



Experience
INDIAN
HEALTHCARE

Poly Medicure Ltd.

Regd. Office : 232-B, 3rd Floor, Okhla Industrial Estate, Phase - III, New Delhi - 110020, INDIA

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

CIN : L40300DL1995PLC066923

POLYMED

Medical Devices

12.05.2015

Scrip Code: - 531768

Scrip Code:- POLYMED

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

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

Subject:- Submission of Postal Ballot Notice and Form pursuant to clause 31 of the Listing Agreement

Dear Sir/Madam,

Pursuant to clause 31 of the Listing Agreement, please find attached six copies of Postal Ballot Notice alongwith Postal Ballot Form issued to shareholders.

This is for your information and record.

Thanking You

For Poly Medicure Limited



Avinash Chandra
Company Secretary

Enclosed:- As above

POLY MEDICURE LIMITED

Regd. Office: 232B, Third Floor, Okhla Industrial Estate, Phase-III, New Delhi-110020

Ph:- 011-26321838/81/89/93/99, Fax:011-26321894/39

Email:investorcare@polymedicure.com, Website:www.polymedicure.com

CIN No.: L40300DL1995PLC066923

NOTICE OF POSTAL BALLOT

Dear Members:

NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013.

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, that the annexed Resolution for the purpose of further issue of securities is proposed to be passed as a Special Resolution by way of Postal Ballot.

The Company is desirous of seeking your consent for such proposal as contained in the Resolution appended below. An Explanatory Statement pertaining to the said Resolution setting out the material facts and the reasons therefor is annexed. The said Resolution and Explanatory Statement are being sent to you along with a Postal Ballot Form (the "Form") for your consideration. The Company has appointed Mr. B. K. Sethi, a Practicing Company Secretary, as the "Scrutinizer" for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Form and return the same duly completed, in the attached self addressed business reply envelope (postage will be borne and paid by the Company) so as to reach the Scrutinizer on or before the close of working hours, i.e., 5.00 P.M. on 11.06.2015. On completion of scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman of the Company. The Results of the Postal Ballot will be announced by the Chairman of the Company, Mr. D. R. Mehta, or in his absence, by Mr. Himanshu Baid, Managing Director, or in his absence, by Mr. Rishi Baid, Executive Director at 12.00 P.M. on 15.06.2015, at the Registered Office of the Company.

The members are requested to consider the following Resolution:

Item no. 1

FURTHER ISSUE OF SECURITIES

To consider, and if thought fit, to pass with or without the modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 41, 42, 62, 63 and 71, and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and the applicable rules thereunder and also including any relevant provisions of the Companies Act, 1956 to the extent that such provisions of the Companies Act, 1956 have not been superseded by the Companies Act, 2013 (the "Companies Act"), the provisions of the Memorandum of Association and Articles of Association of the Company, and in accordance with any other applicable law or regulation, in India or outside India, including without limitation, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "SEBI ICDR Regulations"), the listing agreements entered into with the respective stock exchanges where the shares of the Company are listed (the "Stock Exchanges"), the provisions of the Foreign Exchange Management Act, 1999, as amended, including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 (the "FCCB Scheme"), as amended, the Depository Receipts Scheme, 2014, the Consolidated Foreign Direct Investment Policy, issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India from time to time, and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued from time to time by the Government of India ("GoI"), the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI"), the Registrar of Companies, National Capital Territory of Delhi and Haryana (the "RoC"), the Stock Exchanges, and/or any other competent authorities and subject to any required approvals, consents, permissions and/or sanctions from the Ministry of Finance (Department of Economic Affairs), the Ministry of Commerce & Industry (Foreign Investment Promotion Board / Secretariat for Industrial Assistance), the SEBI, the RoC, the RBI and any other appropriate statutory, regulatory or other authority and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and / or sanctions, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called the "Board" which term shall be deemed to include any committee which the Board has constituted or may hereinafter constitute to exercise its powers including the power conferred by this Resolution) to create, issue, offer and allot (including with provisions for reservation on firm and /or competitive basis, of such part of issue and for such categories of persons including employees of the Company, as may be permitted), either in India or in the course of international offering(s) in one or more foreign markets, equity shares of the Company with a face value of Rs. 5/- each (Rupees Five only) (the "Equity Shares"), Global Depository Receipts ("GDRs"), American Depository Receipts ("ADRs") Foreign Currency Convertible Bonds ("FCCBs") and/or other financial instruments convertible into or exchangeable for Equity Shares (including warrants, or otherwise, in registered or bearer form), fully convertible debentures, partly convertible debentures, non-convertible debentures with warrants and/or any security convertible into Equity Shares with or without

