



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

Ref: PML/SEC/2012-13/596.

Date: 27th February, 2013

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

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

Subject: Postal Ballot Notice pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001.

Dear Sir,

With reference to the captioned subject, please find enclosed herewith Postal Ballot Notice and Calendar of Events pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001.

Kindly take a note of the same for your further needful and oblige us.

Thanking You,

Yours Faithfully,

For Poly Medicure Limited

**Sonia Singh
Company Secretary**



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Calendar of Events of Postal Ballot

S. No.	Particulars	Date of completion
1.	Meeting of the Board of Directors to approve the following business to be considered through postal ballot process:-	09/02/2013
	(i) Consent/Appointment of Scrutinizer.	09/02/2013
	(ii) Approval of draft Notice of EGM, to be held through Postal Ballot.	09/02/2013
	(iii) Authority to Managing Director and Company Secretary to conduct threew postal ballot process.	09/02/2013
2.	Filing of Copy of Board Resolution with ROC	27/02/2013
3.	To complete dispatch of Notices	06/03/2013
4.	To release an advertisement in Newspaper regarding postal ballot process.	09/03/2013
5.	Last date of receiving Postal Ballot papers by scrutinizers.	09/04/2013
6.	Last date for declaration of result of the Postal Ballot	15/04/2013
7.	A copy of the proceedings of the EGM to be sent to the Stock Exchange.	15/04/2013
8.	Resolution to be displayed in the Notice Board and release to the press.	16/04/2013

Certified to be True Copy
For Poly Medcure Limited


Sonia Singh
Company Secretary



Poly Medicure Limited

Registered 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. Approval for Change of Designation and Remuneration of Shri Vishal Baid as President (Sales & Marketing).

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

RESOLVED THAT pursuant to the provision(s) of Section 314 and other applicable provisions of the Companies Act, 1956 read with read with Directors' Relatives (Office of Place of Profits) Rules, 2003, subject to the approval of the Central government, the consent of the Company be and is hereby accorded for change of Designation and Remuneration of Sh. Vishal Baid (*who was appointed as President (Corporate Business) on 01st June, 2011, for a period of five years*), as President (Sales and Marketing) and continue to hold Office or place of Profit in the Company, for the remaining period of Three Years and Ten Months commencing from 01st April, 2013, on the following term(s) and condition(s):-

Basic Salary: Rs. 2,00,000 P.M. (Rupees Two Lacs p.m. only).

Perquisite and Allowance

House Rent Allowance: Rs. 1,20,000/- p.m. (Rupees One Lacs Twenty Thousand Only).

Employer's Contribution to Provident Fund: As per Employee's Provident Fund Scheme, 1952, and any other applicable provision(s) and Rule(s), if any.

Reimbursement of Medical Expenses: Reimbursement of actual Medical Expenses subject to maximum of Rs. 15,000 p.a.

Leave Travel Concession (LTA): Reimbursement of Leave/Holiday Travel expenses (Like Fare, lodging, boarding, conveyance and other expenses) incurred on one occasion in a year whether in India or abroad in respect of himself and family subject to the conditions that the total reimbursement shall not exceed one month's basic salary per annum.



Gratuity: 15 days basic salary for every completed of years of Service as per Payment of Gratuity Act, 1972 and any other applicable provision(s), if any.

Earned Leaves: Leave with full pay or encashment thereof, as per rules of the Company.

FURTHER RESOLVED that the total remuneration payable to Sh. Vishal Baid shall not exceed a sum of Rs. 4,00,000/- p.m. (Rupees Four Lacs p.m. only)

2. Approval of Purchase Agreement with Vitromed Healthcare, Jaipur.

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

RESOLVED THAT in terms of Section 297 and subject to the other applicable provision(s) if any, of the Companies Act, 1956, the consent of the Company, be and is hereby accorded to enter into Purchase Agreement with M/s Vitromed Healthcare, Jaipur, for purchase of product(s)/component(s) of Medical Devices for a period of Three Years, for which limits of purchase have been granted by Regional Director, Ministry of Corporate Affairs (Northern Region) Noida vide Letter No. 4/481/T-1/2012/D/8455 dated 31st December, 2012, are as follows:-

S. No.	Period	Value (Rs. In Lacs) not to exceed
1.	01.04.2013 to 31.03.2014	100.00
2.	01.04.2014 to 31.03.2015	150.00
3.	01.04.2015 to 31.03.2016	200.00

For and on behalf of the Board of Directors
For Poly Medisure Limited



Sonia Singh
Company Secretary

Date: 09th February, 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. Voting Rights shall be reckoned on the paid up value of the Equity Shares registered in the name of the members as on 22nd February, 2013 ("Cut-Off Date"). Anyone who have 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.
3. A member desiring to exercise Vote by Postal Ballot is required to complete the enclosed Postal Ballot and send it to the Scrutinizer in the enclosed self addressed envelope.
4. The Company appointed Shri B.K. Sethi, Practicing Company Secretary as Scrutinizer for the purpose of postal ballot exercise.
5. The Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the 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 09th April, 2013. Response received from the members after 09th



April, 2013 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.

