



**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](mailto:info@polymedicure.com), Website : [www.polymedicure.com](http://www.polymedicure.com)

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## **Poly Medicure Limited**

Regd. Office: First Floor, 12, Sant Nagar, East of Kailash, New Delhi-110065.  
E-mail: [investorcare@polymedicure.com](mailto:investorcare@polymedicure.com), Website: [www.polymedicure.com](http://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. **Increased in the Authorized Share Capital and alteration 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 accordance with the provisions of Section 16,94 & 97 and all other applicable provisions, if any, of the Companies Act, 1956, the existing Authorized Share Capital of the Company be and is hereby increased from Rs. 15,00,00,000/- (Rs. Fifteen Crore only) divided into 1,50,00,000 (One Crore Fifty Lacs) Equity Shares of Rs. 10/- (Rs. Ten only) each to Rs. 30,00,00,000/- (Rupees Thirty Crore only) divided into 3,00,00,000 (Rs. Three Crore) Equity Shares of Rs. 10/- (Rs. Ten) each by creation of 1,50,00,000 (One Crore Fifty Lacs) new Equity Shares of Rs. 10/- (Rs. Ten) each.

**RESOLVED FURTHER THAT** the existing Clause V of the Memorandum of Association be and is hereby altered by substituting the following new clause V at its place:

V. The Authorized Share Capital of the Company is Rs. 30,00,00,000/- (Rupees Thirty Crore) divided into 3,00,00,000 (Three Crore only) Equity Shares of Rs. 10 (Rupees Ten only) Each."



## **2. Capitalization of Reserves for Issue of Bonus Shares.**

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

**“RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 1956 and Article No. 125 of Articles of Association of the Company and in accordance with the Securities & Exchange Board of India (Issue of Capital and Disclosure Requirements ) Regulations, 2009 and Securities & Exchange Board of India (Disclosure and Investor Protection) Guidelines, 2000 and such other necessary approval(s), permission(s) and sanction(s), as may be required, and subject to such term(s) and condition(s) and modification(s) as may be specified, while according such approvals, the Board of Directors of the Company (hereinafter referred to as “the Board”) be and is hereby authorized to capitalize a sum not exceeding Rs. 11,01,25,000/- (Rs. Eleven Crore One Lacs Twenty Five Thousand only) standing to the credit of Company’s Securities Premium Account/General Reserve/ such other accounts as are permissible to be utilized for the purpose as per Audited Accounts of the Company for the financial year ended on March 31, 2013 and that the said amount be transferred to the Share Capital Account and be applied for issue and allotment of Equity Shares not exceeding 1,10,12,500 ( One Crore Ten Lacs Twelve Thousand Five Hundred only) Equity Shares of Rs. 10 (Rs. Ten) each as Bonus Shares credited as fully paid up to the eligible Members of the Company on such date (“Record Date”) as the Board may determine, in proportion of 1 (One) new Equity Share of Rs. 10 ( Rs. Ten) each for 1 (One) Equity Share held by such Member upon the footing that they become entitled to such new Equity Shares as capital and not as income.”

**“RESOLVED FURTHER THAT** new Equity Shares shall be subject to the provisions of Memorandum and Articles of Association of the Company and shall in all respects, rank *pari passu* with the existing fully paid up Equity Shares of the Company, with a right to participate in dividend, if any declared by the Company.”

**“RESOLVED FURTHER THAT** the Share Certificates for Bonus Shares be delivered to the Shareholders who hold the existing Equity Shares in physical form and the respective beneficiary accounts be credited with the bonus shares, for such shareholders who hold the existing equity shares or opt to receive the bonus shares in dematerialized form, within the prescribed period.

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to take necessary steps for listing of the Bonus Shares so allotted on the Stock Exchanges where the securities of the Company are listed as per the provisions of the Listing Agreements with the Stock Exchanges concerned and other applicable law(s) and regulation(s).

**“RESOLVED FURTHER THAT** for the purpose of giving effect to these resolutions, the Board be and is hereby authorized to do all such act(s), deed(s), matter(s) and thing(s) as may, in its absolute discretion, deem necessary, expedient, usual or proper and to settle any questions, difficulties or doubts that may arise in this regard at any stage including at the time of listing of the bonus shares without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their



approval thereto and for matters connected herewith or incidental hereto expressly by the authority of this resolution.”

**Item No. 3. Approval in enhancement limit of Job Work Agreement with Vitromed Healthcare, Jaipur.**

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

**RESOLVED THAT** pursuant to Section 297 of the Companies Act, 1956 and the consent of the Members be and is hereby accorded for increase in the existing limit sanctioned by the Regional Director, Noida, vide his Letter No. 4/434/t-1/2011/d/6852 dated 16<sup>th</sup> January, 2012, for entering into contract for securing services on Job Work Basis, for manufacture of Final Product(s) and component(s) of Medical Devices.

