

Poly Medicure Ltd.

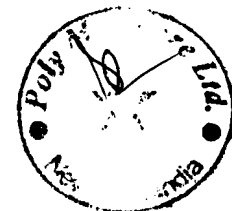
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EXTRACTS OF THE RESOLUTION PASSED AT THE EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF POLY MEDICURE LIMITED HELD THROUGH POSTAL BALLOT ON 29TH JUNE, 2013 AT 05:30 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT FIRST FLOOR, 12, SANT NAGAR EAST OF KAILASH, NEW DELHI 110065.

Resolution for capitalization of reserves for issue of Bonus Shares to the members of the Company:

“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 approval(s), the consent of the members of the Company be and is hereby accorded 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 March 31, 2012 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) the 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 laws and regulations."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, 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."

EXPLANATORY STATEMENT AND REASONS FOR THE PROPOSED RESOLUTIONS ACCOMPANYING THE NOTICE DATED 13th MAY, 2013, PURSUANT TO SECTION 173(2) READ WITH SECTION 192A(2) OF THE COMPANIES ACT, 1956.

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 13th 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.

Certified True Copy

For Poly Medicure Limited

Sonia Singh
Company Secretary

