

# POLY MEDICURE LIMITED

CIN : L40300DL1995PLC066923

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

Ph. :- 011-33550700, Fax : 011-26321894/39

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

## NOTICE OF POSTAL BALLOT

**(Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014)**

**Dear Members:**

Notice is hereby given in terms of the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (**"the Act"**) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (**"the Rules"**), Secretarial Standard issued by Institute of Company Secretaries of India on General Meetings ('SS-2') (including any statutory modification(s), clarification(s), substitution(s) or reenactment(s) thereof for the time being in force) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the **"Listing Regulations"**) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (**"MCA"**) for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020 and 33/2020 dated September 28, 2020 in view of COVID-19 pandemic (**"MCA Circulars"**), that the resolution appended below is proposed to be passed by the Members of Poly Medicure Limited (**"the Company"**). The Resolution in respect of the matter(s) as set out in the accompanying Postal Ballot Notice are proposed to be transacted through postal ballot only by way of remote electronic voting (**"Postal Ballot"**).

In terms of said Section of the Companies Act and the Rules, a company may, and in case of resolutions relating to such business as the Central Government may, by notification, declare to be conducted only by Postal Ballot, shall, get any resolution (other than Ordinary Business and any Business in respect of which Directors or Auditors have right to be heard at any meeting) passed by means of Postal Ballot, instead of transacting the business in general meeting of the Company.

In terms of the MCA Circulars and in view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, companies are advised to take all decisions requiring Members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of Postal Ballot/ E-voting in accordance with the provisions of the Companies Act and Rules made thereunder, without holding a general meeting that requires physical presence of Members at a common venue.

The MCA has clarified that for Companies that are required to provide E-voting facility under the Companies Act, while they are transacting any business(es) only by Postal Ballot up to 31<sup>st</sup> December, 2020, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis.

The draft resolution proposed to be passed by way of Postal Ballot and the Explanatory Statement setting out the material facts concerning the said resolution and the reasons thereof, are annexed hereto for your consideration.

In compliance with the requirements of the MCA Circulars, Members are required to communicate their assent or dissent through the remote e-voting system only. You are requested to carefully read all the instructions given in the Notes. E-voting shall commence on Tuesday, December 15, 2020 at 9.00 A.M. (IST) and end on Wednesday, January 13, 2021 at 5.00 P.M. (IST).

The Board has appointed Mr. P.K. Mishra of M/s. P.K. Mishra & Associates, Practicing Company Secretary, as the Scrutinizer ('Scrutinizer') for conducting and scrutinizing the postal ballot / e-voting process in a fair and transparent manner.

The Scrutinizer shall submit his report to the Chairman of the Company or to any other person authorised by him after completion of scrutiny of the e-voting and, the results of the voting shall be declared on or before Friday, January 15, 2021. The results along with the Scrutinizer's Report will be placed on the Company's website i.e. **www.polymedicure.com** and on the e-voting website of Central Depository Services (India) Limited (CDSL) i.e. <https://www.evotingindia.com>. The same shall simultaneously be communicated to the BSE Limited and National Stock Exchange of India Limited, on which the shares of the Company are listed.

This Postal Ballot is accordingly being initiated in compliance with the above MCA Circulars.

**In compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot.**

The members are requested to consider the following Resolution:

**Resolution No. 1.**

**Approval for raising of funds by issuance of equity shares through Qualified Institutions Placement(s).**

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

**RESOLVED THAT** subject to the provisions of Sections 42 and 62(1)(c), and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and the applicable rules thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and also including any relevant provisions of the Companies Act, 1956 to the extent that such provisions of the Companies Act, 1956 have not been superseded by the Companies Act, 2013 (the "**Companies Act**"), the provisions of the Memorandum of Association and Articles of Association of the Company, and in accordance with any other applicable law or regulation, in India or outside India, including without limitation, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**") the listing agreements entered into with the respective stock exchanges where the shares of the Company are listed (the "**Stock Exchanges**"), the provisions of the Foreign Exchange Management Act, 1999, as amended, and regulations and rules issued thereunder, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, the Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India from time to time, and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued from time to time by the Government of India ("**GOI**"), the Reserve Bank of India (the "**RBI**"), the Securities and Exchange Board of India (the "**SEBI**"), the Registrar of Companies, National Capital Territory of Delhi and Haryana at New Delhi (the "**RoC**"), the Stock Exchanges, and/ or