voting/special rights and/or securities linked to Equity Shares and/or securities with or without detachable warrants with right exercisable by the warrant holder to convert or subscribe to Equity Shares pursuant to a green shoe option, if any (all of which are hereinafter collectively referred to as the "Securities") or any combination of Securities, in one or more tranches, whether rupee denominated or denominated in foreign currency, through public and/or private offerings and/or on preferential allotment basis, including without limitation through a qualified institutions placement ("QIP") in accordance with Chapter VIII of the SEBI ICDR Regulations, or any combination thereof or by issue of prospectus and / or placement document and/or other permissible/requisite offer document to any eligible person(s), including but not limited to qualified institutional buyers (as defined in the SEBI ICDR Regulations) ("QIBs") in accordance with Chapter VIII of the SEBI ICDR Regulations, or otherwise, foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternative investment funds, foreign institutional investors, foreign portfolio investors, Indian and/or bilateral and/or multilateral financial institutions, non-resident Indians, stabilizing agents, state industrial development corporations, insurance companies, provident funds, pension funds and/or any other categories of investors whether or not such investors are members of the Company (collectively referred to as the "Investors"), as may be decided by the Board at its discretion and permitted under applicable laws and regulations for an aggregate amount not exceeding Rs. 20,000 lacs (Rupees Twenty Thousand Lacs only) or equivalent thereof in any foreign currency, inclusive of such premium as may be fixed on such Securities at such a time or times, in such a manner and on such terms and conditions including security, rate of interest, discount (as permitted under applicable law) etc., as may be deemed appropriate by the Board in its absolute discretion, including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with the lead manager(s) and / or underwriter(s) and / or other advisor(s) for such issue. The number and /or price of Securities shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate restructuring.

RESOLVED FURTHER THAT if any issue of Securities is made by way of a QIP in terms of Chapter VIII of the SEBI ICDR Regulations (hereinafter referred to as "Eligible Securities" within the meaning of the SEBI ICDR Regulations), the allotment of the Eligible Securities, or any combination thereof as may be decided by the Board shall be completed within 12 (Twelve) months from the date of approval of the shareholders of the Company by way of a special resolution for approving QIP or such other time as may be allowed under the SEBI ICDR Regulations at a price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations, provided that the Board may, in accordance with applicable law, offer a discount of not more than 5% or such percentage as permitted under applicable law on such price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations. The Eligible Securities shall be allotted on a fully paid basis (subject to allottees having the option to pay either full or part consideration for warrants, with the balance consideration being payable at or by the time of exercise of such warrants, where the tenure of any convertible or exchangeable Eligible Securities shall not exceed 60 months from the date of allotment), and the aggregate of all QIPs made by the Company in the same financial year shall not exceed five times the net worth of the Company as per the audited balance sheet of the previous financial year.

RESOLVED FURTHER THAT in the event that the Equity Shares are issued to QIBs under Chapter VIII of the SEBI ICDR Regulations, the "relevant date" for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares and in the event that convertible securities (as defined under the SEBI ICDR Regulations) are issued to QIBs under Chapter VIII of the SEBI ICDR Regulations, the "relevant date" for the purpose of pricing of such securities, shall be the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities are entitled to apply for Equity Shares or such other time as may be permitted by the SEBI ICDR Regulations, subject to any relevant provisions of applicable laws, rules, regulations as amended from time to time, in relation to the proposed issue of the convertible securities.

RESOLVED FURTHER THAT the relevant date for the determination of the applicable price for the issue of any other Securities shall be as per the regulations/guidelines prescribed by the SEBI, the Ministry of Finance, the RBI, the GOI through their various departments, or any other regulator, as the case may be, and the pricing of any Equity Shares issued upon the conversion of such Securities shall be made subject to and in compliance with the applicable rules and regulations.

