

NOTICE

Notice is hereby given that the 25th Annual General Meeting (AGM) of the members of “Poly Medicure Limited” will be held on Tuesday, the 29th September, 2020 at 10:00 a.m. (IST) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) to transact the following businesses:

Ordinary Business

1. To receive, consider and adopt
 - the Audited Standalone Financial Statement for the Financial Year ended 31st March, 2020 together with the reports of the Board of Directors and Auditors thereon; and
 - the Audited Consolidated Financial Statements for the Financial Year ended 31st March, 2020 together with the report of Auditors thereon.
2. To confirm/ratify interim dividend declare for financial year 2019-20.
3. To appoint a Director in place of Shri Rishi Baid (DIN:00048585) who retires by rotation and being eligible offers himself for re-appointment.

Special Business

4. Approval for Poly Medicure Employee Stock Option Scheme-2020 for the employees of the Company.

To consider and to give assent / dissent for passing the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Share Capital and Debenture) Rules, 2014 read along with the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, (the “SEBI ESOP Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), Foreign Exchange Management Act, 1999, (“FEMA”) (including any statutory amendment(s), modification(s) or re-enactment of the Act or the SEBI ESOP Regulations or Listing Regulations or FEMA, as the case may be, for the time being in force), the Memorandum and Articles of Association of the Company, any other rules, regulations and guidelines issued by any other regulatory or government authority and subject to

such approvals, consents, permissions and sanctions, as may be required, and further subject to such terms, conditions, modifications and amendments as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to and accepted by the Company, consent of the shareholders be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any duly constituted committee thereof, including the Nomination and Remuneration Committee (“Remuneration Committee”) or any other committee which the Board may constitute/designate to act as the ‘Compensation Committee’ under the SEBI ESOP Regulations or their delegated authority and to exercise its powers, including the powers conferred by this resolution) to introduce and implement the ‘Poly Medicure Employee Stock Option Scheme-2020’ (the “ESOP Scheme”) the salient features of which are furnished in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT consent of the shareholders of the Company be and is hereby accorded to the Board to create, grant, offer, issue and allot at any time, to or for the benefit of, such persons who are permanent employees of the Company, whether working in India or outside India, and/or to the Directors of the Company, whether whole-time or not but excluding Independent Director(s), (selected on the basis of criteria decided by the Board) under the ESOP Scheme but excluding employees who are promoters or persons belonging to the promoter group and director(s) who either himself or through his / her relatives or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company, such number of Stock Options (the “Options” or “Stock Options”) not exceeding 10,00,000 (Ten Lacs) convertible into equivalent number of equity shares (or such other number adjusted for change in capital structure or corporate actions in terms of ESOP Scheme as per applicable law), at such price and on such terms and conditions as may be fixed or determined by the Board in its sole and exclusive discretion.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, SEBI ESOP Regulations, Listing Regulations, FEMA (including any statutory amendment(s), modification(s) or re-enactment of the Act or the SEBI

ESOP Regulations or Listing Regulations or FEMA, as the case may be, for the time being in force) and other rules, regulations and guidelines, if any, Memorandum and Articles of Associations of the Company, consent of the shareholders be and is hereby accorded to create, offer, issue and allot at any time 10,00,000 (Ten Lacs) equity shares of Rs. 5/- each (the "Equity Shares") (or such other number adjusted for change in capital structure or corporate actions in terms of ESOP Scheme as per applicable law), upon exercise of Stock Options at such price, in one or more tranches and on such terms and conditions including vesting criteria, as may be fixed or determined by the Board in its sole and exclusive discretion.

RESOLVED FURTHER THAT the Board be and is hereby authorised to formulate, evolve, decide upon and implement the ESOP Scheme on the terms and conditions contained therein and stated in the explanatory statement annexed hereto including instances where such Stock Options shall lapse and to grant such number of Stock Options, to such employees and Directors of the Company, at par or at such other price, at such time and on such terms and conditions as set out in the ESOP Scheme and as the Board may in its absolute discretion think fit, subject to applicable laws and to make any modification(s), change(s), variation(s), alteration(s) or revision(s) in terms and conditions of the ESOP Scheme from time to time including but not limited to amendments with respect to vesting period, exercise price, eligibility criteria, vesting schedule, vesting conditions, withdraw or revive the ESOP Scheme, as the Board may, in its absolute discretion, think fit, subject to applicable laws.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger, sale of division or other reorganisation of capital structure of the Company, as the case may be, the number of Stock Options and/or the shares to be allotted upon exercise of Stock Options shall be reasonably adjusted in accordance with the provisions of the ESOP Scheme and in case of sub-division or consolidation of shares then the number of shares and the exercise price shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 5/- per Equity Share bears to the revised face value of the Equity Shares of the Company after

such sub-division or consolidation, without affecting any other rights or obligations of the employees who have been granted Stock Options under the ESOP Scheme.

