider if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary 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 Clause 49 of the Listing Agreement, Shri Prakash Chand Surana (DIN 00361485), who was appointed as a director liable to retire by rotation 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, be and is hereby appointed as an Independent Director of the Company, to hold office for 5 (Five) consecutive years for a term up to the conclusion of 24th Annual General Meeting of the Company.”

8. To appoint Dr. Shailendra Raj Mehta (DIN: 02132246) as an Independent Director and in this regard to consider if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary 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 Clause 49 of the Listing Agreement, Dr. Shailendra Raj Mehta (DIN: 02132246), who was appointed as a director liable to retire by rotation 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, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years for a term up to the conclusion of 24th Annual General Meeting of the Company.”

9. To appoint Shri Yeshwant Singh Choudhary (DIN: 00006906) as an Independent Director and in this regard to consider if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary 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 Clause 49 of the Listing Agreement, Shri Yeshwant Singh Choudhary (DIN 00006906), who was appointed as a director liable to retire by rotation 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, be and is hereby appointed as an Independent Director of the Company, to hold office for 5 (Five) consecutive years for a term up to the conclusion of 24th Annual General Meeting of the Company.”

10. To appoint Dr. Sohan Raj Mohnot (DIN: 00006889) as an Independent Director and in this regard to consider if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary 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 Clause 49 of the Listing Agreement, Dr. Sohan Raj Mohnot (DIN 00006889), who was appointed as a director liable to retire by rotation 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 the director, be and is hereby appointed as an Independent Director of the Company, to hold office for 5 (Five) consecutive years for a term up to the conclusion of 24th Annual General Meeting of the Company.”

11. To re-appoint Shri Himanshu Baid (DIN: 00014008) as Managing Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“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), approval of the Company be and is hereby accorded to the re-appointment of Shri Himanshu Baid (DIN: 00014008) as Managing Director of the Company, for a period of 5 (Five) years with effect from 01st August, 2014 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 Himanshu Baid, 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.”

12. To re-appoint Shri Rishi Baid (DIN: 00048585) as Executive Director and in this regard to consider and if thought fit to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**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), approval of the Company be and is hereby accorded to the re-appointment of Shri Rishi Baid (DIN: 00048585) as Executive Director of the Company, for a period of 5 (Five) years with effect from 01st August, 2014 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 be deemed fit and as may be acceptable to Shri Rishi Baid, 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.”

13. To approve payment of remuneration to Non-Executive Directors 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 Sections 197, 198 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remunerations of Managerial Personnel) Rules, 2014, (Including any statutory modification(s) or re-enactment thereof for the time being in force), the Non-Executive directors of the Company (i.e. directors other than the Managing Director and/or Executive Director) be paid, remuneration, in addition to sitting fees for

attending the meetings of the Board of Directors or committees thereof, as the Board of Directors may from time to time determine, not exceeding ₹ 7,50,000/- p.a. to each of the Non-Executive Directors of the Company with effect from the Financial Year 2014-2015, subject to overall ceiling of 1% of the net profits of the Company for each Financial Year, as computed in the manner laid down in section 198 of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company (including Nomination & Remuneration Committee) be and is hereby authorized to do all such act(s) and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

14. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the Provisions of Section 148 and all other applicable provisions of Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditors viz. M/s Jai Prakash & Co., Cost Accountants appointed by the Board of Directors to conduct the audit of cost records of the Company, for the Financial Year ending 31st March, 2015, be paid a remuneration of ₹ 40,000 plus service tax, as applicable.

RESOLVED FURTHER THAT the Board of Directors of the Company 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.”

15. To consider and if thought fit, to pass with or without any modification the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** in pursuance of Section 188 of the Companies Act, 2013 and any other applicable provisions, if any, and rules made there under, from the time being in force, the consent of the company be and is hereby accorded for entering into a Job Work Contract as mention below:

- a. **Name of the Related Party and relationship:** M/s Vitromed Healthcare, Jaipur, the partnership firm.
- Shri Jugal Kishore Baid and Shri Rishi Baid, directors of the company are also partner in the firm and Shri Vishal Baid, partner of the firm is the relative of directors of the company.