RESOLVED FURTHER THAT in pursuance of the aforesaid resolutions:

- a) the Securities to be so offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and
- b) any Equity Shares that may be created, offered, issued and allotted by the Company shall rank *pari passu* with the existing Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to the applicable laws, rules, regulations and guidelines and subject to the approvals, consents and permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approvals, consents or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets including but not limited to the terms and conditions for issue of additional Securities and the Board be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose of such Securities that are not subscribed.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the offering, all such Equity Shares ranking *pari passu* with the existing Equity Shares in all respects.

RESOLVED FURTHER THAT in addition to all applicable Indian laws, the Securities issued pursuant to this Resolution shall also be governed by all applicable laws of any foreign jurisdiction where such Securities are or are proposed to be marketed or listed, or that may in any other manner apply in this relation.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolutions described above, the Board or Committee thereof be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things including but not limited to finalization and approval of the preliminary as well as final offer document(s), determining the form and manner of the issue, including the class of investors to whom the Securities are to be issued and allotted, number of Securities to be allotted, issue price, face value, discounts permitted under applicable law (now or hereafter), premium amount on issue/conversion of the Securities, if any, rate of interest, execution of various agreements, deeds, instruments and other documents, including the private placement offer letter, creation of mortgage/ charge in accordance with the provisions of the Companies Act in respect of any Securities as may be required either on *pari passu* basis or otherwise, as it may in its absolute discretion deem fit, necessary, proper or desirable, and to give instructions or directions and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilization of the issue proceeds and to accept and to give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by the SEBI, the RoC, the lead managers, or other authorities or agencies involved in or concerned with the issue of Securities and as the Board or Committee thereof may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise, and that all or any of the powers conferred on the Company and the Board pursuant to this Resolution may be exercised by the Board or Committee thereof as the Board has constituted or may constitute in this behalf, to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this Resolution, and all actions taken by the Board or any committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT the Board or Committee thereof be and is hereby authorized to engage/appoint lead managers, underwriters, guarantors, depositories, custodians, registrars, stabilizing agent, trustees, bankers, advisors and all such agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents etc. with such agencies and to seek the listing of such Securities on one or more national and/or international stock exchange(s).

RESOLVED FURTHER THAT subject to applicable laws, the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any committee of directors or any whole-time Director or directors or any other officer or officers of the Company to give effect to the aforesaid resolutions."

**By Order of the Board
For Poly Medicure Limited**

**Date: 04.05.2015
Place: New Delhi**

**Avinash Chandra
Company Secretary**

NOTES:

1. The Explanatory Statement to the Special Business is attached in accordance with the provisions of section 102 of the Companies Act, 2013.
2. This Notice is being sent to the members, whose names appears in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited(NSDL) and Central Depository Services (India) Limited (CDSL) on 01.05.2015.
3. According to Companies (Management and Administrative) Rules, 2014, details of dispatch of Notice and Postal Ballot Paper to the members will be published in one (1) English and one (1) Vernacular language newspaper circulating in the state in which the Registered Office of the Company is situated.
4. The Company is pleased to offer the option of e-voting facility to all the members. For the said purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting. The members who wish to vote by Postal Ballot Form (instead of e-voting) can download Postal ballot from www.evotingindia.com or www.polymedicure.com.

NOTES/INSTRUCTIONS:

1. Pursuant to the provisions of section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, assent/dissent of the shareholders in respect of the resolution contained in the Notice dated 4th May, 2015 being taken through postal ballot/e-voting.
2. Under the green initiative of Ministry of Corporate Affairs, Postal Ballot is being sent to the shareholders, who have registered their e-mail with the Company/RTA through e-mail and to do all other shareholders by Post alongwith Postal Ballot Form.
3. The Board of Directors has appointed Mr. B.K Sethi, Practicing Company Secretary, has been appointed as Scrutinizer for conducting the entire Postal Ballot process in a fair and transparent manner.
4. The notice of Postal Ballot/e-voting is being sent to the members, whose names appear in the register of member as on 1st May, 2015 and shareholders holding shares shall have one vote per share as shown against their holding.

