

## **POLY MEDICURE LIMITED**

CIN : L40300DL1995PLC066923

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

Ph. :- 011-33550700, Fax : 011-26321894/39

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

### **NOTICE OF POSTAL BALLOT**

**Dear Members:**

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

NOTICE is hereby given pursuant to the provisions of Section 110 of the Companies Act, 2013 ("Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, and other applicable laws and regulations, to the shareholders of POLY MEDICURE LIMITED that it is proposed to transact the following businesses by the shareholders of the Company by passing the resolutions through Postal Ballot or E-Voting:

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 29.03.2019. 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 5.00 P.M. on 30.03.2019, at the Registered Office of the Company.

The members are requested to consider the following Resolution:

#### **Resolution No.1.**

##### **Approval for continuation of Mr. Devendra Raj Mehta as Director.**

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

**"RESOLVED THAT** pursuant to applicable provisions of the Companies Act, 2013 and rules made thereunder including any statutory modification(s) or re-enactment thereof, Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval of the members be and hereby accorded to Mr. Devendra Raj Mehta, (DIN: 01067895 ), Non-Executive and Independent Director of the Company, who has already attained the age of 75 years to continue as an Independent Director of the Company on and after April 1, 2019 till the expiry of his existing term i.e upto the conclusion of the Annual General Meeting to be held in the year 2019.

#### **Resolution No.2.**

##### **Approval for continuation of Mr. Jugal Kishore Baid as Director.**

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

**"RESOLVED THAT** pursuant to applicable provisions of the Companies Act, 2013 and rules made thereunder including any statutory modification(s) or re-enactment thereof, Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval of the Board be and hereby accorded to Mr. Jugal Kishore Baid, (DIN:00077347 ), Non-Executive and Non Independent Director of the Company, who has already attained the age of 75 years to continue as an Non-Executive Director of the Company on and after April 1, 2019.

#### **Resolution No.3.**

##### **Ratification / Approval of Special Resolution passed for approval of ESOP Scheme, 2015.**

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

**"RESOLVED THAT** in supplement to the resolution passed in the Annual General Meeting held on 28<sup>th</sup> September, 2015 and pursuant to the provisions of Section 62(1)(b) and all other applicable provisions if any, of the Companies Act, 2013, ("the Act"), and in accordance with the provisions of the Memorandum and Articles of Association of the Company, provisions of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 ("the ESOP Guidelines") (including any statutory modification(s) or re-enactment of the Act or the ESOP guidelines for the time being in force), the Listing Agreement entered into with Stock Exchanges where the Securities of the Company are listed or other relevant authority, and subject to such approval(s), permission(s), sanction(s) and approval and consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board") which term shall be deemed to include any

committee including ESOP Compensation Committee of the Board, to formulate the proposed ESOP Scheme 2015 and to create, offer, issue and allot in one or more tranches under the said proposed ESOP Scheme 2015 at any time to or to the benefit of such employee(s) and directors of the Company such number of Equity Shares including options and/or any other instrument or securities which could give rise to the issue of Equity Shares (hereinafter collectively referred to as "Securities") of the Company, upto 25,000 options in aggregate which is not exceeding 0.5% of the paid up Equity Share Capital of the Company, at such price and on such terms & conditions as may fixed or determined by the Board in accordance with the guidelines or other applicable provisions of any laws as may be prevailing at that time.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to formulate, evolve, decide upon and bring into effect ESOP Scheme 2015 (hereinafter referred to as Scheme) on such terms and conditions as contained in the relevant Explanatory Statement to this Notice and to make any modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms & conditions of the Scheme from time to time including but not limited to amendments with respect to vesting period, exercise price, eligibility criteria, vesting schedule or to suspend, withdraw or review the Scheme.