RESOLVED FURTHER THAT the new Equity Shares to be issued and allotted by the Company upon the exercise of Stock Options, shall rank pari-passu in all respect including dividend with then existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make any variation, amendment, modification or alteration in the ESOP Scheme, as it may deem fit, from time to time in its absolute discretion in conformity with the provisions of the Act, the SEBI ESOP Regulations, Listing Regulations and other applicable laws unless such variation, amendment, modification or alteration is detrimental to the interest of the employees who have been granted Stock Options under the ESOP Scheme.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of the Equity Shares allotted under the ESOP Scheme on the Stock Exchanges, where the Equity Shares of the Company are listed in compliance with the provisions of the Listing Regulations and other applicable laws, rules and regulations.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under SEBI ESOP Regulations and any other applicable laws and regulations to the extent relevant and applicable to ESOP Scheme.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things including the appointment of or authorizing or directing the appointment of various intermediaries, experts, professionals, independent agencies and other advisors, merchant bankers, valuers, consultants or representatives, being incidental to the effective implementation and administration of the ESOP Scheme, as it may, in its absolute discretion deem fit, for the aforesaid purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage, without being required to seek any further consent or approval of the shareholders of the

Company to the end and intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution, and further to execute all such deeds, documents, writings and to give such directions and / or instructions as may be necessary, proper or expedient to give effect to any modification, alteration, amendment, suspension, withdrawal or termination of ESOP Scheme and to take all such steps and do all such acts as may be incidental or ancillary thereto.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred herein, to any committee of the Board of Directors, with power to further delegate such powers to any executives/ officers of the Company, to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary in this regard.

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

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) 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 pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof, Mr. Amit Khosla (DIN No. 00203571) who was appointed as an Additional Director of the Company with effect from 5th June, 2020 under Section 161 of the Act, whose term of office expires on the date of this Annual General Meeting, and the Company has received a notice from a shareholder proposing his candidature for appointment as a director under Section 160, of the Companies Act 2013 be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT Mr. Amit Khosla (DIN No. 00203571), 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 30th Annual General Meeting of the Company.

6. To consider and if thought fit, to pass with or without any modification the following Resolution as an **Ordinary Resolution:**

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) 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 pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof, Ms. Sonal Mattoo (DIN No. 00106795) who was appointed as an Additional Director of the Company with effect from 29th August, 2020 under Section 161 of the Act, whose term of office expires on the date of this Annual General Meeting, and the Company has received a notice from a shareholder proposing his candidature for appointment as a director under Section 160, of the Companies Act 2013 be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT Ms. Sonal Mattoo (DIN No. 00106795), 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 30th Annual General Meeting of the Company.

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

Ratification of Remuneration to M/s. Jai Prakash & Company, Cost Accountants appointed as Cost Auditors of the Company for the Financial Year 2020-21.

RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, and other

applicable provisions, if any, payment of Remuneration of ₹ 50,000/- (plus applicable taxes) to M/s. Jai Prakash & Company, Cost Accountants, who were appointed by the Board of Directors in their Meeting held on 30th, July, 2020 for conducting the audit of cost records of the Company for the financial year ending 31st March 2021, be and is hereby approved and ratified;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters, things and take all steps as may be necessary, proper or expedient to give effect to this resolution.”

By order of the Board
Avinash Chandra
Company Secretary

Date: 03rd September, 2020
Registered Office:
232-B, 3rd Floor, Okhla Industrial Estate, Phase III,
New Delhi -110020.
CIN: L40300DL1995PLC066923

Notes:

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the Ministry of Corporate Affairs (“MCA”) vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) has permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. Since, the AGM is being conducted through VC/OAVM, there is no provision for appointment of proxies. Accordingly, appointment of proxies by the members will not be available.
3. Corporate members intending to attend the AGM through authorised representatives are requested

to send a scanned copy of duly certified copy of the board or governing body resolution authorising the representatives to attend and vote at the Annual General Meeting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to pkmishra59@yahoo.com with a copy marked to helpdesk.evoting@cdislindia.com

4. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Explanatory Statement as required under Section 102(1) of the Companies Act, 2013 is annexed.
6. Additional information, pursuant to Regulation 36 (3), of the Listing Regulations, in respect of directors reappointing at the Annual General Meeting and Explanatory Statement as required under Section 102 of the Companies Act, 2013, in respect of special business under item numbers 3, 5 and 6 of the Notice is appended hereto and forms part of this Notice.
7. a) The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday 23rd September, 2020 to Tuesday 29th September, 2020 (both days inclusive).
b) The remote e-voting period commences on Saturday, 26th September, 2020 (09:00 am) and ends on Monday, 28st September, 2020 (05:00 pm). No e-voting shall be allowed beyond the said date and time. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September, 2020, may cast their vote by remote e-voting
8. Shareholders of the Company are informed that pursuant to the provisions of the Companies Act and the relevant rules the amount of dividend which remains unpaid/unclaimed for a period of 7 years is transferred to the ‘Investor Education & Protection Fund (IEPF)’ constituted by the Central Govt. Accordingly the amount of dividend which remained unpaid/unclaimed for a period of 7 years for the year 2011-12 has already been transferred to IEPF. Shareholders who have not encashed their dividend warrant(s), for the years 2012-13, 2013-14 2014-15, 2015-16, 2016-17, 2017-18 and 2018-19 are requested

to make claim with the Registrar & Share Transfer Agent of the Company immediately.

9. Members holding shares in physical form are requested to intimate immediately to the Registrar & Share Transfer Agent of the Company, MAS Services Limited, T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi - 110 020 Ph:- 011-26387281/82/83 Fax:- 011-26387384 quoting registered Folio No. (a) details of their bank account/change in bank account, if any, and (b) change in their address, if any, with pin code number.

In case share are in demat form members are requested to update their bank detail with their depository participant.

The equity share capital of the company is held by 8965 shareholders, out of which 8918 shareholders holding 99.66 % of the capital are in dematerialised form and the balance 47 shareholders holding 0.34% of the capital are in physical form. The shareholders having shares in physical form are requested to dematerialize the shares at the earliest.