- Smt. Mukulika Baid and Shri Himanshu Baid, directors of the company are also relatives of the partners of the firm.
 - M/s Polycure Martech Limited a partner of the firm in which directors of the company and their relatives are the members.
 - b. **Duration & Particulars of the Contract:** 3 (Three) Years with effect from 1st April, 2015.
 - c. **Material Term(s) of the Contract or arrangement(s) including the value:** The Company agrees to outsource the manufacture of some of the Medical Devices and their components from M/s Vitromed Healthcare (the firm) and the firm agrees to manufacture the same on job work basis. The maximum amount of the contract shall be ₹ 50 corers per annum.
 - d. **Any Advance paid or received for the contract or arrangement, if any:** Nil
 - e. **Manner of determining the pricing and other commercial terms both included as part of the Contract:** All proposed transactions would be carried out as part of the business requirements of the company and are to be on arm's length basis. Further the company also subject to transfer pricing norms prevalent in the country.
 - f. **Whether all other factors relevant to the contract have been considered:** All factors have been considered.
 - g. **Any other information:** Nil"
16. To consider and if thought fit, to pass with or without any modification the following Resolution as a **Special Resolution:**

"RESOLVED THAT in pursuance of Section 188 of the Companies Act, 2013 and any other applicable provisions, if any, and rules made there under, from the time being in force, the consent of the company be and is hereby accorded for sale of goods and materials as mention below:

- a. **Name of the Related Party and relationship:** M/s Ultra for Medical Products, Egypt.
Joint venture in which the company has 23% shareholding and Shri Himanshu Baid and Shri Rishi Baid, directors of the Company are also directors in Joint Venture.

- b. **Duration & Particulars of the Contract:** 2 (Two) Years i.e. FY 2014-15 and 2015-16.
- c. **Material Term(s) of the Contract or arrangement(s) including the value:** The Company agrees to sell goods and materials, for the maximum amount of ₹ 20 corers per annum.
- d. **Any Advance paid or received for the contract or arrangement, if any:** Nil
- e. **Manner of determining the pricing and other commercial terms both included as part of the Contract:** All proposed transactions would be carried out as part of the business requirements of the company and are to be on arm's length basis. Further the company also subject to transfer pricing norms prevalent in the country.
- f. **Whether all other factors relevant to the contract have been considered:** All factors have been considered.
- g. **Any other information:** Nil"

By order of the Board of Directors

Sonia Singh
Company Secretary

Date 30th July, 2014

Registered Office:

First Floor, 12, Sant Nagar, East of Kailash,
New Delhi -110065.

CIN: L40300DL1995PLC066923

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 19th ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING THE MEETING.**
2. **A PERSON SHALL ACT AS PROXY ON BEHALF OF MEMBERS UPTO AND NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER.**
3. Proxies submitted on behalf of Companies, Societies etc., must be supported by an appropriate resolution / authorization, as applicable.
4. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Explanatory Statement pursuant to section 102 of the Companies Act, 2013 forms part of this Notice.
6. The Register of Members and Share Transfer books of the Company will remain closed from Wednesday, 17th September, 2014 to Tuesday, 23rd September, 2014, (both days inclusive) for the purpose of payment of dividend, if any, approved by the members.
7. The dividend, if declared at the ensuing Annual general meeting, would be paid/dispatched on or after 24th September 2014 to those persons or their mandates:
 - a. whose names appear as beneficial owners as at the end of the business hours on 16th September 2014 in the list of beneficial owners to be furnished by National Securities Depository Ltd. (NSDL) and the Central Depository Services (India) Limited (CDSL) in respect of shares held in electronic mode, and
 - b. whose names appear as Members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company / its Registrar and Transfer Agents on or before 16th September, 2014.
8. Equity shares that may be allotted upon exercise of stock options granted under the Employee Stock Option Scheme – 2011 (as amended) before the book closure date shall rank pari passu with the existing equity shares and shall also be entitled to receive the dividend, if approved at the meeting.
9. Pursuant to the provisions of the Companies Act 1956, the unpaid / unclaimed dividend for the financial year 2005-06 has been transferred by the Company to the “Investor Education and Protection Fund”(IEPF) established by the Central Government.
10. Pursuant to the provisions of the Companies Act 1956, as amended, dividend for the Financial Year 2006-07 and the dividend for the subsequent years, which remains unpaid or unclaimed for a period of 7 years will be transferred to IEPF. Members who have so far not encashed the dividend warrant(s) For the Financial year 2006-07 are requested to make their claim to the company / Registrar and Transfer Agents on or before 5th September, 2014, failing which the unpaid / unclaimed amount will be transferred to the IEPF. It may also be noted that once the unpaid / unclaimed dividend transferred to the IEPF as above, no claim shall lie against the company or the IEPF in respect thereof and the members would lose their right to claim such dividend.
11. Members are requested to:
 - a. intimate to the Company’s Registrar and Transfer Agents, changes, if any, in their registered addresses at an early date, in case of Shares held in physical form,
 - b. intimate to the respective Depository Participant, changes, if any, in their registered addresses at an early date, in case of Shares held in dematerialised form,
 - c. quote their folio numbers/Client ID/DP ID in all correspondence, and
 - d. consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names.
12. To avoid fraudulent transactions, the identity/ signature of the members holding shares in electronic/ demat form is verified with the specimen signature furnished by the NSDL/ CDSL and that of members holding shares in physical form is verified as per the records of the Registrar and Transfer agents of the Company (viz. Mas Services Limited). Members are requested to keep the same updated.