**RESOLVED FURTHER THAT** the new Equity Shares to be issued and allotted by the Company in the manner aforesaid shall rank pari-passu in all respects with the existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** the Company shall conform to the Accounting Policies prescribed from time to time under ESOP Guidelines.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take necessary steps for listing of the securities, allotted under the Scheme, on the Stock Exchanges where the Securities of the Company are listed as per the provisions of the Listing Agreement with the respective Stock Exchange and other applicable guideline(s), Rule(s) and Regulation(s) concerning therewith.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution the Board be and is hereby authorized to do all such act(s), deed(s), matter(s) and things as may be necessary or expedient and to settle any question or difficulties or doubts that may arise in this regard at any stage including at the time of listing of securities without requiring the Board to secure any further consent or approval of the members of the Company in this regard."

**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. Pursuant to the provisions of Section 110 of the Act read with the Companies (Management and Administration) Rules, 2014, a company is mandatorily required to, in case of certain prescribed items of special business and has an option to in case of other items of special business, seek the approval of the shareholders through Postal Ballot, instead of getting it passed at a General Meeting. Accordingly, your approval is sought for the resolutions contained in this Notice through Postal Ballot.
3. As per Section 110 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Notice of the Postal Ballot may be served on the members through electronic means. Members who have registered their e-mail IDs with the depositories or with the Company are being sent this Notice of Postal Ballot by e-mail and the members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with the Postal Ballot Form by post.
4. The Postal Ballot Notice is being sent to all the shareholders whose names appear on the Register of Members/list of Beneficial Owners, as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as at close of business hours on February 22, 2019.
5. A Postal Ballot Form and a postage prepaid self-addressed business reply envelope are attached to this Notice. The self-addressed envelope bears the address to which duly completed Postal Ballot Form is to be sent.
6. In compliance with the provisions of Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility as an alternate, for its shareholders to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. Details of e-voting facility are specified under instructions to the Postal Ballot Form.
7. The shareholders who do not receive the Postal Ballot Form may apply to the Company at [investorcare@polymedicure.com](mailto:investorcare@polymedicure.com) or write to "Poly Medicure Limited, 232-B, 3rd Floor, Okhla Industrial Estate, Phase- III, New Delhi - 110020" for receiving the duplicate thereof.
8. The members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and record their assent (for) or dissent (against) to the items so listed, by returning the same duly completed and signed in the attached postage pre-paid self-addressed envelope. Postal Ballot Form(s), if sent by courier or registered/speed post at the expense of the Shareholder(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon. The duly completed Postal Ballot Form(s) should reach the Scrutinizer on or before the closing of working hours of March 29, 2019, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Shareholder(s). Unsigned Postal Ballot Form(s) will be rejected.

9. The Scrutinizer will submit his final report to the Chairman as soon as possible after the last date of receipt for Postal Ballot Forms but not later than the close of working hours of March 30, 2019.
10. The results of the voting by Postal Ballot will be declared at the registered office of the Company at 232-B, 3rd Floor, Okhla Industrial Estate, Phase- III, New Delhi - 110020 at 5.00 P.M. (IST) on March 30, 2019. The shareholders, who wish to be present at the time of declaration of the results, may do so at the said venue. The results will also be posted on the website of the Company [www.polymedicure.com](http://www.polymedicure.com) and intimated to the Stock Exchanges on which the shares of the Company are listed. The results of the Postal Ballot shall be published in the newspapers. The date of declaration of postal ballot results will be taken as the date of passing the resolutions.
11. The Notice of Postal Ballot is also placed on the website of the Company [www.polymedicure.com](http://www.polymedicure.com)
12. 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.
13. 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](http://www.evotingindia.com) or [www.polymedicure.com](http://www.polymedicure.com).