10. In terms of Section 72 of the Companies Act, 2013 and the applicable provisions, the shareholders of the Company may nominate a person in whose name the shares held by him/them shall vest in the event of his/their death. Shareholders desirous of availing this facility may submit the requisite nomination form.
11. Any member requiring further information on the Accounts at the meeting is requested to send the queries in writing to CFO, atleast one week before the meeting.
12. In respect of the matters pertaining to Bank details, ECS mandates, nomination, power of attorney, change in name/address etc., the members are requested to approach the Company's Registrars and Share Transfer Agent, in respect of shares held in physical form and the respective Depository Participants, in case of shares held in electronic form. In all correspondence with the Company/Registrar and Share Transfer Agent, members are requested to quote their folio numbers or DP ID and Client ID for physical or electronic holdings respectively.
13. The documents referred to in the proposed resolutions are available for inspection at its Registered Office

of the Company during normal business hours on any working day except Saturdays, upto the date of meeting.

14. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat account. Members holding shares in physical form can submit their PAN to the Company/Registrar.
15. Members who hold shares in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrar, for consolidation into a single folio.
16. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, the Annual Report including audited financial statements for the financial year 2020 including notice of 25th AGM is being sent only through electronic mode to those Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

In case you have not registered your email id with depository or RTA you may registered your email id in following manner.

Physical Holding	Send a signed request to Registrar and Transfer Agents of the Company, MAS Services Limited at info@masserv.com providing Folio number, Name of the shareholder, scanned copy of the share certificate (Front and Back), PAN(Self attested scanned copy of PAN Card), AADHAR (Self attested scanned copy of Aadhar Card) for registering email address.
Demat Holding	Please contact your Depository Participant (DP) and register your email address as per the process advised by DP.

17. Additional information, pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment/re-appointment is annexed to the notice.
18. Voting through electronic means: In compliance with the provisions of Regulation 44 of the Listing Regulations and Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 Company is offering e-voting facility to its members. Detailed procedure is given in the enclosed letter.

INSTRUCTION FOR REMOTE EVOTING , EVOTING AND JOINING OF AGM THROUGH VIDEO CONFERENCING

- I. The shareholders need to visit the e-voting website <http://www.evotingindia.com/>.
- II. Click on “Shareholders” module.
- III. 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- IV. Next enter the Image Verification as displayed and Click on Login.
- V. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- VI. If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence/PAN number which is mentioned in email.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both 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 (iii).

- VII. After entering these details appropriately, click on “SUBMIT” tab.
- VIII. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 also to be used by the demat holders for voting on resolutions of any other company for which they are eligible to vote, provided that the 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.
- IX. For shareholders holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.

- X. Click on the EVSN for the Poly Medicure Limited.
- XI. 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.
- XII. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- XIII. After selecting the resolution on which you have decided to vote, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- XIV. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- XV. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- XVI. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- XVII. Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHO WISH TO OBTAIN LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE BUT WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES:

1. For Physical shareholders- Kindly send an email with a scanned request letter duly signed by 1st shareholder, scan copy of front and back of one share certificate, copy of PAN card and Aadhar card to info@masserv.com
2. For Demat shareholders - Kindly update your email id with your depository participant and send copy of client master to info@masserv.com

INSTRUCTIONS FOR JOINING MEETING THROUGH VC:

To join the meeting, the shareholders should log on to the e-voting website <http://www.evotingindia.com/> and login as explained above. After logging-in, kindly click on ‘live streaming’ tab and you will be redirected to ‘cisco’ website.

In the “Name” field - Put your USERID as informed in e-mail.

In the “last name” field - Enter your Name

In the “Email ID” field - Put your email ID

In the “Event password” field - Event password “cdsl@1234” prefixed

Click join now button.

Now screen will be displayed for downloading CISCO driver for VC. Please click on run temporary file download. Downloading of driver will be start open driver and click on run.

Event will start and you will be in the AGM through Video conferencing.

You can join meeting through laptop, tablet, and desktop. In case you want to join through mobile, you need to download the webex meet app from the respective play store.

PRE-REQUISITE FOR JOINING OF MEETING THROUGH DESKTOP OR LAPTOP:

1. System requirement:

- ✓ Windows 7, 8 or 10
- ✓ I3
- ✓ Microphone, speaker
- ✓ Internet speed minimum 700 kbps
- ✓ Date and time of computer should be current date and time

PRE-REQUISITE FOR JOINING OF MEETING THROUGH MOBILE:

- ✓ Please download webex application from play store

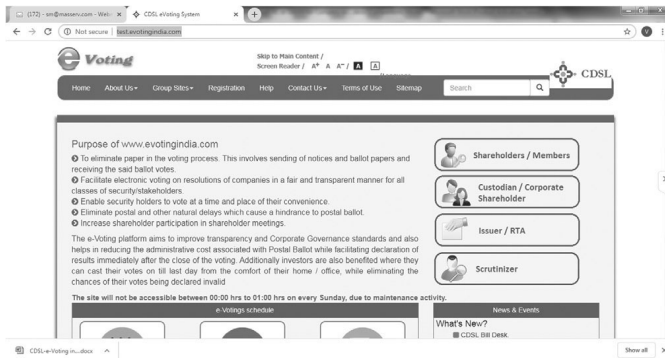
NOTE : IT IS ADVISABLE TO LOGIN BEFOREHAND AT E-VOTING SYSTEM AS EXPLAINED IN E-VOTING INSTRUCTIONS ABOVE, TO BE FAMILIAR WITH THE PROCEDURE, SO THAT YOU DO NOT FACE ANY TROUBLE WHILE LOGGING-IN DURING THE AGM.