any other competent authorities and subject to any required approvals, consents, permissions and/or sanctions from the SEBI, the Stock Exchanges, the RoC, the RBI, the Ministry of Finance (Department of Economic Affairs) and any other statutory, regulatory or other authority and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and/or sanctions, the consent, authority and approval of the shareholders be and is hereby accorded to create, issue, offer and allot, in one or more tranches, equity shares of the Company with a face value of ₹ 5 each (Rupees five only) (the **"Equity Shares"**) to such qualified institutional buyers (as defined in the SEBI ICDR Regulations) (**"QIBs"**) or otherwise, foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternative investment funds, foreign institutional investors, foreign portfolio investors, Indian and/or bilateral and/or multilateral financial institutions, non-resident Indians, stabilizing agents, state industrial development corporations, insurance companies, provident funds, pension funds and/or any other categories of investors whether or not such investors are members of the Company (collectively referred to as the **"Investors"**), as may be decided by the board of directors of the Company (hereinafter called the **"Board"** which term shall be deemed to include any duly constituted committee of the Board) at its discretion and permitted under applicable laws, pursuant to a qualified institutions placement (**"QIP"**) in accordance with Chapter VI of the SEBI ICDR Regulations (by the issue of a preliminary placement document and placement document to such QIBs), for an aggregate amount not exceeding ₹ 400,00,00,000 Crores (Rupees Four Hundred Crores Only), or equivalent thereof in any indian/foreign currency, inclusive of such premium as may be fixed on such Equity Shares at such a time or times, in such a manner and on such terms and conditions including at such price or prices, at a discount or premium to market price or prices (as permitted under applicable law), as may be deemed appropriate by the Board in its absolute discretion, including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with the lead manager(s) and/or underwriter(s) and/or other advisor(s) for such issue. The number and/or price of Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate restructuring.

**RESOLVED FURTHER THAT** the allotment of the Equity Shares shall be completed within 365 days from the date of approval of the shareholders of the Company by way of a special resolution for approving QIP or such other time as may be allowed under the SEBI ICDR Regulations, at a price not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations, provided that the Board may, in accordance with applicable law, offer a discount of not more than 5% (five percent) or such other percentage as permitted under applicable law, on such price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations. The Equity Shares shall be allotted as fully paid. No single allottee shall be allotted more than 50% of the issue size and the minimum number of allottees should be in accordance with the SEBI ICDR Regulations and QIBs belonging to the same group or who are under the same control shall be deemed to be a single allottee.

**RESOLVED FURTHER THAT** the Company shall not undertake any subsequent QIP until the expiry of two weeks from the date of the QIP to be undertaken pursuant to the special resolution.

**RESOLVED FURTHER THAT** the "relevant date" for the purpose of pricing of the Equity Shares to be issued to QIBs by way of the QIP shall be the date of the meeting in which the Board /duly constituted committee decides to open the proposed issue of Equity Shares.

**RESOLVED FURTHER THAT** in pursuance of the aforesaid resolutions:

- a) the Equity Shares to be so offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and
- b) any Equity Shares that may be created, offered, issued and allotted by the Company shall rank pari passu with the existing Equity Shares of the Company in all respects.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the resolution described above, the Board or a committee thereof be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things including but not limited to finalization and approval of the preliminary as well as final placement document(s), determining the manner of the issue, the number of Equity Shares to be allotted, determination of QIBs to whom the Equity Shares will be offered and allotted in accordance with applicable law, issue price, discounts permitted under applicable law (now or hereafter), premium amount on issue of the Equity Shares, execution of various agreements, deeds, instruments and other documents, including the signing of declarations, as it may in its absolute discretion deem fit, necessary, proper or desirable, and to give instructions or directions and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Equity Shares and utilization of the issue proceeds and to accept and to give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by the SEBI, the RoC, the book running lead manager(s), or other authorities or agencies involved in or concerned with the issue of Equity Shares and as the Board or a committee thereof may in its absolute discretion deem fit and proper in the best interests of the Company without being required to seek any further consent or approval of the members or otherwise, and that all or any of the powers conferred on the Company and the Board pursuant to this resolution may be exercised by the Board or committee thereof as the Board has constituted or may constitute in this behalf, and all actions taken by the Board or any committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