#### **Explanatory statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013**

##### **Item Nos. 1 and 2.**

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, with effect from 1st April, 2019, no listed Company shall appoint or continue the Directorship of a Non-Executive Director who has attained the age of 75 years, unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Shri Devendra Raj Mehta (DIN: 01067895) was appointed as Non-Executive Independent Director of the Company under Section 149 and 152 of the Companies Act, 2013 read with Schedule IV attached thereto and Rules made there under and pursuant Regulation 17 of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 to hold office from the conclusion of 19th Annual General Meeting till the conclusion of the 24th Annual General Meeting to be held in the year 2019 not liable to retire by rotation.

Shri Devendra Raj Mehta, aged 81 years, is Chairman and a non-executive Independent Director of our Company. He holds a bachelor's degree in economics and law and is a retired officer of the Indian Administrative Services. Further, he is an alumnus of MIT Sloan School of Management, Massachusetts Institute of Technology, Boston, USA and the Royal Institute of Public Administration, London, United Kingdom. He has over 47 years of experience in civil services. Prior to joining the Board of the Company, he has held positions including, chairman of SEBI, deputy governor of RBI and Director General of Foreign Trade, Government of India and has held various positions with the Government of Rajasthan and the Government of India. He has been on the Board since May 26, 2005.

Shri Jugal Kishore Baid, aged 76 years, is a non-executive Director of the Company. He holds a bachelor's degree in Science (Mechanical Engineering) from Birla Institute of Technology, Mesra, Ranchi. He has over 49 years of experience in engineering and has undertaken various industrial training programmes with engineering companies. Prior to joining the Board, he was associated with Hyderabad Allwyn Metal Works and Jai Polypan Private Limited. He was involved in setting up the rotational molding technology in Rajasthan for the manufacture of multi layered and foam filled water storage containers under the brand name "Polycon". He has been associated with the Company since its incorporation.

The Board of Directors is of the opinion that Shri Devendra Raj Mehta and Shri Jugal Kishore Baid are persons of integrity; possess relevant expertise and vast experience. Their association as Independent director and Non-Executive Director will be beneficial and in the best interest of the Company. In line with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations (Amendment), 2018 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your directors recommend their continued association beyond March 31<sup>st</sup>, 2019 and until expiry of their respective terms. The brief resume of said Directors, nature of their expertise in functional areas, disclosure of relationships between Directors, Directorships and Memberships of Committees of the Board of Listed entities and shareholding as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended is set out in this Notice as Annexure A. The Board of Directors accordingly recommends the Special Resolutions as mentioned at item no. 1 and 2.

Shri Himanshu Baid, Shri Rishi Baid and Smt. Mukulika Baid, directors of the Company may be deemed to be interested, financially or otherwise, in the resolutions as set out at item No. 2 of the Notice with regard to continuance of his respective Directorship.

None of the other Directors and key managerial personnel are deemed to be concerned or interested, financially or otherwise in the proposed special resolution, except to the extent of their shareholding in the company.

### **Item No. 3**

Poly Medicure Ltd has always believed in rewarding its employees for their continuous hard work, dedication and support, which has led the Company on a growth path. To enable more and more employees to enjoy the fruits of the growth that the Company has witnessed in the past it is proposed to introduce ESOP Scheme 2015. The main objective of the Scheme is to give the employees who are performing well, a certain minimum opportunity to gain from the Company's performance thereby acting as a retention tool and to attract best talent available in the market.

This is to inform that the information provided in clause H to N was left to include in the explanatory statement of earlier Resolution passed in Annual General Meeting held on 28<sup>th</sup> September, 2015. The company hereby ratifying the same by seeking approval on the same from the shareholders. All the other terms and conditions passed earlier will be same as approved.

Stock options create a common sense of ownership between the Company and its employees, paving the way for a unified approach to the common objective of enhancing overall shareholders value.

The Board therefore, proposed to evolve an Employee Stock Option Scheme (hereinafter referred to as "the ESOP Scheme-2015") for the benefits of permanent employees and directors of the Company and such other persons/ entities as may be prescribed by SEBI from time to time, and in accordance with the provision of prevailing Regulations.