6. The scrutinizer will submit his Report and the result of the Postal Ballot shall be announced at the Registered Office of the Company on, 15th April, 2013 at 11:00 A.M.

EXPLANATORY STATEMENT AND REASONS FOR THE PROPOSED RESOLUTIONS ACCOMPANYING THE NOTICE DATED 09th FEBRUARY, 2013, PURSUANT TO SECTION 173(2) READ WITH SECTION 192A(2) OF THE COMPANIES ACT, 1956.

Item No. 1: Name: Shri Vishal Baid,
Father's Name: Shri Jugal Kishore Baid,
Date of Birth: 28th August, 1974.

Shri Vishal Baid was appointed as President (Corporate Business) on 01st June, 2011 for the period of Five Years, on the following remuneration:

Basic Salary: Rs. 1,25,000/- P.M. (Rupees One Lacs Twenty Five Thousand only p.m.).

Perquisite and Allowance

House Rent Allowance: Rs. 75,000/- p.m. (Rupees Seventy Five Thousand p.m. only)

Employer's Contribution to Provident Fund: Rs. 15,000/- p.m. (Rupees Fifteen Thousand p.m. only).

Encashment of Earned Leaves: Rs. 5,208/- p.m. (Rupees Five Thousand Two Hundred Eight only).

Gratuity: Rs. 5208/- p.m. (Rupees Five Thousand Two Hundred Eight Only)

He was assisting the Managing Director in administrative matters. Of late, he was also entrusted with more responsibility in the field of sales and marketing. As the Company is expanding its operations by establishing new manufacturing unit(s) and expanding the existing ones as a such, the function of marketing is assuming more and more importance. The Board of Directors in its meeting held on 9th February, 2013 decided to entrust the area of Marketing to Shri Vishal Baid and redesignated him as President (Sales & Marketing) on a revised remuneration as stated in the aforementioned resolution.

Shri Vishal Baid, aged 38 years, is a qualified Chartered Accountant and has 14 years Business experience in various capacities including sales and marketing

As Shri Vishal Baid is related to the Directors of the Company, the resolution relating to his appointment is required to be passed through a Special Resolution under the provisions of Section 314 of the Companies Act, 1956 and any other provisions applicable, if any.

Memorandum of Interest: None of the directors except Shri Himanshu Baid, Sh. Rishi Baid and Sh. Jugal Kishore Baid is interested in the matter.

The Directors recommend the resolution.

Item No. 2:

The Company was incorporated in the year 1995 and started commercial production in April, 1997. The Company is a manufacturer and exporter of various kinds of medical devices, which are produced in-house and also with the help of outsourcing / purchases of some of the



products/components either by outright purchases or by getting the same manufactured on Job-work basis.

The Company has been able to improve its performance year after year, by expanding its capacity, from time to time and also with the help of outsourcing / purchase some of the product(s) and component(s) from M/s Vitromed Healthcare, Jaipur. The outsourcing / purchasing of the same is beneficial for the Company as well as its Shareholders. The Company is hopeful to achieve continued progress with the help of in-house production supplemented with outsourcing/purchases of some of the products and components from M/s Vitromed Healthcare, Jaipur. The components purchased are used in the assembly of the final products, to be sold in the domestic as well as in the international markets.

The Company has been purchasing components from above mentioned firm under the authority of Regional Director (Northern Region), Ministry of Corporate Affairs, Noida. The current approval expires on 31st March, 2013. The new approval has been granted vide Letter No. 4/481/T-1/2012/8455 dated for the period of three years. The Regional Director (Northern Region), Ministry of Corporate Affairs, Noida has mandated for further approval to be taken from members by Special Resolution.

To maintain the tempo of increase in performance in the coming years, the Company is required to outsource / purchase some of the products and components of medical devices from other manufactures in the similar line of activities. Since, the other main manufacturers in the line are our competitors and, thus, they would not like to supply the same to the Company, we have no other choice, but to purchase the same from M/s Vitromed Healthcare. The Board considered the matter in their meeting held on Saturday, 09th February, 2013.

Interest of Directors

M/s. Vitromed Healthcare, Jaipur is a partnership concern in which Shri Jugal Kishore Baid, Shri Rishi Baid and Mrs. Shireen Baid (who is related to a director of the Company) hold interest in the above mentioned firm.

The Company, therefore, seeks the approval of the Members for entering into Agreement/Contract with M/s Vitromed Healthcare, Jaipur (Rajasthan) for a further period of three years for the purchase of product(s)/component(s) of medical devices, up to the following Limits:

(Rs in Lacs)		
S. No.	Period	Proposed Limit
1.	01.04.2013 to 31.03.2014	100.00
2.	01.04.2014 to 31.03.2015	150.00
3.	01.04.2015 to 31.03.2016	200.00

Memorandum of Interest:

Shri Jugal Kishore Baid, Shri Himanshu Baid and Shri Rishi Baid being interested in the aforementioned firm are concerned and interested in the resolution. The Directors recommend the resolution.

For and on behalf of the Board of Directors
For Poly Medicure Limited

Date: 09.02.2013
Place: New Delhi


Sonia Singh
Company Secretary