**RESOLVED FURTHER THAT** the Board or committee thereof be and is hereby authorized to engage/appoint book running lead managers, registrars, bankers, lawyers, advisors and all such agencies as may be involved or concerned in such offering of Equity Shares and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents etc. with such agencies and to seek the listing of the Equity Shares on the Stock Exchanges.

**RESOLVED FURTHER THAT** subject to applicable law, the Board is authorized to delegate all or any of the powers herein conferred to any committee of directors or directors or any other officer or officers of the Company to give effect to the aforesaid resolutions.

**Registered Office:**

232-B, 3<sup>rd</sup> Floor  
Okhla Industrial Estate, Phase-III  
New Delhi-110020

**Place: New Delhi**

**Date: 8<sup>th</sup> December, 2020**

By order of the Board of Directors  
**For Poly Medicure Limited**

Sd/-  
**Himanshu Baid**  
**Managing Director**  
**DIN-00014008**

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 (**“the Act”**) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (**“the Rules”**), as amended, setting out the material facts concerning the said Special Resolution and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice (**“Notice”**).
2. As per Section 110 and other applicable provisions of the Act read with Rule 22 of the Rules, cut-off date for the purpose of reckoning the Voting rights is **Friday, December 11, 2020 (“Cut-off Date”)**. A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only.
3. This Notice along with the instructions regarding e-voting is being sent only by e-mail to all those Members, whose e-mail address is registered with the Company or with the Depositories/Depository Participants and whose names appear in the Register of Members/list of Beneficial Owners as on the **Cut-off Date**, in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (**“MCA”**) for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020 and 33/2020 dated September 28, 2020 (**“MCA Circulars”**). The Notice shall also be uploaded on the website of the Company i.e. [www.polymedicure.com](http://www.polymedicure.com) and on the e-voting website of Central Depository Services (India) Limited (**“CDSL”**) i.e. <https://www.evotingindia.com>. All the Members of the Company as on the Cut-off Date (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories/Depository Participants) shall be entitled to vote in accordance with the process specified in Note No. 13. As per the MCA Circulars and in view of non-availability of proper postal and courier services, physical copy of Postal Ballot Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.
4. In compliance with the provisions of Sections 108 and 110 of the Act read with the Rules made thereunder, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“the Regulations”**) and in accordance with the MCA Circulars, the Company has engaged Central Depository Services (India) Limited as the agency for facilitating remote e-voting to enable the Members to cast their votes electronically (**“remote e-voting”**). In accordance with the MCA Circulars, the Members can vote only through remote e-voting.
5. Dispatch of the Notice shall be deemed to be completed on Monday, December 14, 2020.
6. E-voting shall commence on Tuesday December 15, 2020 at 9.00 A.M. (IST) and end on Wednesday, January 13, 2021 at 5.00 P.M. (IST). The e-voting module shall be disabled by CDSL for voting thereafter.
7. The Board of Directors of the Company has appointed Mr. Pawan Kumar Mishra Proprietor of M/s P.K. Mishra & Associates, Practising Company Secretaries (FCS : 4305 / CP No. 16222), as ‘Scrutinizer’ for conducting the Postal Ballot process in a fair and transparent manner.

8. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
9. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and in one Hindi National daily newspaper circulating throughout India and one in vernacular language in that district (in Hindi language) in which registered office of the company is situated. **The Result of the Postal Ballot will be published in the Newspaper** one English national daily newspaper circulating throughout India (in English language) and in one Hindi National daily newspaper circulating throughout India (in Hindi Language) and one in vernacular language in that district (in Hindi language) in which registered office of the company is situated.
10. To support the “Green Initiative” Members who have not registered their e-mail addresses so far are requested to register their e-mail address with the company’s RTA or the Depository Participants, in respect of shares held in physical/ electronic mode respectively.
11. In compliance with the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, Regulation 44 of SEBI Listing Regulations, SS-2 and the provisions of the Ministry of Corporate Affairs Circulars, and any amendments thereto, the company is providing facility for voting by E-voting to all the Members of the company to enable them to cast their votes electronically on the items mentioned in the Notice.
12. For this purpose, the Company has engaged the services of CDSL and has made necessary arrangements with CDSL to facilitate E-voting. In terms of the General Circular No.14/2020 dated April 08, 2020 read with General Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs, Government of India (the ‘MCA Circulars’), voting can be done only by E-voting. As the E-voting does not require a person to attend to a meeting physically, the Members are strongly advised to use the E-voting procedure by themselves and not through any other person/ proxies.
13. The remote e-voting process shall be as under:
  - 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 7 digit Folio Number registered with the Company. For example if your folio number is 20 then user id is 000020.
  - 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](http://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"> <li>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.</li> </ul>
<p>Dividend Bank Details</p> <p>OR</p> <p>Date of Birth (DOB)</p>	<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"> <li>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).</li> </ul>

- 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 [investor@masserv.com](mailto:investor@masserv.com)
2. For Demat shareholders - Kindly update your email id with your depository participant and send copy of client master to [investor@masserv.com](mailto:investor@masserv.com)

**PROCEDURE FOR E-VOTING**

**(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.



Shareholders / Members

Please enter the user id as communicated to you and replicate the image text(code) you see below for validation. After entering the login details you would be able to select the Company for which you intend to vote.

User ID \*

**818433**

[Refresh](#)

Enter the Characters Displayed \*

☐ Click to use Virtual Keyboard

**Use Mobile App For e-Voting**

Shareholders may log-in to m-voting using their e-voting credentials to vote for company resolutions.

Download the m-Voting app on your

version based mobile phones, today!

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.

Shareholders / Members

Character Validation was successful. Kindly enter other login details to proceed.

User ID \*

Password \*

\* Field Mandatory.  
# Any one field should be mandatorily entered.

☐ Click to use Virtual Keyboard

**Use Mobile App For e-Voting**

Shareholders may log-in to m-voting using their e-voting credentials to vote for company resolutions.

Download the m-Voting app on your

version based mobile phones, today!

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

Character Validation was successful. Kindly enter other login details to proceed.

User ID \*

PAN \*

Any one of the details given below has to be mentioned for the first time login. Kindly enter the details as available on the demat account or folio number.

Bank Account Number#

DOB or Date Of Inc.#

\* Field Mandatory;  
# Any one field should be mandatorily entered.

☐ Click to use Virtual Keyboard

Use Mobile App For e-Voting

Shareholders may log-in to m-voting using their e-voting credentials to vote for company resolutions.

Download the m-Voting app on your

version based mobile phones, today!

- 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.

Welcome JAGRUTI SHANTILAL SHAH ( IN30074910242015 ) [Home](#) [Change Password](#) [Feedback](#) [Logout](#)

Member Voting Screen

Click an EVSN. A new screen will open, when you shall be able to cast your vote(s) into the e-Voting system.

