

# Poly Medicure Limited

Regd. Office : 232-B, 3<sup>rd</sup> Floor, Okhla Industrial Estate,  
Phase-III, New Delhi - 110020 (INDIA)  
T: +91-11-33550700, 47317000, F: +91-11-26321894, 26321839  
E: info@polymedicure.com W: polymedicure.com  
CIN: L 40300DL1995PLC066923



23.09.2019

Scrip Code: - 531768

The Manager,  
Bombay Stock Exchange Limited,  
Department of Corporate Services,  
Phirozee Jeejeebhoy Towers,  
Dalal Street, Mumbai- 400001.

Scrip Code:- POLYMED

The Manager  
National Stock Exchange of India Limited  
Exchange Plaza, Plot No. C/1-Block-G  
Bandra Kurla Complex, Bandra(E),  
Mumbai-400051.

**Subject: Outcome and Proceedings of 24th Annual General Meeting of the Company held on 23<sup>rd</sup> September, 2019 at 10.00 a.m. under regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Dear Sir/Madam,

Pursuant to provisions of Regulation 30 read with Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), we wish to submit Outcome and Proceedings of the 24<sup>th</sup> Annual General Meeting of the Company held on 23<sup>rd</sup> September, 2019, at Alpha Hall, 2nd Floor, National Co-operative Union of India, 3, Siri Institutional Area, August Kranti Marg, New Delhi-110016.

Further, the detailed results of remote e-voting and the poll conducted at the AGM on all the businesses as set out in the Notice, as required under Regulation 44 of the SEBI Listing Regulations shall be forwarded to you on the receipt of Scrutinizer's Report.

Please take the same in your records.

Thanking You

For Poly Medicure Limited

Avinash Chandra  
Company Secretary

Enclosures:-

1. Outcome of Annual General Meeting
2. Proceedings of Annual General Meeting

**OUTCOME OF ANNUAL GENERAL MEETING**

Pursuant to the applicable provisions of the Companies Act, 2013, the 24<sup>th</sup> Annual General Meeting of the Company was duly convened at 10:00 A.M. on 23<sup>rd</sup> September, 2019 at Alpha Hall, 2nd Floor, National Co-operative Union of India, 3, Siri Institutional Area, August Kranti Marg, New Delhi-110016.

Mr. Pawan Kumar Mishra was appointed as Scrutinizer for the purpose of e-voting and poll on the agenda items transacted at Annual General Meeting. Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, e-voting facility was provided to shareholders from 20<sup>th</sup> September, 2019 (9:00 A.M.) to 22<sup>nd</sup> September, 2019 (5:00 P.M.). Voting by means of Poll was conducted at the Annual General Meeting.

Following resolution(s) were passed by requisite majority by the members of the Company through Voting by means of e-voting and Poll conducted at Annual General Meeting:-

**ORDINARY BUSINESS**

1. Adoption of Audited Financial Statement of the Company for the financial year ended March 31, 2019 together with, the reports of the Board of Directors and Auditors thereon and the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2019 together with the report of Auditors thereon.
2. To declare dividend on the equity shares for the financial year ended March 31, 2019.
3. Appointment of Director in place of Smt. Mukulika Baid, who retires by rotation and is eligible for re-appointment.
4. Appointment of M/s. M. C. Bhandari & Company, Chartered Accountants (Firm Registration No. 303002E) be appointed as Statutory Auditors of the Company, to hold office from the conclusion of 24<sup>th</sup> Annual General Meeting until the conclusion of the 29<sup>th</sup> Annual General Meeting of the Company.

**SPECIAL BUSINESS AS ORDINARY/SPECIAL RESOLUTION**

5. To appoint Shri Devendra Raj Mehta (DIN: 01067895) as an Independent Director. (Special Resolution)
6. To appoint Shri Prakash Chand Surana (DIN: 00361485) as an Independent Director. (Special Resolution)
7. To appoint Dr. Shailendra Raj Mehta (DIN: 02132246) as an Independent Director. (Special Resolution)
8. To appoint Shri Sandeep Bhargava (DIN: 07736003) as an Independent Director. (Special Resolution)
9. To re-appoint Shri Himanshu Baid (DIN: 00014008) as Managing Director for a period of 5 (Five) years with effect from 1<sup>st</sup> August, 2019. (Special Resolution)
10. To re-appoint Shri Rishi Baid (DIN: 00048585) as Joint Managing Director for a period of 5 (Five) years with effect from 1<sup>st</sup> August, 2019. (Special Resolution)
11. To re-appoint Shri Vishal Baid as President (Sales and Marketing) for a period of 3 (Three) years with effect from 01<sup>st</sup> April, 2019. (Ordinary Resolution)


12. To approve payment of remuneration to Non-Executive Directors. **(Special Resolution)**
13. Ratification of Remuneration to M/s. Jai Prakash & Company, Cost Accountants appointed as Cost Auditors of the Company for the Financial Year 2019-20. **(Ordinary Resolution)**

The detailed results of the voting at the aforesaid meeting pursuant to regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 will be submitted to the stock exchange.