13. In terms of circulars issued by Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a copy of PAN card to the Company or its RTA in the following cases viz. transfer of shares, deletion of name, transmission of shares and transposition of shares.
14. In terms of Section 101 & 136 of the Companies Act, 2013 read with together with the rules made there under, the listed companies may send the Notice of the Annual General Meeting and the Annual Report, including Financial Statements, Board Report etc. or any other communication by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members who have registered their email ids with their respective depository participants or with the registrar and transfer agents of the Company.
15. Members are requested to support this Green Initiative by registering/updating their e-mail addresses with the Depository Participant (in case of Shares held in dematerialised form) or with Registrar and transfer agent (in case of Shares held in physical form).
16. The Company has been maintaining, inter-alia, the following statutory registers at its Registered Office at First Floor, 12, Sant Nagar, East of Kailash, New Delhi-110065, which are open for inspection in terms of the applicable provisions of the Companies Act, 2013 by members and others as specified below:
- (a) Register of contracts or arrangements in which directors are interested under section 301 of the Companies Act, 1956 and section 189 of the Companies Act, 2013, on all working days during the business hours. The said registers shall also be produced at the commencement of the meeting to a person having the right to attend the meeting.
- (b) Register of directors' shareholding under Section 307 of the Companies Act, 1956 and register of directors and KMPs and their shareholding under section 170 of the Companies Act, 2013 on all working days during business hours. The said registers shall be kept open for inspection at the Annual General Meeting of the Company and shall be made accessible to a person for attending the meeting.
17. Since the Company's shares are in the compulsory demat trading, to ensure better services and elimination of risk of holding Shares in physical form, the Company requests the shareholders holding shares in physical form to dematerialize their shares at the earliest.
18. Members/Proxies are requested to bring the copies of Annual Report to the meeting.
19. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of section 72 of the Companies Act, 2013. Members desiring to avail of this facility may send their nomination in the prescribed Form to Registrar and Transfer Agents. Members holding shares in electronic mode may contact their respective Depository Participants for availing this facility.
20. The Securities and Exchange Board of India has made it mandatory for all companies to use the bank account details furnished by the Depositories and the bank account details maintained by the Registrar and Transfer Agents for payment of dividend through Electronic Clearing Service ("ECS") to investors wherever ECS and bank details are available. In the absence of ECS facilities, the Company will print the bank account details, if available, on the payment instrument for distribution of dividend. The Company will not entertain any direct request from Members holding shares in electronic mode for deletion of/change in such bank details. Further, instructions if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in the electronic mode. Members who wish to change such bank account details are therefore requested to advise their Depository Participants about such change, with complete details of bank account.
21. Non-resident Indian members are requested to inform the Company or its RTA or to the concerned DPs, as the case may be, immediately:
- (a) the change in the residential status on return to India for permanent settlement.
- (b) the particulars of the NRE Account with a Bank in India, if not furnished earlier.
22. Brief details of directors, who are seeking re-appointment / appointment, are given in the Report on Corporate Governance, as per requirement of Clause 49 of the Listing Agreement.
23. The Annual Report of the Company for the year 2013-14, circulated to the Members of the Company, is available on the Company's website viz. www.polymedicure.com.