5. The statement as required under section 102 of the Companies Act, 2013 setting out all material facts concerning the aforesaid business.
6. The Scrutinizer will submit his final report as soon as possible but not later than ten days thereof to the Chairman / Managing Director / CFO / Company Secretary or any Director/officer authorised by the Board.
7. The Notice is also being displayed on the website of the Company www.polymedicure.com
8. The Shareholders can opt for only one mode of voting i.e through Postal Ballot or e-voting. If the shareholder decides to vote through Postal ballot they are advised not to vote through e-voting and vice-versa. In case of voting by both the modes, voting through a valid e-voting will be considered and counted and through Physical Postal Ballot Form of such shareholder will be treated as invalid.
9. There will be one Postal Ballot Form/e-voting for every folio/client id irrespective of the number of joint holders.
10. Voting rights in the Postal Ballot/e-voting cannot be exercised by a proxy.
11. The scrutinizer's decision on the validity of a Postal Ballot/e-voting will be final.

Voting in Physical Form

12. A shareholder desiring to exercise voting rights by Postal ballot may complete the Postal Ballot Forms and send it in the attached self addressed Envelops, so as to reach the Scrutinizer not later than close of working hours i.e. 05:00 P.M. on 11th June, 2015. The Postal Ballot Forms received after this date will be treated as if the reply from shareholder has not been received. However envelops containing Postal Ballot Form, if sent by the courier or by registered post or by speed post at the expenses of the registered member will also be accepted. The Postal Ballot form(s) may also be deposited personally.
13. The votes should be casted either in favour or against the resolution by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing tick (✓) mark in both the column will render the Form invalid.
14. Please convey your assent/dissent in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
15. The Postal Ballot Form should be completed and signed by the sole/first named shareholder. In the absence of the first named shareholder in a joint holding the Form may be completed and signed by the next named shareholder, however where the Form is sent separately by the first named shareholder and the joint holder(s), the vote of the first named shareholder would be valid.
16. In case of shares held by companies, trusts, societies etc, the duly completed postal ballot form should be accompanied by a certified true copy of the Board Resolution/authority letter with signature's of authorised signatory(ies) duly attested.
17. In complete, unsigned or incorrect filled Postal Ballot Forms will be subject to rejection by the Scrutinizer.
18. Shareholders are requested to fill the Postal Ballot form in indelible link and not in any erasable writing mode.
19. Shareholders are requested not to send any other matter along with the Postal Ballot Form in the enclosed postage pre-paid self addressed reply envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
20. A shareholder may request for a duplicate Postal Ballot Form, if so required. However the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified in point no. 12 above.

Annexure to the Notice

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item No. 1

Pursuant to the relevant Sections of the Companies Act, including, without limitation, Section 62 of the Companies Act, 2013, any offer or issue of securities in the Company to persons other than members of the Company requires prior approval of the members by way of Special Resolution. The listing agreements executed by the Company with the Stock Exchanges also provide that the Company shall, in the first instance, offer all securities for subscription pro rata to the Shareholders, unless the Shareholders in a general meeting decide otherwise.

Your Directors draw your attention to the fact that the Company requires additional capital in the future to meet the needs of its growing business, development of infrastructure for future growth (organic as well as inorganic), capital expenditure, expansion/modernization of existing business including for long-term working capital requirements, repayment/servicing of existing debts, and for other approved general corporate objectives/purposes from time to time, and to augment the Company's capital base and financial position. While it is expected that the internal generation of funds would partially finance the need for funds, equity and debt raising would be another source of funds, it is proposed to create, offer, issue and allot securities as stated in the resolution at such price or prices, at a discount or premium to market price or prices in such manner and on such terms and conditions as may be deemed appropriate by the Board at its discretion, taking into consideration market conditions and other relevant factors and wherever necessary in consultation with lead managers, either in one or more foreign currencies or equivalent Indian Rupees inclusive of such premium as may be determined by the Board. The Company intends to issue securities for an aggregate amount not more than Rs. 20,000 lacs (Rs. Twenty Thousand Lacs Only) or its equivalent in one or more foreign currencies. This is an enabling Resolution and the Company will issue new Securities, subject to applicable law and necessary compliances.