PROCEDURE FOR E-VOTING AND JOINING OF MEETING THROUGH VC

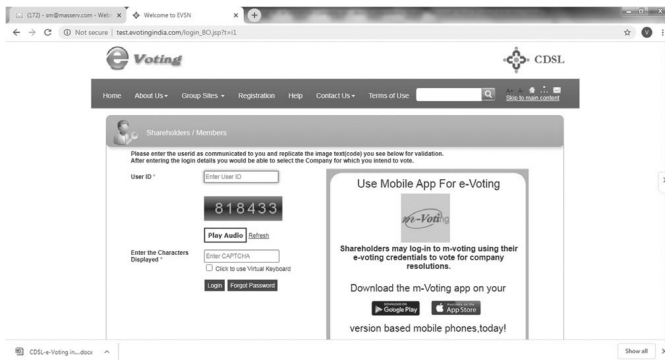
(EXPLAINED USING SCREENSHOTS):

- I. The shareholders should log on to the e-voting website <http://www.evotingindia.com/>.

Below screen will be appear.

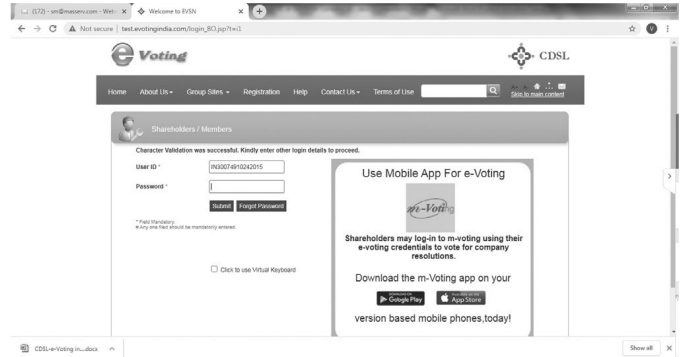


- II. Press Shareholders/Members tab, after which the below screen will be appear.

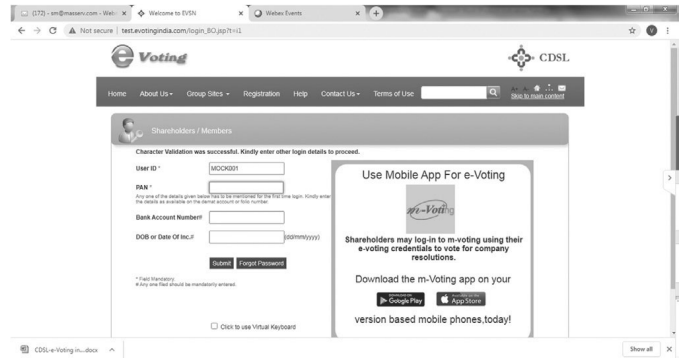


- III. Enter user id as mentioned in your invite email, or read point number (iii) as given above.

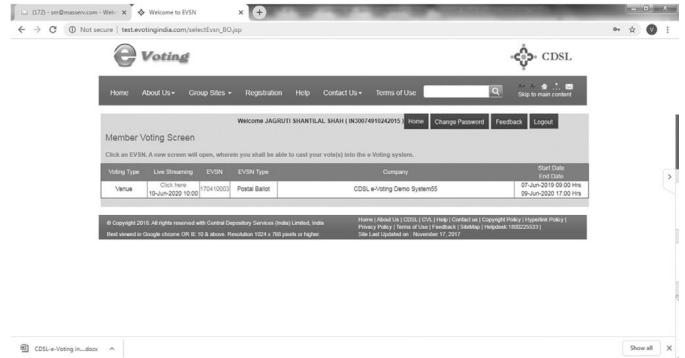
Since you are a registered user, below screen will be appear. Enter your existing CDSL password in password field.



- IV. In case you are 1st time user of CDSL e-voting system, then below screen will be appear.

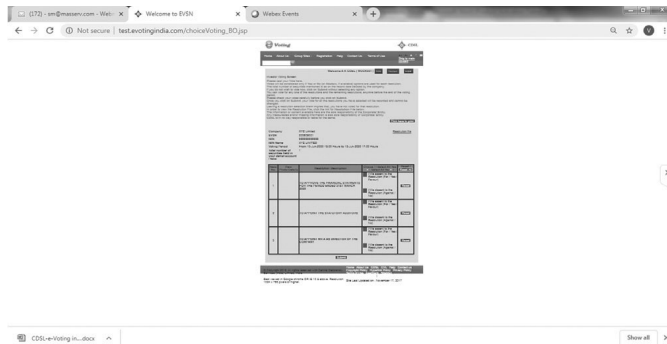


- V. Enter your PAN and bank detail/DOB or follow instruction as given point number (vi) above or mentioned in invite email; then below screen will be appear.

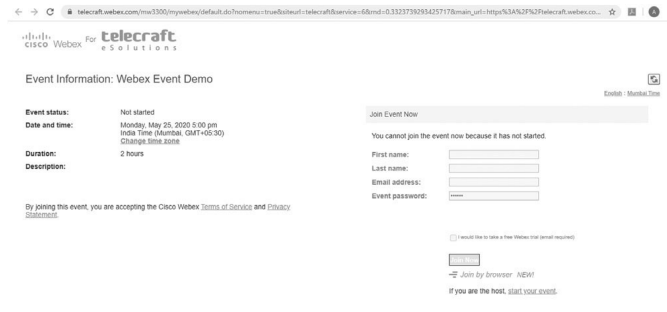


- VI. For e-voting, press EVSN number given in EVSN column; and for joining AGM through video conferencing, click on "Click here" tab under the live streaming column.