24. VOTING THROUGH ELECTRONIC MEANS:

In terms of the provisions of Section 108 of the Companies Act, 2013 (the Act) read with rule 20 of the Companies (Management and Administration) Rule, 2014 (hereinafter called "the rules" for the purpose of this section of the Notice) and clause 35B of the Listing Agreement, the Company is providing facility to exercise votes on the items of business given in the Notice through electronic voting system, to members holding shares as on the Book Closure date 23rd September, 2014 (end of day) being the cut-off date (Record Date for the purpose of Rule 20(3) (vii) of the rules) fixed for determining voting rights of members, entitled to participate in the e-voting process of Rule 20(3) (vii) of the rules) fixed for determining voting rights of members, entitled to participate in the e-voting process, through the e-voting platform form provided by CDSL.

The instruction for e-voting are given on the E-VOTING SLIP.

Explanatory Statement pursuant to section 102 of the Companies Act, 2013:

Item No. 5

As per the provisions of Section 149 of the Act and amended Clause 49 of the Listing Agreement, the Company is required to appoint at least one Woman Director on the Board.

Keeping in the view of the above requirements, the Board of Directors has appointed Smt. Mukulika Baid, as Non-executive additional Director with effect from 30th July, 2014, whose term of office shall expire on the date of ensuing Annual General meeting.

Smt. Mukulika Baid (age 64 years) is a Graduate and has been associated with M/s Jai Polypan Pvt. Ltd as a Director for 15 years. She is also associated with several non-profit organizations for rendering social service.

The Company has received a Notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Smt. Mukulika Baid for the office of a director.

Smt. Mukulika Baid is not disqualified from being appointed as a director in terms of Section 164 of the Act and has given her consent to act as a Director. She is related to Shri J. K. Baid, Shri Himanshu Baid and Shri Rishi Baid and holds 7,65,600 Equity Shares in the Company.

Item No. 6, 7, 8, 9 and 10

Shri Devendra Raj Mehta, Shri Prakash Chand Surana, Dr. Sohan Raj Mohnot, Shri Yeshwant Singh Choudhary & Shri Shailendra Raj Mehta are Independent Directors of the Company and have held the positions as such for more than 5(Five) Years except Shri Shailendra Raj Mehta who has held this position for 2 (Two) years.

It is proposed to appoint Shri Devendra Raj Mehta, Shri Prakash Chand Surana, Dr. Sohan Raj Mohnot, Shri Yeshwant Singh Choudhary & Shri Shailendra Raj Mehta, as Independent Directors under Section 149 of the Act and Clause 49 of the Listing Agreement to hold office for 5 (Five) consecutive Years for a term up to the conclusion of the 24th Annual General Meeting of the Company.

The above mentioned persons are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has received notices in writing from members under Section 160 of the Act proposing the candidature of each of Shri Devendra Raj Mehta, Shri Prakash Chand Surana, Dr. Sohan Raj Mohnot, Shri Yeshwant Singh Choudhary and Shri Shailendra Raj Mehta, for the office of the directors of the Company.

The Company has also received declarations from all of them that they meet with the criteria of Independence as prescribed both under sub section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board all the five candidates fulfill the conditions for appointment of as Independent Directors as specified in the Act and the Listing Agreement.