The following is the explanatory statement, which sets out the various disclosures as required by Clause 6 of the Securities Exchange Board of India (Employee Stock Option Scheme & Employee Stock Purchase Scheme) Guidelines, 1999 (hereinafter referred to as "the Guidelines").

The salient features of ESOP Scheme 2015 are as under:

#### **A. Total Number of Options to be granted**

- a. The total number of options to be granted under this scheme shall initially not exceed 0.5 % of the total Paid up Share Capital.
- b. One option entitles the holder of the options to apply for one Equity Share credited as fully paid-up of the Company.

#### **B. Identification of class of employees entitled to participate in the ESOP Scheme 2015**

- a. The present and future permanent employees of the Company.
- b. Employees:
  - Who are either promoter or belong to promoter group as defined in the Guidelines: or
  - Holding 10% of the outstanding Share Capital of the Company's Equity Share at any time after the commencement of ESOP Scheme 2015.

will not be eligible for grant of options under ESOP Scheme 2015.

#### **C. Requirement of vesting, period of vesting and maximum period of vesting:**

The vesting periods for conversion of Options are as follows:

- On completion of 24 months from the date of grant of option : 50% vests
- On completion of 30 months from the date of grant of option : 50% vests

#### **D. Exercise Price or Pricing formula**

The exercise price for the purpose of the grant of options will be decided by the ESOP Compensation Committee provided that the Exercise Price per option shall not less than the par value of Equity Shares of the Company and shall not be more than the price prescribed under Chapter XIII of SEBI (Disclosure and Investor Protection) Guidelines, 2000, Relevant date being the date of grant.

#### **E. Exercise Period and the process of Exercise**

- a. Exercise period will commence from the date of vesting and expire three months thereafter. The ESOP Compensation Committee will decide on the expiry period of options for the employees leaving the Company after grant of options in their favor.
- b. The Options will be exercised by employees by a written application to the designated officer of the Company, in such a manner, and on execution of such documents, as may be prescribed by the ESOP Compensation Committee under the ESOP scheme 2015.
- c. The option will lapse if not exercised within the specified exercise period.

#### **F. Appraisal Process for determining the eligibility of employees to the ESOP Scheme 2015**



- a. The Company has a formal performance appraisal system established wherein the performance of the employee is assessed each year on the basis of various functional and managerial parameters. The appraisal process is revised at regular intervals as per emerging global standard.
- b. Employees would be granted Options based on performance linked parameters such as work performance, technical knowledge, period of service, designation and such other parameters as may be decided by the ESOP Compensation Committee from time to time.
- c. The ESOP Compensation Committee may at its discretion extend the benefits of the ESOP Scheme 2015 to a new entrant or any existing employee on such other basis as it may deem fit.

**G. Maximum number of Options to be issued per employee and in aggregate**

- a. The maximum number of Options to be granted to each employee will depend upon the rank/ designation of the employee as on the date of grant of options.
- b. The aggregate number of Options to be granted under this Scheme shall not exceed 0.5% of the total Paid up Share Capital of the Company.
- c. The ESOP Compensation Committee shall decide on the number of options to be granted to each employee within this limit.

**H. Maximum quantum of benefits to be provided per employee under the ESOP 2015-** The maximum quantum of benefits underlying the options issued to an eligible employee shall be equal to the difference between the option exercise price and the market price of the shares as on the exercise date.

**I. Whether the scheme(s) is to be implemented and administered directly by the company or through a trust -** The scheme is being implemented directly by the Company.

**J. Whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both-** The scheme involves new issue of shares by the Company

**K. The amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc-** Not Applicable

**L. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purpose of the scheme(s) –** Not Applicable

**M. Method of option valuation-** The Company shall adopt the fair value method or any other method as per applicable Accounting Standards prescribed by the Institute of Chartered Accountants of India or prescribed under any other applicable statutory provisions from time to time for valuation of options.

