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## ***Poly Medicure Ltd.***

**POLYMED**

Medical Devices

Works : Plot No. 104-105, Sector-59, HSIIDC Industrial Area, Ballabgarh, Faridabad-121004, INDIA  
Phone : +91-129-4287000, 3355070, Fax : +91-129-2307007, 2309102  
E-mail : info@polymedicure.com, Website : www.polymedicure.com  
CIN : L40300DL1995PLC066923

**CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED BY THE SHAREHOLDERS THROUGH POSTAL BALLOT OF WHICH RESULTS DECLARED ON SATURDAY THE 10<sup>TH</sup> DAY OF JANUARY, 2015 AT THE REGISTERED OFFICE OF THE COMPANY AT 232B, THIRD FLOOR, OKHLA INDUSTRIAL ESTATE, PHASE-III, NEW DELHI**

### **SPLIT/SUB-DIVISION OF EQUITY SHARES OF THE COMPANY (Special Resolution)**

**“RESOLVED THAT** pursuant to the provisions of section 61 of the Companies Act, 2013 and any other provisions of the Company Act, 2013 and provisions of the Articles of Association of the Company, Listing Agreement entered with Stock Exchange(s), Securities Contract (Regulations) and subject to the approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies, 30,000,000 (Three Crore) Equity Shares of nominal value of Rs.10/- each in the Authorised Share Capital of the Company be sub-divided into 60,000,000 (Six Crore) Equity Shares of nominal value of Rs.5/- each.

**FURTHER RESOLVED THAT** the Board of Directors of the Company (“Board”, which expression shall also include a Committee thereof) be and is hereby authorized to issue new share certificates representing the sub-divided Equity Shares with new distinctive numbers, consequent upon sub-division of Shares aforesaid and/or credit the shareholders’ account with the depositories subject to compliance with the provisions contained in this regard, and the Articles of Association of the Company and to do all acts, deeds, matters and things as may be required to be done in this regard and execute such documents, instruments and writings in this connection and also delegate all or any of the Powers vested in the Board, to any Committee thereof or to any Director(s) or the Company Secretary to give effect to the aforesaid Resolution.

**FURTHER RESOLVED THAT** pursuant to Section 13 and other applicable provisions, if any, of the Companies Act, 2013, the existing clause V of the Memorandum of Association of the Company be deleted and the following clause V substituted:

The Authorised Share Capital of the Company is Rs. 300,000,000 (Rupees Thirty Crore) dividend into 60,000,000 (Six Crore) Equity Shares of Rs. 5/- (Rupees Five) each”.

For Poly Medicure Limited



Vinay Gujral

Company Secretary