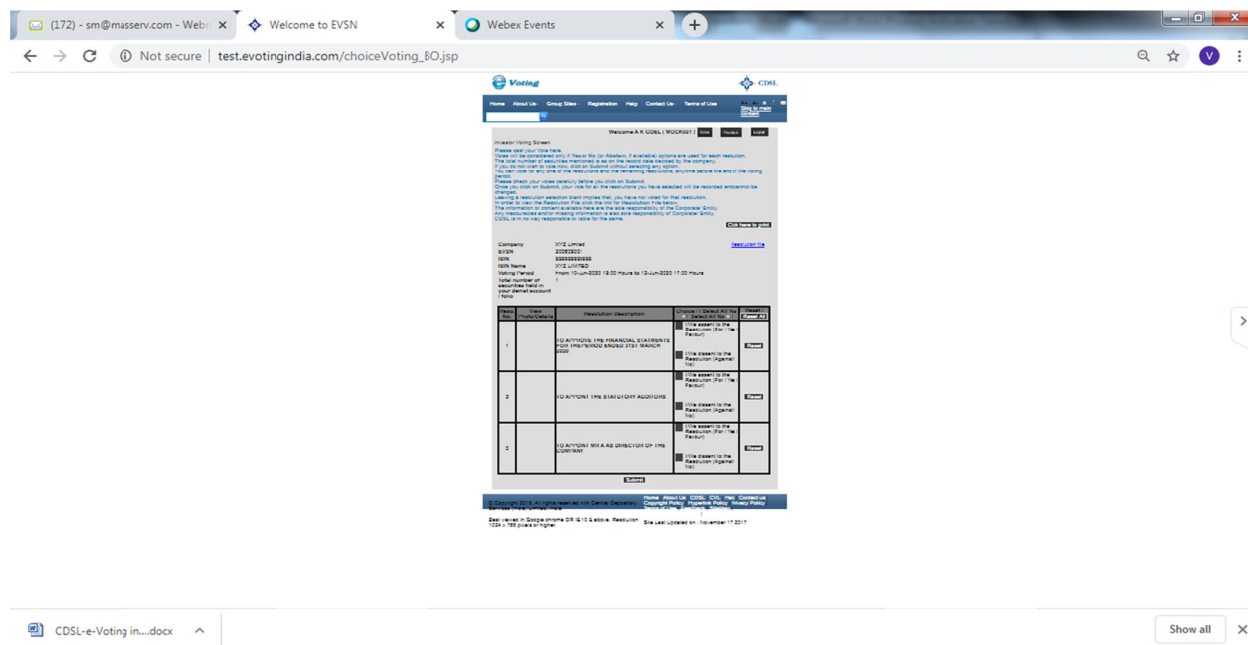
Voting Type	Live Streaming	EVSN	EVSN Type	Company	Start Date End Date
Venue	<a href="#">Click here</a> 10-Jun-2020 10:00	170410003	Postal Ballot	CDSL e-Voting Demo System55	07-Jun-2019 09:00 Hrs 09-Jun-2020 17:00 Hrs

© Copyright 2018. All rights reserved with Central Depository Services (India) Limited, India  
Best viewed in Google chrome OR IE 10 & above. Resolution 1024 x 768 pixels or higher.

[Home](#) | [About Us](#) | [CDSL](#) | [CVL](#) | [Help](#) | [Contact us](#) | [Copyright Policy](#) | [Hyperlink Policy](#) | [Privacy Policy](#) | [Terms of Use](#) | [Feedback](#) | [SiteMap](#) | [Helpdesk:1800225533](#) |  
Site Last Updated on : November 17, 2017

- VI. For e-voting, press EVSN number given in EVSN 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.



14. Upon completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairman or to any other person authorised by him. The result of the Postal Ballot shall be declared by the Chairman or any other person authorised by him on or before Friday, January 15, 2021 at corporate office of the Company. The resolution, if passed by the requisite majority shall be deemed to have been passed on the last date specified by the Company for e-voting, i.e. Wednesday, January 13, 2021. The result of the Postal Ballot along with the Scrutinizer's Report will be placed on the Company's website i.e. [www.polymedicure.com](http://www.polymedicure.com) and on the e-voting website of CDSL i.e. <https://www.evotingindia.com>. The same shall simultaneously be communicated to the BSE Limited and National Stock Exchange of India Limited, on which the shares of the Company are listed and would be displayed at the Registered Office of the Company.
15. In case of any query or grievance pertaining to e-voting, Members may contact Mr. Rakesh Dalvi, Manager, CDSL, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel, East Mumbai 400013. Email: [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com), Tel : 1800-225-533. Further, Members may also contact with Mr. Deepanshu Rastogi, Assistant Manager, MAS Services Limited, RTA at [info@masserv.com](mailto:info@masserv.com) or on Telephone No.: 011-26387281/82/83 or may write to the Company Secretary at [cs@polymedicure.com](mailto:cs@polymedicure.com).