**N. Disclosure and Accounting Policies-** The Company shall follow the 'Guidance Note on Accounting for Employee Share-based Payments' and/or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India from time to time, including the disclosure requirements prescribed therein. 'In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report.

**O. Accounting Method**

The Company shall conform to the Accounting Policies specified in Clause 13.1 of the guidelines, and /or such other guidelines as may be applicable, from time to time.

**P. (I) Method of valuation of these options**

The Company shall use the fair value method for valuation of the options.

Clause 6 of the ESOP Guidelines requires that any ESOP Scheme for offering stock options to the employees of the Company must be approved by the Shareholders by way of Special Resolution. Furthermore, as the Scheme will entail further Shares to be offered to person other than existing Shareholders of the Company, consent of the members is required by way of Special Resolution pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013.

Accordingly the resolution set as Item No 3 is being placed for the approval of Shareholder pursuant to the provision of Section 62(1)(b) of the Companies Act, 2013 and Clause 6 of the ESOP Guidelines and all other applicable provision of law for the time being in force.

**Memorandum of Interest:** None of the Directors of the Company is, in any way, concerned or interested in the resolution, except to the extent of the Option/Shares that may be offered to him/her /or any of his relatives under the Scheme.

**By order of the Board of Directors**

Sd/-

Place: New Delhi  
Date: 25.01.2019

Himanshu Baid  
Managing Director

**ANNEXURE-A TO THE NOTICE****DETAILS OF THE DIRECTORS SEEKING CONTINUATION OF DIRECTORSHIP**

Name of Director	Sh. Devendra Raj Mehta	Sh. Jugal Kishore Baid
Date of Birth	25 <sup>th</sup> June, 1937	30 <sup>th</sup> March, 1942
Date of Appointment	26 <sup>th</sup> May, 2005	30 <sup>th</sup> March, 1995
Expertise in specific functional areas	He has over 47 years of experience in civil services	Around 49 years of experience in Molding Technology
Qualifications	Retired IAS officer	Mechanical Engineer
Shareholding in the Company (including HUF)	NIL	22,79,376
Directorship held in other public companies (excluding foreign companies)	JMC Projects (India) Ltd Jain Irrigation Systems Ltd Atul Rajasthan Date Palms Ltd Glenmark Pharmaceuticals Ltd MM Auto Industries Ltd M N M Asset Reconstruction Company Limited	M/s. Polycure Martech Limited
Membership / Chairmanship of Committees of other public companies (includes only Audit Committee and Stakeholders Relationship / Shareholders' / Investors Grievance Committee)	<b>Audit Committee – Chairman</b> JMC Projects (India) Ltd <b>Stakeholders Relationship Committee - Member</b> Glenmark Pharmaceuticals Ltd	NIL
Disclosure of Relationships between Director inter-se	NIL	Shri J K Baid is father of Shri Himanshu Baid and Shri Rishi Baid, Directors of the Company.  Also Shri J K Baid is husband of Smt. Mukulika Baid, Director of the Company.