S. No.	Period	Existing Limit	Proposed Limit
1.	01.4.2012 to 31.03.2013	20.00 Crs	23.00 Crs.
2.	01.04.2013 to 31.03.2014	24.00 Crs.	30.00 Crs.
3.	01.04.2014 to 31.03.2015	28.00 Crs.	35.00 Crs.

On behalf of the Board  
For Poly Medivare Limited



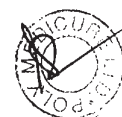
Soma Singh  
Company Secretary

Date: 13/05/2013

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 17<sup>th</sup> May, 2013 (“Record Date”). Anyone who has become a shareholder on or before the Record 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 27<sup>th</sup> June, 2013. Since response received from the members after 27<sup>th</sup> June, 2013, shall be treated as if no response is received in terms of Rule
6. 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, 29<sup>th</sup> June, 2013 at 05:30 P.M.



7. The result of the postal ballot will also be posted at the website of the Company viz. [www.polymedicure.com](http://www.polymedicure.com).

**EXPLANATORY STATEMENT AND REASONS FOR THE PROPOSED RESOLUTIONS ACCOMPNYING THE NOTICE DATED 13<sup>th</sup> MAY, 2013, PURSUANT TO SECTION 173(2) READ WITH SECION 192A(2) OF THE COMPANEIS ACT,1956.**

**Item No. 1**

The Board of Directors of the Company in its meeting held on 13<sup>th</sup> May, 2013, recommended the issue of Bonus Shares to the holders of Equity Shares on the record date to be fixed by the Board later. Since the present Authorized Capital of Rs. 15,00,00,000/- (Rs. Fifteen Crore only) is not sufficient for the purpose of issue of Bonus Shares, it has been decided to enhance the Authorized Share Capital of the Company to Rs. 30,00,00,000/- by altering Clause V of the Memorandum of Association of the Company. The Board recommends the resolution.

**Memorandum of Interest:** None of the Directors of the Company is interested in the resolution, except to the extent of their shareholding and the Shareholding of their relatives, in the Company.

**Item No. 2**

In keeping with the tradition of the Company to create value for the Shareholders, the Board of Directors of the Company at its meeting held on 13<sup>th</sup> May, 2013, has recommended issue of Bonus shares in the ratio of 1:1 i.e. one new fully paid up Equity Share of Rs. 10/- each to the eligible Members of the Company as on the record date, to be fixed by the Board for the purpose.

The Board recommends the resolution.

**Memorandum of Interest:** None of the Directors of the Company is interested in the resolution, except to the extent of their shareholding and the Shareholding of their relatives, in the Company

**Item No. 3**

Increased awareness in the use of Medical Disposables, the demand of Medical Disposables has considerably increased in the International/Domestic markets. The Company has received large export orders from its customers and it would be possible to meet the export obligation only with the help of outsourcing some of the Product(s)/Component(s) from M/s Vitromed Healthcare, Jaipur on Job Work basis. Therefore, the Company, require to increase in the existing limit of Job Work.

To fulfill the urgent export order during the month of March, 2013, the limits granted by Regional Director through his letter No. 4/434/T-1/2011/D/ 6852 dated 16th January, 2012, was found to be insufficient to cater the export order in hand. The Board now request the Members for ratification of the increased limits.



S. No.	Period	Existing Limit	Proposed Limit
1.	01.04.2012 to 31.03.2013	Rs. 20.00 Crs	Rs. 23.00 Crs.
2.	01.04.2013 to 31.03.2014	Rs. 24.00 Crs.	Rs. 30.00 Crs.
3.	01.04.2014 to 31.03.2015	Rs. 28.00 Crs.	Rs. 35.00 Crs.

**Memorandum of Interest:** Shri Jugal Kishore Baid, Shri Himanhsu Baid and Shri Rishi Baid being interested in the aforementioned firm are concerned and interested in the Resolution. The Board recommends the resolution.

Place: New Delhi

Date: 13.05.2013

On behalf of the Board of Directors  
For Poo Medieure Limited

  
Sonia Singh  
Company Secretary



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## 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.	13/05/2013
	(ii) Approving the draft Notice of Postal Ballot.	13/05/2013
	(iii) Date of Board Resolution in which Managing Directors and Company Secretary being responsible for postal ballot process.	13/05/2013
	(iv) Date of Approving the Calendar of 'Events'.	13/05/2013
2.	Copy of Resolution for Board Resolution filed with ROC.	20/05/2013
3.	To complete dispatch of Notices	24/05/2013
4.	To release an advertisement in Newspaper regarding postal ballot process.	26/05/2013
5.	Last date of receiving Postal Ballot papers by scrutinizers.	27/06/2013
6.	Last date for declaration of result of the Postal Ballot.	29/06/2013
7.	A copy of the proceedings of the EGM to be sent to the Stock Exchange.	30/06/2013
8.	Resolution to be displayed in the Notice Board and release to the press.	30/06/2013

Certified to be True copy  
For Poly Medicure Limited

  
Sonia Singh  
Company Secretary