



Experience
INDIAN
HEALTHCARE

Poly Medicure Ltd.

POLYMED
Medical Devices

Works : Plot No. 104-105, Sector-59, HSIDC Industrial Area, Ballabgarh, Faridabad-121004, INDIA

Phone : +91-129-2307000, 4287000 Fax : +91-129-2307007, 2309102

E-mail : info@polymedicure.com, Website : www.polymedicure.com

Calendar of Events for Postal Ballot

S. No.	Particulars	Date of completion
1.	Meeting of the Board of Directors to do the following business and announcements to the Stock Exchange(s):-	
	(i) Consent/ Appointment of Scrutinizer.	28/09/2012
	(ii) Approving the draft Notice of Postal Ballot.	28/09/2012
	(iii) Date of Board Resolution in which Managing Directors and Company Secretary being responsible for postal ballot process.	28/09/2012
	(iv) Date of Approving the Calendar of 'Events'.	28/09/2012
2.	Copy of Resolution for Board Resolution filed with ROC	16/10/2012
3.	To complete dispatch of Notices	27/10/2012
4.	To release an advertisement in Newspaper regarding postal ballot process.	29/10/2012
5.	Last date of receiving Postal Ballot papers by scrutinizers.	28/11/2012
6.	Last date for declaration of result of the Postal Ballot	03/12/2012
7.	A copy of the proceedings of the EGM to be sent to the Stock Exchange.	03/12/2012
8.	Resolution to be displayed in the Notice Board and release to the press.	04/12/2012

Certified to be True copy
For Poly Medicure Limited


Sonia Singh
Company Secretary

Poly Medicure Limited

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

E-mail: investorcare@polymedicure.com, Website: www.polymedicure.com

POSTAL BALLOT NOTICE

(Pursuant to Section 192A read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001

Dear Shareholders,

Notice is hereby given that the following Resolutions are circulated for approval of the members of the Company to be accorded by Postal Ballot in accordance with the provisions of Section 192A of the Companies Act, 1956, read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2001.

1. Alteration of Objects Clause of the Memorandum of Association of the Company

To consider and if thought fit, to give assent/dissent to the following Resolutions as Special Resolution:

“RESOLVED THAT in terms of the provisions of Section 17 and other applicable provisions of the Companies Act, 1956, the ‘Objects Clause’ of Memorandum of Association of the Company be altered by inserting a new sub-clauses 2, 3 & 4 immediately after sub-clause 1 of clause A under Main Objects Clause of Memorandum of Association of the Company as under:

2. To carry on the business of manufacturers, exporters, importers, distributors, traders, of Plant and Machinery, moulds, dies components, accessories and parts used for the manufacture of medical disposables, devices, equipments and other related items.

3. To carry on the business of producers, importers, exporters, distributors, suppliers, sellers and traders of electricity produced from thermal, solar, hydro, wind, geo-thermal or from any other source.

4. To carry on the business of manufacturing, producing, refining, developing, processing, or otherwise acquiring, buying, selling, importing, exporting, marketing and generally dealing in all kinds of herbal biological and Biotechnology products, all kinds of products and by-products arising there from and in connection therewith and all equipments, implements, apparatus, materials, substances and things incidental to or used in connection with any of such business.

2. Approval of Commencement of Business:

To consider and if thought fit, to give assent/dissent to the following Resolutions as Special Resolution:

“RESOLVED THAT pursuant to Section 149(2A)(b) of the Companies Act, 1956, approval of the Members be and are is hereby accorded to the Board of Directors of the Company for commencement of business activities relating to:



1. To carry on the business of manufacturers, exporters, importers, distributors, traders of Plant and Machinery, equipments, dies, components, accessories, and parts used for the manufacture of medical disposables, devices, equipments and other related items.
2. To carry on the business of producers, importers, exporters, distributors, suppliers, sellers and traders of electricity produced from thermal, solar, hydro, wind, geo-thermal or from any other source.
3. To carry on the business of manufacturing, producing, refining, developing, processing, or otherwise acquiring, buying, selling, importing, exporting, marketing and generally dealing in all kinds of herbal and biological and Biotechnology products, all kinds of products and by-products arising there from and in connection there with and all Equipments, implements, apparatus, materials, substances and things incidental to or used in connection with any of such business:

3 Participation in Directors' meeting by Directors through electronic mode.

To consider and if thought fit, to give assent/dissent to the following Resolutions as Special Resolution:

RESOLVED THAT pursuant to the provision(s) of Section 31, and other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modifications or re-enactment thereof for the time being in force) and the provisions of other statutes as applicable and subject to such approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies, the Articles of Association of the Company be and are hereby altered by inserting new clause 93A after the existing Article 93 are as under:

"93A Notwithstanding anything contrary contained in the Articles of Association, and to the extent permitted by the applicable laws, the Director(s) may participate in the meeting(s) of the Board or any Committee of the Directors through any type of electronic mode like video conferencing etc. and the Director(s) so participating shall be deemed to be present in the meeting for the purpose of quorum, voting, recording of minutes and all other relevant provisions in this regard.