### **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, assent/dissent of the shareholders in respect of the resolution contained in the Notice dated 25<sup>th</sup> January, 2019 being taken through postal ballot/e-voting.
2. Under the green initiative of Ministry of Corporate Affairs, Postal Ballot is being sent to the members, who have registered their e-mail with the Company/RTA through e-mail and to do all other members by Post alongwith Postal Ballot Form.
3. The Board of Directors has appointed Mr. B.K Sethi, Practicing Company Secretary, as Scrutinizer for supervising 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 22<sup>nd</sup> February, 2019 and members whose names appear as beneficiaries in the records of depositories. A member holding shares shall have one vote per share as shown against his holding.
5. The statement as required under section 102 of the Companies Act, 2013 setting out all material facts concerning the aforesaid business is annexed.
6. The Scrutinizer will submit his final report as soon as possible but not later than seven days of closing of voting to the Managing Director or any Director/officer authorised by the Board.
7. The Notice is also being displayed on the website of the Company [www.polymedicure.com](http://www.polymedicure.com).
8. The members can opt for only one mode of voting i.e. through Postal Ballot or E-voting. If the member 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 member 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 member desiring to exercise voting rights by Postal ballot may complete the Postal Ballot Forms and send it in the attached self addressed the Envelops, so as to reach the Scrutinizer not later than close of working hours on 29<sup>th</sup> March, 2019. The Postal Ballot Forms received after this date will be treated as if the reply from member has not been received. However envelopes containing Postal Ballot Form, if sent by 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 cast either in favour or against the resolution by putting the tick (ü) mark in the column provided for assent or dissent. Postal Ballot Form bearing tick (ü) 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 member. In the absence of the first named member in a joint holding the Form may be completed and signed by the next named member, however where the Form is sent separately by the first named member and the joint holder(s), the vote of the first named member 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 authorized signatory(ies) duly attested.
17. Incomplete, unsigned or incorrectly filled Postal Ballot Forms will be liable to rejection by the Scrutinizer.
18. Members are requested to fill the Postal Ballot form in indelible link and not in any erasable writing mode.
19. Members 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 member 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.

#### **E-Voting Instructions**

- Q. In case of Members receiving e-mail from NSDL (For those members whose e-mail addresses are registered with Company/Depositories):**
- a. Open e-mail and open PDF file viz. "PML-remote e-Voting.pdf" with your client ID or Folio No. as password containing your user ID and password for remote e-voting. Please note that the password is an initial password.
  - b. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>.
  - c. Click on Shareholder-Login.
  - d. Put user ID and password as initial password noted in step (i) above. Click Login.

- e. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- f. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- g. Select "EVEN" of "Poly Medicure Limited".
- h. Now you are ready for remote e-voting as Cast Vote page opens.
- i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- j. Upon confirmation, the message "Vote cast successfully" will be displayed.
- k. Once you have voted on the resolution, you will not be allowed to modify your vote.
- l. Institutional 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](mailto:sethibk.100@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**II. In case of Members receiving Physical copy of Notice of postal Ballot (for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy)**

- a. Initial password is provided in the box overleaf.
- b. Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote.
- c. A Member desiring to exercise his/her vote by Postal Ballot Form should complete this Postal Ballot form no other form or photocopy thereof is permitted, sign and send in the enclosed self-addressed postage pre-paid envelope.
- d. The Postal Ballot form should be completed and signed by the Members. In the case of joint share holding, this form should be completed and signed by the first named Member and in his absence, by the next named Member (s). Unsigned Postal Ballot forms will be rejected. The signature on the Postal Ballot Form must tally with the specimen signature registered with the Company.
- e. The votes should be cast either in favour or against the resolution by putting the tick (V) mark provided for assent or dissent. Postal Ballot Form bearing (V) mark in both the columns will render the form invalid.
- f. Incomplete, unsigned or incorrectly filled postal ballot form will be rejected.
- g. Where the Postal Ballot Form has been signed by an Authorized Representative of a body corporate, a certified copy of the relevant authorizations to vote on the Postal Ballot should accompany the Postal Ballot Form. A member may sign the Form through an Attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the Postal Ballot Form.
- h. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than 5 p.m. on Friday, March 29, 2019. Any Postal Ballot Form received after this time and date will be treated as if the reply from the Member has not been received.
- i. A Member may request for a duplicate Postal Ballot Form, if so required. However the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the time and date specified at Item No. h above.

**III. General**

- A. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- B. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- C. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- D. 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 22<sup>nd</sup> February, 2019.
- E. The Company has appointed Mr. B. K. Sethi, Practicing Company Secretary (FCS No. 853, CP-913) as the Scrutinizer for conducting the e-voting process in fair and transparent manner.
- F. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.polymedicure.com](http://www.polymedicure.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges i.e. BSE and NSE.