Brief resume of Shri Devendra Raj Mehta, Shri Prakash Chand Surana, Dr. Sohan Raj Mohnot, Shri Yeshwant Singh Choudhary and Shri Shailendra Raj Mehta, 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 Clause 49 of the Listing Agreement with Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

Shri Devendra Raj Mehta, Shri Prakash Chand Surana, Dr. Sohan Raj Mohnot, Shri Yeshwant Singh Choudhary and Shri Shailendra Raj Mehta 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 6 to 10 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. 11 and 12

The Board of Directors of the Company (Board), in its meeting held on 30th July, 2014 has subject to the approval of the members, re-appointed Shri Himanshu Baid as Managing Director and Shri Rishi Baid as Executive Director, for a period of 5 (Five) Years from the expiry of their present term on 31st July, 2014, at remuneration recommended by Nomination & Remuneration Committee of the Board and approved by the Board.

Broad Particulars of the terms of re-appointment of Remuneration payable to Shri Himanshu Baid and Shri Rishi Baid are as under:-

(a) Salary, Perquisites and Allowances:

Details	Shri Himanshu Baid, Managing Director	Shri Rishi Baid, Executive Director
Period	From 01 st August, 2014 to 31 st July, 2019	
Remuneration		
Basic Salary	₹ 6,25,000/- per month with effect from 01 st August, 2014, with annual increment of ₹ 75,000/- p.a.	₹ 6,00,000/- per month with effect from 01 st August, 2014, with annual increment of ₹ 75,000/- p.a.
Commission	3% of Profit, as computed under the provisions of the Act.	

The perquisites and allowances shall include accommodation (furnished or otherwise) or house rent allowance @60% of basic salary in lieu thereof; house maintenance allowance together with expenses incurred on gas, electricity, water, securities, furnishing and repairs, medical expenses and leave travel concession for self and family including dependents. The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment thereof; in the absence of any such rules, perquisites and allowances shall be evaluated on actual cost.

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) Remuneration based on Net Profits:

The overall remuneration payable every year to the Managing Director and the Executive Director by way of salary and perquisites shall not exceed Ten percent of the Profits of the Company, as computed in the manner laid down in Section 198 of the Act or any statutory modification(s) or re-enactments thereof as referred in the Resolution at Item No. 11 and 12 of the Notice.

(c) Reimbursement of Expenses:

Expenses incurred for travelling, board and lodging including for their respective spouses and attendant(s) during business trips, any medical assistance provided including for their respective family members, personal accidental insurance premium, club membership fee; and provision of cars for use on the Company's business and telephone expenses at residence shall be borne by the company / reimbursed at actuals and not considered as perquisites. Other perquisites / benefits may also be paid, as the Board of Directors (including the committees thereof) may decide from time to time.

(d) General:

- i. The Managing Director and the Executive Director will perform their respective duties as such with regard to all work of the Company and they will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may be from time to time be given and made by the Board.
- ii. The Managing Director and the Executive Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- iii. The Managing Director and the Executive Director shall adhere to the Company's Code of Business conduct & Ethics for directors and Management Personnel.

In the event of loss or inadequacy of profits in a financial year during the currency of the tenure, the managerial person shall be paid the above mentioned salary,

allowances and perquisites, which shall not exceed the limits prescribed under the Companies Act.

Shri Himanshu Baid and Shri Rishi Baid satisfy all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub section (3) of Section 196 of the Act for being eligible for their appointment. They are not disqualified from being appointed as Directors in terms of Section 164 of the Act.

Brief resume of Shri Himanshu Baid and Shri Rishi Baid, nature of their expertise in specific functional area, names of the Companies in which they hold directorship(s)/ membership(s)/ Chairmanship of Board Committee(s), shareholding and relationships amongst directors inter-se as stipulated under Clause-49 of Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

Shri J. K. Baid, Smt. Mukulika Baid, Shri Himanshu Baid, Shri Rishi Baid and their relatives are interested in the resolutions set out respectively at Item No. 11 and 12 of the Notice, to the extent of their shareholding interest, in the Company and therefore, shall not take part in voting in these resolutions.

It is proposed to seek the members' approvals for the re-appointment and remuneration payable to Shri Himanshu Baid as Managing Director and Shri Rishi Baid as Executive Director, in terms of the applicable provisions of the Act.

Item No. 13

The presence of the Non-Executive Directors on the Board of Directors of your Company has helped your Company to achieve multifold growth. Each Non- Executive Director brings to the Board vast experience and intellect in multifarious fields relevant to unique requirements of your Company.