E-voting screen will be shown as below, where you can cast your vote and press submit button given at the bottom of the screen.



Screen for login into Video Conferencing is shown below:



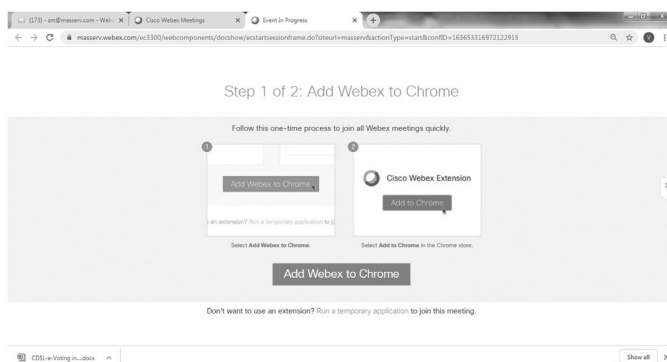
Fill the details as:

- In the "Name" field - Enter your USERID as given in email
- In the "last name" field - Enter your Name
- In the "Email ID" field - Put your email ID
- In the "Event password" field - Put the password as "cdsl@1234"

Click join now button.

You can join meeting through laptop, tablet, and desktop. In case you want to join through mobile, you need to download the webex meet app from the respective play store .

VII. Once you click on 'Join now' tab, the following screen will be appear:



VIII. Now, Kindly click on 'Run a temporary application', after which a Webex driver will get downloaded. After downloading webex driver, run the application and you will be directed to the AGM.

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

In conformity with Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the special business mentioned in the accompanying notice and should be taken as forming part of the Notice.

Item No. 4

As the shareholders are aware, stock options have long been recognised as an effective instrument to attract and retain the best talent and also serves to attract, incentivise and motivate professionals and reward exceptional performance. Accordingly, the Company intends to reward, attract, motivate and retain employees and Directors of the Company, for their high level of individual performance and for their efforts to improve the financial performance of the Company with the objective of achieving sustained growth of the Company and creation of shareholder's value by aligning the interests of the eligible employees with the long-term interests of the Company.

With the above objective, the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include the Nomination and Remuneration Committee ("Remuneration Committee") constituted by the Board or any other Committee which the Board may constitute / designate to act as the Compensation Committee under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI ESOP Regulations")) has, pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Share Capital and Debenture) Rules, 2014 read along with the provisions of the SEBI ESOP Regulations, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), Foreign Exchange Management Act, 1999, the Memorandum and Articles of Association of the Company, proposed 'Poly Medicure Employee Stock Option Scheme 2020' ("Poly Medicure ESOS 2020" or "ESOP Scheme"). The ESOP Scheme has been formulated in accordance with the SEBI ESOP Regulations. The terms and broad framework of the ESOP Scheme has been approved by

the Board of Directors of the Company at their meeting held on 5th June, 2020.

Under the ESOP Scheme, the eligible employees shall be granted employee Stock Options in the form of Options (“Options” or “Stock Options”) which will be exercisable into equity shares of Rs. 5/- each of the Company (the “Equity Shares”). The maximum number of Equity Shares to be issued and allotted under the ESOP Scheme shall be limited to 10,00,000 (Ten Lacs) Equity Shares of the Company representing 1.13% of the current paid-up equity shares of the Company.

The ESOP Scheme will be administered by the Remuneration Committee of the Board constituted pursuant to the provisions of Section 178 of the Act.

The salient features, relevant disclosures and details of the ESOP Scheme are as follows:

a. Brief description of the ESOP Scheme

ESOP Scheme is intended to reward, attract, motivate and retain eligible employees and Directors of the Company, for their high level of individual performance and for their efforts to improve the financial performance of the Company with the objective of achieving sustained growth of the Company and creation of shareholder’s value by aligning the interests of the eligible employees with the long-term interests of the Company.

b. Total number of Stock Options to be granted

The total number of Stock Options that may in the aggregate be granted shall be such number that would entitle the grantees to acquire, in one or more tranches, such equity shares of the Company not exceeding 10,00,000 (Ten Lacs) Equity Shares of Rs. 5/- each being 1.13 % of the paid-up equity shares of the Company. Upon exercise, each Stock Option entitles the relevant grantee to one Equity Share (i.e. one Stock Option will entitle the grantee to one Equity Share).

In case of any corporate action(s) such as rights issues, bonus issues, merger, sale of division or other reorganisation of capital structure of the Company, as the case may be, the number of Stock Options and / or the Equity Shares to be allotted upon exercise of Options shall be reasonably adjusted as per the provisions of

the ESOP Scheme and in case of sub-division or consolidation of shares then the number of shares and the exercise price shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 5/- per Equity Share bears to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the eligible employees who have been granted Stock Options under the ESOP Scheme.

Stock Options not vested due to non-fulfilment of the vesting conditions, vested Stock Options which the grantees expressly refuse to exercise, Stock Options (vested and not exercised and unvested) which have been surrendered and any Stock Options granted but not vested or exercised within the stipulated time due to any reasons, shall lapse and these Stock Options or the underlying Equity Shares will be available for grant under the present ESOP Scheme or under a new scheme, subject to compliance with applicable laws.

c. Identification of classes of employees entitled to participate in the ESOP Scheme

Following classes of employees, who are in the management cadre, shall be eligible to participate in the ESOP Scheme:

- (a) A permanent employee of the Company, working in India or outside India;
- (b) Directors of the Company whether whole time or not but excluding an Independent Director; or

Following persons are not entitled to participate in the ESOP Scheme:

- (a) an employee who is a promoter or a person belonging to the promoter group; or
- (b) a Director who either himself/herself or through his relative or through anybody corporate, directly or indirectly, holds more than 10% (ten percent) of the outstanding Equity Shares of the Company.

