



Poly Medicure Ltd.

POLYMED
Medical Devices

Regd. Office : First Floor, 12 Sant Nagar, East of Kailash, New Delhi-110 065 INDIA
Ph. : +91-11-26481889, 26481893, 26481899, 26481838, Fax : +91-11-26481894, 26481839
E-mail : info@polymedicure.com Website : www.polymedicure.com
CIN : L74899DL1995PLC066923

Ref: PML/SEC/2013-14

Date: 16th June, 2014

The 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 (E), Mumbai-400051.

Subject: Result of Postal Ballot in terms of Notice Dated 01st April, 2014

Dear Sir/Madam,

With reference to the captioned subject, we wish to inform you that the Company has completed Postal Ballot Process under Section 110 of the Companies Act, 2013 read with rules made there under result of the same was declared on Monday, 16th June, 2014 at the Registered Office of the Company. Further in view that the Scrutinizer Report dated 14th June, 2014, submitted by the Scrutinizer viz. B.K. Sethi, Practicing Company Secretary, containing various Resolutions in questions, has been passed as Special Resolution.

We are enclosing herewith Certified True Copy of the Postal Ballot submitted by Scrutinizer and containing various resolutions passed as Special Resolution for your reference.

This is your Kind information please.

Thanking You,

Yours Faithfully,

For Poly Medicure Limited


Sonu Singh
Company Secretary



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EXTRACTS OF THE MINUTES OF THE MEETING HELD FOR DECLARATION OF RESULT OF POSTAL BALLOT (IN TERMS OF NOTICE DATED 01ST APRIL, 2014) OF POLY MEDICURE LIMITED HELD ON MONDAY, 16TH JUNE, 2014 AT 12:00 NOON AT REGISTERED OFFICE OF THE COMPANY AT FIRST FLOOR SANT NAGAR EAST OF KAILASH NEW DELHI-110065.

The Company Secretary produced Result of Postal Ballot given by Sh. B.K. Sethi, Scrutinizer, on 14th June, 2014, a copy of which was presented at the time of declaration.

All the Resolution circulated under the Postal Ballot were approved by the Shareholders as Special Resolution. The text of the Resolution passed are given as under:-

1. Approval for taking Land & Building on Lease from M/s Vitromed Healthcare, Jaipur.

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

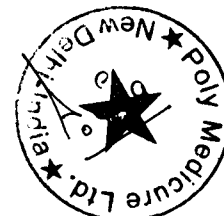
RESOLVED THAT pursuant to the Section 188, and any other applicable provisions of the Companies Act, 2013, and Rules made there under including any statutory modifications or re-enactments thereof for the time being in force, and subject to such approval(s), consent(s), permission(s) and sanction(s) as may be necessary, the Company do enter into a contract to take Land & Building on Lease situated at E-971-972 & G-973, Biotech Park, Sitapura Indl. Area, Sanganer, Jaipur-302022, from M/s Vitromed Healthcare, Jaipur, for manufacture of Product(s) and/or Components of Medical Devices, on the following term(s) & condition(s).

(a). **Name of the Related Party:** M/s Vitromed Healthcare, Jaipur (the Partner Ship firm).

(b). **Nature of Relationship:** M/s Vitromed Healthacre is a Partnership Firm in which Shri Jugal Kishore Baid, Shri Rishi Baid, Shri Vishal Baid & M/s Polycure Martech Limited are partners . Fourth Partner in the firm is a Limited Company in which the Directors and their relatives are shareholders.

(c). **Duration of the Contract:** Total duration of lease is 9 years. (Subject to the further renewal of 9 years on the same term(s) & condition(s), mutually consented by both the parties.

(d). **Particulars of the Contract:** The Contract is an arrangement for taking Land and Building, on lease, belonging to the firm.



(e.) Material Terms of the Contract or arrangements including the value.

- Commencement of the Contract: 1st July, 2014.
- Monthly Lease Rent: Rs. 7,50,000/- p.m. (Rupees Seven Lac and Fifty Thousand) only which will be increased by 15% after every three years from the date of commencement of Lease.
- The Company will pay an interest free Security Deposit of Rs. 45,00,000/- to the firm.

(f.) All the Commercial Terms are on arms length basis and all factors relevant to the contract have been considered.

(g.) Any Other Information: The fair rental value has been determined and certified by a Chartered Engineer.

Item No. 2. Approval for Purchasing certain Plant & Machinery from M/s Vitromed Healthcare, Jaipur.

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

RESOLVED THAT pursuant to the Section 188, and any other applicable provisions of the Companies Act, 2013, and Rules made there under including any statutory modifications or re-enactments thereof for the time being in force, and subject to such approval(s), consent(s), permission(s) and sanction(s) as may be necessary, the Company do enter into a contract to purchase certain used Plant & Machinery (Immovable & Movable) from M/s Vitromed Healthcare, Jaipur, which is Related Party in terms of Section 188 of the Companies Act, 2013, on the following term(s) & condition(s):

(a.) Name of the Related Party: M/s Vitromed Healthcare, Jaipur.