This Special Resolution, among other things, seeks to enable the Board of Directors (including any Committee thereof) to undertake a Qualified Institutions Placement to Qualified Institutional Buyers in accordance with the Securities and Exchange Board of India (Issue of

Capital and Disclosures Requirements) Regulations, 2009, amended (the "SEBI ICDR Regulations") as prescribed under Chapter VIII of the SEBI ICDR Regulations for the purposes mentioned above without the need for fresh approval from the shareholders.

Basis or Justification of Price: The pricing of the Securities to be issued to Qualified Institutional Buyers pursuant to Chapter VIII of the SEBI ICDR Regulations shall be determined by the Board subject to such a price not being less than the price calculated in accordance with Chapter VIII the SEBI ICDR Regulations. The "Relevant Date" for this purpose, in case of allotment of Equity Shares, will be the date when the Board decides to open the issue, or, in case of convertible securities, either the date of the meeting in which the Board or a committee thereof decides to open the issue of the convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares as provided under Chapter VIII of the SEBI ICDR Regulations. The resolution enables the Board of Directors to, in accordance with applicable laws, offer a discount of not more than 5% or such percentage as permitted under applicable law on the price determined pursuant to the SEBI ICDR Regulations.

The Special Resolution also enables the Board to issue Securities in tranches, at such times, at such prices and to such person(s) including institutions, bodies incorporated and/or individuals or otherwise as the Board deems fit. The Company with this resolution intends to retain the right and flexibility to issue securities including but not limited to GDRs, ADRs, FCCBs and Equity Shares.

The detailed terms and conditions for the offer will be determined by the Board in consultation with the lead manager(s) appointed in relation to the proposed issue and such other authorities as may be required, taking in to consideration market conditions and in accordance with the applicable provisions of law. The Equity Shares allotted or arising out of conversion of any Securities will be listed on recognized stock exchanges subject to obtaining regulatory approvals. The offer/issue/allotment/conversion/redemption of Securities would be subject to obtaining regulatory approvals, if any by the Company. The conversion of securities held by foreign investors into Equity Shares would be subject to applicable ceiling on foreign investment in the Company. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the stock exchanges as may be required under the provisions of the listing agreement entered into with the Stock Exchanges.

Section 62 of the Companies Act, 2013 and the provisions of listing agreements entered into with the stock exchanges, provide, *inter alia*, that where it is proposed to increase the subscribed share capital of the Company by allotment of further shares, such further shares may be offered to any person other than members of the Company, if authorized by the members pursuant to a special resolution. The special resolutions seek the consent and authorization of the members to the Board to make the proposed issue of Securities, in consultation with the lead managers, advisors and other intermediaries that may be appointed in relation to the issue of Securities and in the event it is decided to issue Securities convertible into Equity Shares, to issue to the holders of such convertible Securities in such manner and such number of Equity Shares on conversion as may be required to be issued in accordance with the terms of the issue, keeping in view the prevailing market conditions and in accordance with the applicable rules and regulations or guidelines.

The Board of Directors of the Company recommend the Resolution as set out at Item No. 1 of the accompanying Notice for approval of the members by way of a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the resolution.

POLY MEDICURE LIMITED

Regd. Office: 232B, Third Floor, Okhla Industrial Estate, Phase-III, New Delhi-110020

Ph:- 011-26321838/81/89/93/99, Fax:011-26321894/39

Email:investorcare@polymedicure.com, Website: www.polymedicure.com

CIN No.: L40300DL1995PLC066923

POSTAL BALLOT FORM

1. Name & address of the Sole/First named Shareholder as registered with the Company
2. Name(s) of the Joint Shareholder(s) :
If any, registered with the Company
3. Registered Folio No. & Client ID No. :
(applicable to investors holding Shares in electronic form)
4. No. of Shares held
5. I/We hereby exercise my/our vote in respect of the **Resolution(s)** to be passed through Postal Ballot for the business stated in the Notice dated 04th May, 2015 by sending my/our assent or dissent to the said Resolution by placing the tick (✓) mark at the appropriate box below.