The eligibility of an employee shall be determined by the Remuneration Committee as per the eligibility

criteria as may be determined by the Board/ Remuneration Committee.

d. Requirements of vesting, period of vesting and maximum period within which the Options shall be vested

The Board or the Remuneration Committee may, at its discretion, lay down certain criteria including, but not limited to, the performance metrics on the achievement of which the granted Stock Options would vest, the detailed terms and conditions relating to such performance-based vesting, and the proportion in which Options granted can vest, and which may be specified in the respective grant letters / award agreement or the vesting letters to be issued in this regard. The detailed terms and conditions relating to such criteria for vesting, the period over which and the proportion in which the Stock Options granted would vest will be subject to the minimum and maximum vesting period as specified below.

Vesting period for Options: The Options would vest not earlier than one year and not later than four years from the date of grant of Options or such other period as may be determined by the Remuneration Committee. The vesting schedule (i.e. exact proportion in which and the exact period over which the Options would vest) would be determined by the Remuneration Committee. The Options granted under the Scheme may vest in one or more tranches.

e. Exercise price or pricing formula

Subject to SEBI ESOP Regulations and other applicable laws, if any, the Exercise Price may be equivalent to the prevailing Market Price of the Shares provided that the Remuneration Committee may give discount, if any to the Exercise Price in its sole discretion, as it may deem appropriate in conformity with the applicable accounting policies, if any, provided that the Exercise Price shall not be less than the face value of the Equity Shares. Market Price to be considered for the grants will be the latest available closing price on an Indian Recognized Stock Exchange having higher trading volume on which the Equity Shares of the Company are listed on the date immediately prior to the date on which the Options are granted by the Remuneration Committee to the employees. Exercise Price will be intimated to the Option holder through the grant letter /award agreement. The exercise price shall be subject to any fair and reasonable adjustments that may be

made on account of change in capital structure or corporate actions of the Company in order to comply with the applicable laws.

f. Exercise period and the process of exercise

Exercise period would commence from the vesting date and would expire not later than four years from the date of vesting of Options or such other period as may be decided by the Remuneration Committee. If the Options are not exercised within the exercise period they shall lapse and be cancelled forthwith. The Company shall not have any obligations to the Option holder towards such lapsed Options. An employee may exercise the vested Options within the exercise period by submitting a written exercise application to the Company accompanied by the payment of an amount equivalent to the exercise price in respect of such Shares and in such manner and on execution of such other documents, as may be prescribed by the Remuneration Committee from time to time.

g. The appraisal process for determining the eligibility of employees.

The appraisal process for determining the eligibility of the employees will be specified by the Board or the Remuneration Committee from time to time, and will be based on criteria, such as level, role / criticality of the employee, length of service with the Company, work performance, and such other criteria that may be determined by the Board or the Remuneration Committee, as applicable, at its sole discretion. The Board or the Remuneration Committee may decide to extend the benefits of the ESOP Scheme to new entrants or to existing eligible employees on such basis as it may deem fit, in accordance with applicable law.

h. Maximum number of Stock Options to be issued per employee and in aggregate

The maximum number of Stock Options to be granted to any eligible employee shall be decided by the Board or Remuneration Committee. However, the number of Stock Options that may be granted to a single eligible employee, under the ESOP Scheme during any particular financial year shall be less than 1% of the paid-up equity share capital at the time of grant of Stock Options (which shall be adjusted in lieu of adjustments/ re-organisation of capital structure or corporate actions of the Company from time to time). The aggregate of all such Stock Options shall not result into more than 10,00,000 (Ten Lacs) Equity Shares at

any time which shall be adjusted of corporate actions, adjustments/ re-organisation of capital structure of the Company from time to time.

i. Maximum quantum of benefits to be provided per employee under the ESOP Scheme

The maximum quantum of benefits underlying the Stock Options granted to an eligible employee shall be equal to the appreciation in the value of the Company's equity shares determined as on the date of exercise of Options, on the basis of difference between the Stock Option Exercise Price and the Market Price of the Equity Shares on the exercise date.

j. Lock-in period, if any

There is no lock in period.

k. Whether the ESOP Scheme is to be implemented and administered directly by the Company or through a trust

The Company shall directly implement and administer the ESOP Scheme through the Board / the Remuneration Committee.

l. Whether the ESOP Scheme involves issue of new Equity Shares by the Company or secondary acquisition or both

ESOP Scheme contemplates only issue of new shares by the Company.

m. The amount of loan to be provided for implementation of ESOP Scheme by the Company to the trust, its tenure, utilisation, repayment terms, etc.

The Company will not provide any loan for implementation of ESOP Scheme to any trust.

n. Maximum percentage of secondary acquisition that can be made by the trust for the purpose of the ESOP Scheme

Not applicable

o. Method of Stock Options' valuation

The Company shall use the fair value method or such valuation method as may be prescribed from time to time in accordance with applicable laws for valuation of the Stock Options granted, to calculate the employee compensation cost.

p. Transferability of Stock Options

The Stock Options granted to an eligible employee will not be transferable to any person and shall not

be pledged, hypothecated, mortgaged or otherwise alienated in any manner. However, in the event of the death of a Stock Option holder while in employment, the right to exercise all the Stock Options granted to him till such date shall vest in the legal heir(s) or nominee(s) of such Stock Option holder, in accordance with the provisions of the ESOP Scheme.

q. The conditions under which option vested in employees may lapse e.g. in case of termination of employment for misconduct and the specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee.