Thanking You  
For Poly Medicare Limited



Avinash Chandra  
Company Secretary

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**PROCEEDINGS OF THE TWENTY FOURTH ANNUAL GENERAL MEETING OF POLY MEDICURE LIMITED HELD ON MONDAY, THE 23<sup>RD</sup> SEPTEMBER, 2019 AT 10.00 A.M. AT ALPHA HALL, 2ND FLOOR, NATIONAL CO-OPERATIVE UNION OF INDIA, 3, SIRI INSTITUTIONAL AREA, AUGUST KRANTI MARG, NEW DELHI-110016.**

## PRESENT:

- |                             |  |
|-----------------------------|--|
| 1. Shri Devendra Raj Mehta  | - Chairman & Independent Director                    |
| 2. Shri Jugal Kishore Baid  | - Director & Member                                  |
| 3. Dr. Shailendra Raj Mehta | - Independent Director & Chairman of Audit Committee |
| 4. Smt. Mukulika Baid       | - Director & Member                                  |
| 5. Shri Himanshu Baid       | - Managing Director & Member                         |
| 6. Shri Rishi Baid          | - Executive Director & Member                        |

## IN ATTENDANCE:

Mr. Avinash Chandra                      Company Secretary  
Mr. J.K. Oswal                              Chief Financial Officer

## BY INVITATION:

Mr. Madhusudan Agarwal, representative from M/s. Doogar & Associates, Chartered Accountants, Statutory Auditors of the Company for the Financial Year 2018-19.

Mr. Pawan Kumar Mishra, Company Secretary in practice, Scrutinizer to the Annual General Meeting.

## MEMBERS PRESENT

In aggregate 321 Members were present in person at the Annual General Meeting.

## PROCEEDINGS

Mr. Devendra Raj Mehta took the Chair and welcomed the members on the occasion of 24<sup>th</sup> Annual General Meeting of the Company. Chairman also informed the members that Mr. Prakash Chand Surana Dr. Sandeep Bhargava and Mr. Alessandro Balboni is not attending the meeting as Mr. Prakash Chand Surana is not in good health and Dr. Sandeep Bhargava and Mr. Alessandro Balboni is travelling due to some professional commitment. Mr. Prakash Chand Surana, Chairman of Audit Committee authorized Dr. Shailendra Raj Mehta, member of Audit Committee to represent him in the Annual General Meeting as he is not attending the meeting.

On behalf of the Chairman, the Company Secretary declared that the quorum being present, the meeting was called to order and commenced with the proceedings of the meeting, with the consent of the members present, the notice convening the Annual General Meeting along with financial statement, auditor's report and Directors report thereon were taken as read.

The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Companies Act, 2013 were produced at the meeting and were kept open and accessible during the continuance of the meeting to the person having right to attend the Meeting, Further, Register of Contracts or arrangements in which directors are interested are maintained under section 189 of Companies Act, 2013 along with Statutory Auditor's Report and Secretarial Auditor's Report were also produced at the commencement of the meeting and were kept open and accessible during the continuance of the meeting to the persons having right to attend the meeting.

*Avinash*



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Company Secretary of the Company stated that pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 and Secretarial standard (SS-2) issued by ICSI, e-voting facility was provided to shareholders from 20<sup>th</sup> September, 2019 to 22<sup>nd</sup> September, 2019.

Mr. Pawan Kumar Mishra was appointed as Scrutinizer for the purpose of Annual General Meeting and Company Secretary of the Company stated that voting by Poll will be carried out at the Annual General Meeting instead of voting by show of hands and dictated the brief procedure thereof.

The following items were transacted at the Annual General Meeting:-

#### **ORDINARY BUSINESS**

1. Adoption of Audited Financial Statement of the Company for the financial year ended March 31, 2019 together with, the reports of the Board of Directors and Auditors thereon and the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2019 together with the report of Auditors thereon.
2. To Declare dividend on the equity shares for the financial year ended March 31, 2019.
3. Appointment of Director in place of Smt. Mukulika Baid, who retires by rotation and is eligible for re-appointment.
4. Appointment of M/s. M. C. Bhandari & Company, Chartered Accountants (Firm Registration No. 303002E) be appointed as Statutory Auditors of the Company, to hold office from the conclusion of 24<sup>th</sup> Annual General Meeting until the conclusion of the 29<sup>th</sup> Annual General Meeting of the Company.

#### **SPECIAL BUSINESS AS ORDINARY / SPECIAL RESOLUTION**

5. To appoint Shri Devendra Raj Mehta (DIN: 01067895) as an Independent Director. **(Special Resolution)**
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11. To re-appoint Shri Vishal Baid as President (Sales and Marketing) for a period of 3 (Three) years with effect from 01<sup>st</sup> April, 2019. **(Ordinary Resolution)**
12. To approve payment of remuneration to Non-Executive Directors. **(Special Resolution)**
13. Ratification of Remuneration to M/s. Jai Prakash & Company, Cost Accountants appointed as Cost Auditors of the Company for the Financial Year 2019-20. **(Ordinary Resolution)**

The business for the 24<sup>th</sup> Annual General Meeting of the Company having been transacted, the Company Secretary of the Company invited Mr. Himanshu Baid, Managing Director to conclude the meeting.

Mr. Himanshu Baid thanked the members present and declared the meeting as concluded with the permission of the Chairman.

#### **RESULT**

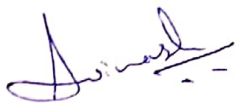
The detailed results of the voting at the aforesaid meeting along with Scrutinizer's Report pursuant to regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 will be submitted to the stock


exchange once the same is obtained from Mr. Pawan Kumar Mishra, Practicing Company Secretary appointed in this respect.

Thanks & regards

**For Poly Medicure Limited**



**Avinash Chandra  
Company Secretary**

Date: 23.09.2019

Place: New Delhi