## Explanatory statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013

### Item No. 1

Pursuant to the relevant sections of the Companies Act, 2013 (the “**Companies Act**”) including, without limitation, Section 42 and 62(1)(c) of the Companies Act, any offer or issue of securities in the Company to persons other than members of the Company requires prior approval of the members by way of special resolution.

The Company proposes to raise additional capital for funding both organic and inorganic growth opportunities, capital expenditure, meeting long and short term working capital requirements, pre-payment and/or repayment of outstanding borrowings or other financial obligations, general corporate purposes or other corporate exigencies, as may be permissible under the applicable law and approved by the Board of Directors of the Company or a duly authorised committee thereof (the “**Board**”). Accordingly, the Board has, subject to approval of the shareholders, approved by its resolution dated December 8, 2020 that the Company will issue in one or more tranches, equity shares of the Company with a face value of ₹ 5 each (the “**Equity Shares**”), for an aggregate amount not exceeding ₹400,00,00,000 (Rupees Four Hundred Crores only), to such qualified institutional buyers (as defined in the SEBI ICDR Regulations) (“**QIBs**”) as the Board may determine in accordance with applicable law, pursuant to a qualified institutions placement (“**QIP**”) in accordance with Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “**SEBI ICDR Regulations**”) (by the issue of a placement document to such QIBs), as stated in the resolution at such price or prices, at a discount or premium to market price or prices in such manner and on such terms and conditions as may be deemed appropriate by the Board at its discretion, taking into consideration market conditions and other relevant factors and wherever necessary in consultation with lead managers and other advisors, all in accordance with applicable laws.

This special resolution seeks to enable the Board (including any duly authorised committee thereof) to undertake a QIP in accordance with the SEBI ICDR Regulations for the purposes mentioned above, without the need for fresh approval from the members.

**Basis or Justification of Price:** The pricing of the Equity Shares to be issued to QIBs pursuant to Chapter VI of the SEBI ICDR Regulations shall be determined by the Board in accordance with the provisions on pricing of equity shares determined in accordance with Chapter VI of the SEBI ICDR Regulations. The “relevant date” for this purpose, will be the date when the Board decides to open the issue where Equity Shares are issued, as provided under Chapter VI of the SEBI ICDR Regulations. The resolution enables the Board to, in accordance with applicable laws, offer a discount of not more than 5% (five percent) or such percentage as permitted under applicable law on the price determined pursuant to the SEBI ICDR Regulations.

The special resolution also enables the Board to issue Equity Shares in tranches, at such times, at such prices and to such QIBs as the Board deems fit, in accordance with applicable law.

The allotment of equity shares shall be completed within a period of 365 days from passing this resolution or such other time as may be allowed under the SEBI ICDR Regulations, from time to time.

The resolution proposed is an enabling resolution and the detailed terms and conditions for the issue will be determined by the Board in consultation with the book running lead manager(s) and other

advisors appointed in relation to the proposed issue, if any, and such other authorities as may be required, taking into consideration market conditions and in accordance with applicable law. The Equity Shares allotted will be listed and traded on Stock Exchanges where Equity Shares of the Company are currently listed ("**Stock Exchanges**"), subject to obtaining necessary approvals. The offer/ issue/ allotment of the Equity Shares would be subject to obtaining regulatory approvals, if any by the Company. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the stock exchanges as may be required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives is deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their respective shareholding, if any, in the Company.

The Board recommends the resolution as set out above for your consideration and approval by way of a special resolution

**Registered Office:**

232-B, 3<sup>rd</sup> Floor  
Okhla Industrial Estate, Phase-III  
New Delhi-110020

**Place: New Delhi**

**Date: 8<sup>th</sup> December, 2020**

By order of the Board of Directors  
**For Poly Medicure Limited**

Sd/-  
**Himanshu Baid**  
**Managing Director**  
**DIN-00014008**