If an Option holder's employment is terminated with the Company for 'Cause' as specified in the ESOP Scheme (cause includes acts such as misconduct, fraud, misrepresentation etc. as detailed in the ESOP Scheme), then all the vested options (but not exercised) and unvested options shall lapse and be cancelled forthwith. The Company shall not have any obligation towards the Option holder with regard to such lapsed Options.

If an Option holder's employment is terminated with the Company for any other reasons other than the 'Cause' (as specified in the ESOP Scheme), then all the unvested Options shall lapse on the date of termination / resignation / superannuation of the employee. As regards the vested Options, the Option holder shall be entitled to exercise the vested Options within 3 (three) months from the date of termination / resignation/ superannuation, failing which such vested Options shall lapse and be cancelled forthwith. There shall be no further obligation of the Company towards the Option holder with regard to lapsed Options.

r. Disclosure and accounting policies

The Company shall comply with such applicable disclosure and accounting policies as prescribed by the SEBI ESOP Regulations and those prescribed by the concerned authorities from time to time.

s. Other Terms

The Board or Remuneration Committee shall have the absolute authority to vary or modify the terms of the ESOP Scheme in accordance with the regulations and guidelines prescribed by Securities and Exchange Board of India, including in terms of the SEBI ESOP Regulations or regulations that may be issued by any appropriate authority, from time to time, unless such

variation, modification or alteration is detrimental to the interest of the employees who have been granted Stock Options under the ESOP Scheme.

Regulation 6 (1) of SEBI ESOP Regulations requires that every employee stock option scheme shall be approved by the shareholders of the company by passing a special resolution in a general meeting. Further, as ESOP Scheme entails further issue of shares, consent of the shareholders is required by way of a special resolution pursuant to Section 62(1)(b) of the Act. Accordingly, the Special Resolution set out at Item No. 4 of this Notice is proposed for approval by the shareholders.

The Options to be granted under the ESOP Scheme shall not be treated as an offer or invitation made to public for subscription of securities of the Company. The ESOP Scheme conforms to the SEBI ESOP Regulations.

Directors / Key Managerial Personnel of the Company / their relatives who may be granted Options under ESOP Scheme may be deemed to be concerned or interested in the Special Resolution at Item Nos. 4 of this Notice. Save as aforesaid, none of the Directors/ Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise, in the said Special Resolutions.

The Board recommends Special Resolution mentioned in item no 4 of the Notice for approval of the shareholders of the Company

Item No. 5

Regularization of appointment of Mr. Amit Khosla.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company have appointed Mr. Amit Khosla as an Additional Director (Independent) of the Company to hold office for a period of five consecutive years, not liable to retire by rotation, subject to consent by the Members of the Company at the ensuing Annual General Meeting ("AGM").

As an Additional Director, Mr. Amit Khosla holds office till the date of the AGM and is eligible for being appointed as an Independent Director. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") together with the requisite amount of deposit from a Member signifying his intention to propose the appointment of Mr. Amit Khosla as a Director of the Company. The Company has also received a declaration from

Mr. Amit Khosla confirming that he meets the criteria of independence as prescribed under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Mr. Amit Khosla is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company.

In the opinion of the Board, Mr. Amit Khosla fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations and he is independent of the management.

Mr. Amit Khosla holds a bachelor's degree in Economics (with honours) from Delhi University and a Master's degree in Business Administration (MBA) from Kellogg Graduate School of Management, Northwestern University, Illinois, USA. He has around 17 years of experience in financial advisory in India and abroad.

A copy of the draft letter of appointment for Independent Directors, setting out the terms and conditions for appointment of Independent Directors is available for inspection by the Members at the registered office of the Company during business hours on any working day and is also available on the website of the Company www.polymedicure.com.

Mr. Amit Khosla is not related to any other Director and Key Managerial Personnel of the Company.

None of the Directors, Key Managerial Personnel and their relatives, except Mr. Amit Khosla and his relatives, are in anyway, concerned or interested in the said resolution.

The resolution as set out in item No. 5 of this Notice is accordingly commended for your approval.

Item No. 6

Regularization of appointment of Ms. Sonal Mattoo.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company have appointed Ms. Sonal Mattoo as an Additional Director (Independent) of the Company to hold office for a period of five consecutive years, not liable to retire by rotation, subject to consent by the Members of the Company at the ensuing Annual General Meeting ("AGM").

As an Additional Director, Ms. Sonal Mattoo holds office till the date of the AGM and is eligible for being appointed as an Independent Director. The Company has received

a notice pursuant to Section 160 of the Companies Act, 2013 (the“Act”) together with the requisite amount of deposit from a Member signifying his intention to propose the appointment of Ms. Sonal Mattoo as a Director of the Company. The Company has also received a declaration from Ms. Sonal Mattoo confirming that she meets the criteria of independence as prescribed under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). Ms. Sonal Mattoo is also 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 of the Company.

In the opinion of the Board, Ms. Sonal Mattoo fulfils the conditions for her appointment as an Independent Director as specified in the Act and the Listing Regulations and she is independent of the management.