In the light of services rendered by the Non-Executive Directors for the business of the Company and in keeping with best corporate principles, it is considered desirable that Non-Executive Directors are remunerated for their contribution.

In terms of the proviso to Section 197(1) of the Companies Act, 2013, a Company can remunerate/make payment by way of commission to its Non-Executive Directors for a sum not exceeding 1% of the Profits as computed as per

provision of the Act, if the Company has a Managing Director or Executive Director. Further pursuant to Clause 49 of the Listing Agreement with the Stock Exchange(s), all fees/compensation, if any, paid to Non-Executive Directors of the Company, shall be fixed by the Board of Directors and shall require the prior approval of the Shareholders at a General Meeting.

Based on the recommendations of the Nomination & Remuneration Committee in its meeting held on 30th July, 2014, the Board of Directors in its meeting held on 30th July, 2014, subject to the approval of the Shareholders, has approved the payment of Annual Commission of ₹ 7,50,000 to each Non-Executive Director of the Company with effect from 01st April, 2014 subject to the ceiling as per Companies Act 2013, in addition to the sitting fees payable to such directors for attending the Board and Committee meetings and reimbursement of expenses, if any.

All the Directors of the Company and their relatives, may be deemed to be concerned or interested in this Resolution to the extent of commission that may be payable to them from time to time.

Item No. 14

The Board, on the recommendation of the Audit Committee has approved the appointment and remuneration of M/s Jai Prakash & Co. Cost Accountants to conduct the audit of Cost Records of the Company for the Financial Year ending 31st March, 2015.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit & Auditors) Rules, 2014, the appointment and remuneration payable to the Cost Auditor is required to be ratified by the members of the Company.

None of the directors/ Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested in the resolution.

Item No. 15:

In the light of provisions of the Companies Act 2013, the Board of Directors has approved the proposed transactions along with annual limits that the company may enter into with its related party.

a. Name of the Related Party: M/s Vitromed Healthcare, Jaipur.

b. Name of the director or Key Managerial Personnel who is related, if any: Shri Jugal Kishore Baid, Shri Rishi Baid, Smt. Mukulika Baid and Shri Himanshu Baid.

c. Nature of Relationship:

- Shri Jugal Kishore Baid and Shri Rishi Baid, directors of the company are also partner in the firm and Shri Vishal Baid, partner of the firm is the relative of directors of the company.
- Smt. Mukulika Baid and Shri Himanshu Baid, directors of the company are also relative of the partners of the firm.
- M/s Polycure Martech Limited a partner of the firm in which directors of the company and their relatives are the members.

d. Nature, Material Terms, Monetary Value and Particulars of the Contract or Arrangement: The Company agrees to outsource the manufacture of some of the Medical Devices and their components from M/s Vitromed Healthcare (the firm) and the firm agrees to manufacture the same on job work basis. The maximum amount of the contract shall be ₹ 50 corers per annum.

e. Any Other Information: Nil.”

Audit Committee and the Board of Directors of your Company has approved this item in their Meeting held on 30th July, 2014 and recommends the Resolution for the approval of members of the Company as Special Resolution.

Item No. 16:

In the light of provisions of the Companies Act 2013, the Board of Directors has approved the proposed transactions along with annual limits that the company may enter into with its related party.

a. Name of the Related Party: M/s Ultra for Medical Products, Egypt.

b. Name of the director or Key Managerial Personnel who is related, if any: Shri Rishi Baid and Shri Himanshu Baid.

c. Nature of Relationship:

Joint venture Company in which the company has 23% shareholding and Shri Himanshu Baid and Shri Rishi Baid, directors of the Company are also directors in Joint Venture Company.

d. Nature, Material Terms, Monetary Value and Particulars of the Contract or Arrangement: The Company agrees to sell goods and materials, for the maximum amount of ₹ 20 corers per annum.

e. Any Other Information: Nil.”

Audit Committee and the Board of Directors of your Company has approved this item in their Meeting held on 30th July, 2014 and recommends the Resolution for the approval of members of the Company as Special Resolution.

By order of the Board of Directors
Sonia Singh
Company Secretary

Date: 30th July, 2014

Registered Office:

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