4. Participation in General Meeting(s) by the members through electronic mode.

To consider and if thought fit, to give assent/dissent to the following Resolutions as Special Resolution:

RESOLVED THAT subject to the provisions of Section 31 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactments thereof for the time being in force) and the provisions of other statutes as applicable and subject to such approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies, the Articles of Association be and are hereby altered by inserting the margin note and Articles 59A, immediately after the existing Article 59 as under:



59A Notwithstanding any contrary provisions contained in the Articles of Association, the Company, to the extent permitted by the applicable laws, may, allow the member(s) of the Company to participate in the General Meeting(s) through any type of electronic mode like video conferencing, etc. and the members so participating shall be deemed to be present in such General Meeting(s) for the purpose of quorum, voting, recording of minutes and all other relevant provisions in this regard.

On behalf of the Board
For Poly Medicure Limited

Sonia Singh

Sonia Singh
Company Secretary

Date: 28/09/2012

Place: New Delhi

NOTES:

1. Explanatory Statement and reasons for the above proposed special businesses pursuant to Section 173(2) read with Section 192A of the Companies Act, 1956, are given hereunder:
2. The Company appointed Shri B.K. Sethi, Practicing Company Secretary, for the purpose of postal ballot exercise.
3. Voting Rights shall be reckoned on the paid up value of the equity Share registered in the name of the members as on 19th October, 2012 ("Cut-Off Date"). Anyone who has become a shareholder on or before the Cut-Off date and has not received Postal Ballot form may request for duplicate/fresh Postal Ballot from the Company.
4. A member desiring to exercise vote by Postal Ballot may complete the enclosed Postal Ballot and send it to the Scrutinizer in the enclosed self addressed envelope.
5. Members are requested to carefully read the instructions printed in the Postal Ballot Form and return said Postal Ballot Form (no other form or photocopy thereof is permitted) duly completed, in the attached self addressed envelope so as to reach the Scrutinizer on or before 28th November, 2012. Since response received from the members after 28th November, 2012, shall be treated as if no response is received in terms of Rule 5(f) of the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001. The scrutinizer will submit his Report and the result of the Postal Ballot shall be announced at the Registered Office of the Company on, 03rd December, 2012 at 11:00 A.M.
6. The result of the postal ballot will also be posted at the website of the Company viz. www.polymedicure.com.

EXPLANATORY STATEMENT AND REASONS FOR THE PROPOSED RESOLUTIONS ACCOMPANYING THE NOTICE DATED 28TH SEPTEMBER, 2012, PURSUANT TO SECTION 173(2) READ WITH SECTION 192A(2) OF THE COMPANIES ACT, 1956.

Item No.1: The Board of Directors in its meeting held on 28th September, 2012, decided to diversify into the area of production and sale of electricity produced through solar energy and wind power. The production of power in both these areas is non-pollutant and clean energy and after the capital expenditure has been incurred the running expenses are negligible. The country has a perennial shortage of power and the use of power is ever increasing. By this diversification the Company would be able to benefit the shareholders of the Company.



The Board of Directors have also decided in its meeting held on 28th September, 2012, to diversify in the areas of manufacture of Plant and Machinery for the production of medical devices. Since the Company is a manufacturer of medical devices, this area is in a way backward integration as well as a new area for diversification. The directors feel that by entering into this area the Company will be able to maximize the benefits to the shareholders.

The Board also considered diversification in the area of producing and dealing in herbal products. The Directors of the Company has good experience in this line and feel this is would be a good area to enter into for the benefit of the shareholders.

Memorandum of Interest: None of the directors is interested in the resolution except to the extent of his or his relatives holding in the Share Capital of the Company.

The Directors recommend the resolution.

Item No. 2: In terms of Section 149(2A)(b) of the Companies Act, 1956, the commencement of businesses in the sub-clauses 2, 3 and 4 of Clause A under the head 'Main Objects' require the approval of the Members by way of Special Resolution. As such the approval of Shareholders is sought by way of Special Resolution for commencement of business for the production of electricity through Green Solar Energy, hydro energy etc. and manufacture of plant and machinery for the production of medical devices and herbal products. All these areas would prove beneficial for the shareholders of the Company.

Memorandum of Interest: None of the directors is interested in the resolution except to the extent of his or his relatives holding in the Share Capital of the company.

The Directors recommend the resolution.

Item No. 3 & 4

In promoting "Green Initiatives in Corporate Governance" by Ministry of Corporate Affairs vide their Circular no. 28/ 2011 dated 20th May, 2011 by allowing paperless compliances by the Company, the Government of India has allowed to the Company may hold their Board Meeting and/or General Meeting through electronic mode. In this respect, the Company seeks the approval of shareholders for inserting provision(s) in the Articles of Association of the Company for adopting the electronic mode for the meeting(s) of the Company. These provisions would not only be time saving but shall save money for the Company.

Memorandum of Interest: None of the directors is interested in the resolution except to the extent of his or his relatives holding in the Share Capital of the company.

The Directors recommend the resolutions.

Place: New Delhi

Date: 28.09.2012

On behalf of the Board
For Poly Medicine Limited


Sonia Singh
Company Secretary