Ms. Sonal Mattoo holds a B.A., LLB (hons) degree from National Law School of India, University, Bangalore. She has over 25 years of post-qualification work experience. She specializes in compliance relating to workplace harassment and diversity issues. She supports various clients as an independent Ombudsperson, handling employee complaints via the internal dispute redressal mechanism and as an independent IC member for the Prevention of sexual harassment at the workplace issues.

She also works in the area of issues pertaining to women at the workplace, CSR activities, counselling, preparing policies, supporting the internal redressal system and conducting workshops in these areas.

A copy of the draft letter of appointment for Independent Directors, setting out the terms and conditions for appointment of Independent Directors is available for inspection by the Members at the registered office of the Company during business hours on any working day and is also available on the website of the Company www.polymedicure.com.

Ms. Sonal Mattoo is not related to any other Director and Key Managerial Personnel of the Company.

None of the Directors, Key Managerial Personnel and their relatives, except Ms. Sonal Mattoo and her relatives, are in anyway, concerned or interested in the said resolution.

The resolution as set out in item No. 5 of this Notice is accordingly commended for your approval.

Item No. 7

Approval of remuneration payable to M/s. Jai Prakash & Company, Cost Accountants, the Cost Auditor of the Company

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. Jai Prakash & Company, Cost Accountants, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2021.

In accordance with the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice, to ratify the remuneration payable to the Cost Auditors for the financial year ending 31st March 2021.

None of the Directors and Key Managerial Personnel or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.5 of the Notice.

By order of the Board
Avinash Chandra
Company Secretary

Date: 03rd, September, 2020
Registered Office:
232-B, 3rd Floor, Okhla Industrial Estate, Phase III,
New Delhi -110020.
CIN: L40300DL1995PLC066923
E-mail: investorcare@polymedicure.com

Annexure

Details of Directors seeking appointment/re-appointment at the Annual General Meeting (Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 on General Meeting)

Name of the Director	Shri Rishi Baid (DIN: 00048585)	Shri Amit Khosla (DIN No. 00203571)
Date of Birth and Age	2 nd June, 1972, 47 years	5 th March, 1974, 46 Years
Date of Appointment	10 th May, 2019	5 th June, 2020
Qualifications	Masters of Science in Mechanical Engineering	Bachelor's degree in Economics (with honours) and Master's degree in Business Administration (MBA)
Expertise in Specific functional areas	Around 22 years of experience in Manufacturing, Operations and R&D of Disposable Medical Devices	Around 20 years of experience in the financial Services Sector (Advisory and investment management) in India and abroad. Investment banking experience includes transaction advisory in Japan, Malaysia and Singapore covering Financial Institutions (Banks, Insurance and Asset Management). He has also represented foreign banks in India. He was Chief Representative of Hana Bank (Korea) in India from 2009 to 2013.
No. of Board Meetings attended during the Financial Year 2019-20	5 (Five)	N.A.
Remuneration last drawn	602.58 lacs	N.A.
Relationship with any Director(s) and Key Managerial Personnel of the Company	Shri Rishi Baid, is a promoter director and related to Shri Himanshu Baid, Managing Director, Shri Jugal Kishore Baid, Director, Smt. Mukulika Baid, Director and Shri Vishal Baid, President (Corporate Sales & Marketing).	Not related to any other Directors and Key Managerial Personnel of the Company
Directorship of other Companies as on 31 st March, 2020/5 th June, 2020	<ol style="list-style-type: none"> 1. Jai Polypan Pvt. Ltd. 2. Poly Medicure (Laiyang) Company, Ltd., China 3. Ultra for Medical Products, Egypt 4. Poly Medicure B.V., Netherlands 5. Plan1 Health s.r.l., Italy 6. Plan1 Health India Pvt. Ltd. 	<ol style="list-style-type: none"> 1. SC India Manager Private Limited 2. Catalytic Solution and Management Services Private Limited 3. VT Investment Advisers Private Limited
Chairmanship(s)/Membership(s) of Committees of other Companies as on 31 st March, 2020	None	None
Number of Shares held in the Company	99,93,048 (11.32 %)	None

For other details such as number of shares held, number of meetings of the Board attended during the year remuneration drawn in respect of the aforesaid Director; please refer to the Corporate Governance Report.

Name of the Director	Ms. Sonal Mattoo (DIN: 00106795)
Date of Birth and Age	29 th January, 1974, 46 years
Date of Appointment	29 th August, 2020
Qualifications	B.A., LLB (hons) degree from National Law School of India, University, Bangalore.
Expertise in Specific functional areas	She has over 25 years of post-qualification work experience. She specializes in compliance relating to workplace harassment and diversity issues. She also works in the area of issues pertaining to women at the workplace, CSR activities, counselling, preparing policies, supporting the internal redressal system and conducting workshops in these areas.
No. of Board Meetings attended during the Financial Year 2019-20	N.A.
Remuneration last drawn	N.A.
Relationship with any Director(s) and Key Managerial Personnel of the Company	Not related to any other Directors and Key Managerial Personnel of the Company
Directorship of other Companies as on 28 th August, 2020	<ol style="list-style-type: none"> 1. Ashiana Housing Limited 2. V-Mart Retail Limited 3. OPG Realtors Limited
Chairmanship(s)/Membership(s) of Committees of other Companies as on 28 th August, 2020	<ol style="list-style-type: none"> 1. Ashiana Housing Limited Audit Committee - Member Stakeholder's Relationship Committee - Chairman 2. V-Mart Retail Limited Audit Committee - Member Stakeholder's Relationship Committee - Chairman
Number of Shares held in the Company	None