(b.) Nature of Relationship: M/s Vitromed Healthcare is Partnership Firm in which Shri Jugal Kishore Baid, Shri Rishi Baid, Shri Vishal Baid and M/s Polycure Martech Limited are partners. Fourth partner in the firm is a Limited Company in which the Directors and their relatives are shareholders.

(c.) Duration & Particulars of the Contract: One Time Contract for outright purchase of Plant & Machinery.

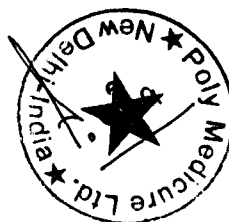
(d.) Material Terms of the Contract or arrangements including the value, if any.

Purchase Price of Rs. 2,33,61,877/- plus taxes as applicable. The details of the Plant & Machinery and accessories are given in the explanatory statement.

(e.) Any advance paid or received for the contract or arrangements, if any,;- No Advance paid. The purchase price will be paid at the time of taking delivery of the Plant & Machinery.

(f.) Manner of determining the pricing and other commercial terms, both included as part of the contract and not considered as part of the contract- The Price has been determined by a certified Chartered Engineer.

(g) All the Commercial Terms are on arms length basis and all factors relevant to the contract have been considered.



Item No. 3: Approval of Sales Contract with M/s Vitromed Healthcare, Jaipur, for the period of three years.

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

RESOLVED THAT the Company do enter into a Sales Contract with M/s Vitromed Healthcare, Jaipur, for sales of Product(s) & Component(s) of Medical Device(s)/Component(s) for a period of three years, from the date of approval by the Shareholders as required by Section 188 of the Companies Act, 2013.

S. No.	Period	Value (Rs. in Cr.) not to Exceed
1.	01.04.2014 to 31.03.2015	24.00
2.	01.04.2015 to 31.03. 2016	30.00
3.	01.04.2016 to 31.03. 2017	36.00

(a). Name of the Related Party: M/s Vitromed Healthcare, Jaipur.

(b). Nature of Relationship: M/s Vitromed Healthcare is a Partnership Firm in which Shri Jugal Kishore Baid, Shri Rishi Baid, Shri Vishal Baid & M/s Polycure Martech Limited are partners. Fourth partner in the firm is a Limited Company in which the Directors and their relatives are shareholders.

(c). Duration & Particulars of the Contract: 3 (Three) Years. Sales Contract with M/s Vitromed Healthcare, Jaipur.

(d). Material Term(s) of the Contract or arrangement(s) including the value, if any. The Company hereby agrees to sell its products and components of Medical Devices to the Buyer on fair price basis/Prevailing market rates.

(e). Any advance paid or received for the contract or arrangements, if any: No Advance

(f). Manner of determining the pricing and other commercial terms, both included as part of the contract and not considered as part of the contract- The Company sells its Product(s) and component(s) to Vitromed Healthcare, Jaipur on Fair Market basis.

(g) All the Commercial Terms are on arms length basis and all factors relevant to the contract have been considered.

(h) Any Other Information: Delivery shall be made within 90 days from the date of order and payment shall be made within 90 days from the date of supplies.

Certified to be True copy

For Poly Medicare Limited

Sonia Singh
Company Secretary

B.K. Sethi & Co.
Company Secretaries

C-195, VIVEK VIHAR,
DELHI-110095
Tel: 43036172, 22146283
Mobile: 9810205828
E-mail:
sethibk.100@gmail.com

June 14, 2014

The Chairman/Managing Director,
Poly Medicure Limited,
First Floor, Sant Nagar,
East of Kailash,
New Delhi-110065.

Dear Sir,

I was appointed as scrutinizers for supervising the postal ballot process for Extraordinary General Meeting of Company held through postal ballot in terms of your notice dated 1st April, 2014.
I have duly carried out the process and give below my report as under:

Total number of ballots received: 24
No. of Shares represented : 3245884
Ballots found invalid : Nil

Voting Result

S.No	Resolution	Total No. of votes cast	Votes cast in favour	Votes Cast against	Votes Abstained
1	Special Resolution under Section 188, of the Companies Act, 2013, for taking land and building on lease from M/s. Vitromed Healthcare, Jaipur.	3245884	3245179	0	705
2	Special Resolution under Section 188, of the Companies Act, 2013, for purchasing certain Plant & Machinery from M/s. Vitromed Healthcare, Jaipur.	3245884	3245179	0	705
3	Special Resolution under Section 188, of the Companies Act, 2013, for for sale contract with M/s. Vitromed Healthcare, Jaipur.	3245884	3245179	0	705

All the above -mentioned resolutions are passed as Special Resolutions.

Yours Faithfully,

CS: B.K. Sethi
Practising Company Secretary
FCS-853/CP-913