Item		No. of Shares	Please tick (✓) in the appropriate box below
Special Resolution under sections 41, 42, 62, 63 and 71 of the Companies Act, 2013, for further issue of Securities.	I/We assent to the Resolution		
	I/We dissent to the Resolution		

Date:

Place:

Signature of the Shareholder

EVEN (E-Voting Event No.)	USER ID	Password/PIN

Note: please read carefully the instructions printed overleaf before exercising your vote.

INSTRUCTIONS

1. The instructions for members for voting electronically are as under:-

- A.** In case a member receives an email from NSDL (for members whose email IDs are registered with the Depository Participant(s) :
- I. Open email and open PDF file. The said PDF file contains your user ID and password For E-Voting. Please note that the password is an initial password.
 - II. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - III. Click on shareholder-Login.
 - IV. Put user ID and password as initial password noted in step (i) above. Click login.
 - V. Password change menu appears. Change the password with new password of your choice. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - VI. Home page of e-voting opens, click on e-voting: Active Voting cycles.
 - VII. Select "EVEN" Of Poly Medicure Limited.
 - VIII. Now you are ready for e-voting as cast vote page opens.
 - IX. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - X. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - XI. Once you have voted on the resolution, you will not be allowed to modify your vote
 - XII. Institutional & Corporate shareholders(i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy(PDF/JPG Format) of the relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to sethibk.100@gmail.com a copy marked to evoting@nsdl.co.in.
- B.** In case a Member receives physical copy of the Notice of Postal Ballot (for members whose email IDs are not registered with the Depository Participant (s) or requesting physical copy] :
- I. Initial password is provided as below in the Postal ballot form:

EVEN(E Voting event number)	USER ID	PASSWORD

- II. Please follow all steps from Sl. No.(ii) to Sl. No.(xii) above, to cast vote.
2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the downloads section of www.evoting.nsdl.com.
3. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
4. The e-voting period commences on 13.05.2015 at 09:00 A.M. and ends on 11.06.2015 at 05:00 P.M.. During the period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of May 01, 2015, may cast their vote electronically in the manner and process set out herein above. The E-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the shareholder shall not be allowed to change it subsequently. Further, the members who have cast their vote electronically shall not vote by way postal ballot form.
5. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of May 01, 2015.
6. The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two(s) witnesses not in the employment of the Company and make a Scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
7. Shareholders who have registered their e-mail IDs with their Depository Participants are being sent Notice of Postal ballot by e-mail and Shareholders who have not registered their e-mail id will receive Notice of Postal ballot along with postal ballot form.
8. Kindly note that Shareholders can opt only one mode of voting, i.e. either by physical ballot or E-Voting. If Members are opting for e-voting, then do not vote by physical ballot also and vice versa.
9. Shareholders are requested to carefully read the instructions printed in the Postal ballot form and return the form duly completed in the attached self-addressed postage prepaid envelope, so as to reach the Scrutinizer, Poly Medicure Limited C/o Mas Services Limited, T-34 2nd Floor, Okhla Industrial Area, Phase- II, New Delhi 110020 before the closing of working hours on 11.06.2015. Please note that Postal Ballot Form(s) received after the said date will be treated as not having been received.
10. Shareholders who have received Postal ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal ballot Form sent along with the email or download from the link www.evoting.nsdl.com or from the 'Investor' page on the website of the Company www.polymedicure.com
11. In case, shares are jointly held, the postal ballot form should be completed and signed (as per the specimen signature registered with the company) by the first named member and in his/her absence, by the nest named Member.
12. In case of shares held by Companies, trusts, societies, etc. the duly completed postal ballot form should be accompanied by a certified copy of the Board Resolution/authority letter together with attested specimen (s) of the duly authorized signatory/ies, giving requisite authority to the person voting on the Postal ballot Form.
13. A tick (✓) should be placed in the relevant box signifying assent/dissent for the resolution, as the case may be, before mailing the Postal ballot Form.
14. The Vote in this postal ballot cannot be exercised through Proxy.
15. The Scrutinizer's decision on the validity or otherwise of the Postal Ballot /E-Voting will be final.
16. The Results of E-Voting and postal ballot form shall be aggregated and declared by the Chairman or by any other person duly authorized in this regard. The Results declared along with the Scrutinizer's report shall be placed on the Company's website www.polymedicure.com and on the website of NSDL within two days of passing of the resolutions and communicated to the Stock Exchanges.