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INDIAN
HEALTHCARE

Poly Medicure Ltd.

Regd. Office : 232-B, 3rd Floor, Okhla Industrial Estate, Phase - III, New Delhi - 110020, INDIA
Tel : +91-11-26321838, 26321881, 26321899, 26321889, 26321893, Fax : +91-11-26321894, 26321839
E-mail : info@polymedicure.com Website : www.polymedicure.com
CIN : L40300DL1995PLC066923

POLYMED
Medical Devices

03.09.2016

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.

Dear Sir,

Subject:- Notice of the 21st Annual General Meeting (AGM) of the Company for the Financial Year 2015-16 as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) Regulations

Pursuant to Regulation 30 read with paragraph A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, attached herewith is the Notice of the 21st AGM of the Company along with the Attendance Slip and Proxy Form forming part of the Annual Report 2015-16.

The entire Annual Report is available on the following link:

<http://www.polymedicure.com/wp-content/uploads/2016/09/Annual-Report-2015-16.pdf>

Please take the same on record.

Thanking You

For Poly Medicure Limited



Avinash Chandra
Company Secretary

Encl : as above

NOTICE

Notice is hereby given that the 21st Annual General Meeting (AGM) of the members of “**Poly Medicure Limited**” will be held on Tuesday, the 27th September, 2016 at 10:00 a.m at Alpha Hall, 2nd Floor, National Co-operative Union of India, 3, Siri Institutional Area, August Kranti Marg, New Delhi- 110016, to transact the following business:

Ordinary Business

1. To receive, consider and adopt
 - the Audited Financial Statement of the Company for the Financial Year ended 31st March, 2016 together with the reports of the Board of Directors and Auditors thereon; and
 - the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2016 together with the report of Auditors thereon.
2. To declare dividend on Equity Shares for the Financial Year ended 31st March, 2016 and to ratify the payment of interim dividend of ₹ 2.50 per share paid on 10th March, 2016 by the Board of Directors.
3. To appoint a Director in place of Shri Rishi Baid (DIN: 00048585) who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.
4. To ratify the appointment of Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, as amended from time to time, the Company hereby ratifies the appointment of M/s Doogar & Associates, Chartered Accountants (Firm Registration No. 000561N), as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company and that the Board of Directors be and are hereby authorized to fix such remuneration as may be agreed upon between the Auditors and the Board of Directors.”

Special Business

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

ESOP Scheme 2016

“RESOLVED THAT 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 (Share Based Employee Benefits) Regulations, 2014 (“the ESOP Guidelines”) (including any statutory modification(s) or re-enactment of the Act or the ESOP guidelines for the time being in force), provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 an ESOP Scheme 2016 and to create, offer, issue and allot in one or more tranches under the said proposed ESOP Scheme 2016 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 50,000 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 and conditions as may be 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 2016 (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."

6. To consider and if thought fit, to pass with or without any modification the following Resolution as a **Special Resolution**:

"RESOLVED THAT in pursuance of Section 188 of the Companies Act, 2013 and any other applicable provisions, if any, and rules made there under, from the time being in force, the consent of the Company be and is hereby accorded for entering into a Sales Contract as mention below:

- a. **Name of the Related Party and relationship:** M/s Vitromed Healthcare, Jaipur, the partnership firm.

- b. **Nature of Relationship:** M/s Vitromed Healthcare is a 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 i.e 2016-17 to 2018-19.

- 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 arrangement, if any:** Nil

- f. **Manner of determining the pricing and other commercial terms both included as part of the Contract:** The Company sells its Product(s) and component(s) to Vitromed Healthcare, Jaipur on prevailing market rates/arm's length basis.

- g. **Whether all other factors relevant to the contract have been considered:** All factors 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.

7. To consider and if thought fit, to pass with or without any modification the following Resolution as a **Special Resolution**:

"RESOLVED THAT in pursuance of Section 188 of the Companies Act, 2013 and any other applicable provisions, if any, and rules made there under, from the time being in force, the consent of the Company be and is hereby accorded for entering into a Purchase Contract as mention below:

- a. **Name of the Related Party and relationship:** M/s Vitromed Healthcare, Jaipur, the partnership firm.

- b. **Nature of Relationship:** M/s Vitromed Healthcare is a 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 i.e 2016-17 to 2018-19.
 - d. **Material Term(s) of the Contract or arrangement(s) including the value, if any:** The Company hereby agrees to purchase the products and components of Medical Devices from the seller on fair price basis/Prevailing market rates.
 - e. **Any Advance paid or received for the contract or arrangement, if any:** Nil
 - f. **Manner of determining the pricing and other commercial terms both included as part of the Contract:** The Company will purchase the medical Product(s) and component(s) from Vitromed Healthcare, Jaipur on prevailing market rates/arm's length basis.
 - g. **Whether all other factors relevant to the contract have been considered:** All factors have been considered.
8. To consider and if thought fit, to pass with or without any modification the following Resolution as a **Special Resolution**:
- "RESOLVED THAT** in pursuance of Section 188 of the Companies Act, 2013 and any other applicable provisions, if any, and rules made there under, from the time being in force, the consent of the company be and is hereby accorded for sale of goods and materials as mention below:
- a. **Name of the Related Party and relationship:** M/s Ultra for Medical Products, Egypt.
 Joint venture in which the Company has 23% shareholding and Shri Himanshu Baid and Shri Rishi Baid, Directors of the Company are also Directors in Joint Venture.
 - b. **Duration & Particulars of the Contract:** 3 (Three) Years i.e 2016-17 to 2018-19.
 - c. **Material Term(s) of the Contract or arrangement(s) including the value:** The Company agrees to sell goods and materials, for the maximum amount of ₹ 20 crores per annum.
 - d. **Any Advance paid or received for the contract or arrangement, if any:** Nil
 - e. **Manner of determining the pricing and other commercial terms both included as part of the Contract:** All proposed transactions would be carried out as part of the business requirements of the company and are to be on arm's length basis. Further the Company also subject to transfer pricing norms prevalent in the Country.
 - f. **Whether all other factors relevant to the contract have been considered:** All factors have been considered.
 - g. **Any other information:** Nil"
9. To consider and if thought fit, to give assent/dissent to the following Resolutions as **Ordinary Resolution**:
- "RESOLVED THAT** pursuant to the provisions of Section 148 of the Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, if any, payment of Remuneration of ₹ 40,000/- (plus applicable taxes) to M/s. Jai Prakash & Company, Cost Accountants, who were appointed by the Board of Directors in their Meeting held on 8th August 2016 for conducting the audit of cost records of the Company for the financial year ending 31st March 2017, be and is hereby approved and ratified;
- RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters, things and take all steps as may be necessary, proper or expedient to give effect to this resolution."
10. To consider and determine the fees for delivery of any document through a particular mode of delivery to a member and in this regard, to consider and, if

thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to section 20 and other applicable provisions, if any, of the Companies Act, 2013 and relevant Rules prescribed thereunder, upon receipt of a request from a member for delivery of any document through a particular mode an amount of ₹ 50/- (Rupees Fifty Only) per each such document, over and above reimbursement of actual expenses incurred by the Company, be levied as and by way of fees for sending the document to him in the desired particular mode.

RESOLVED FURTHER THAT the estimated fees for delivery of the document shall be paid by the member in advance to the Company, before dispatch of such document.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper, desirable or expedient and to settle any question, difficulty, or doubt that may arise in respect of the matter aforesaid, including determination of the estimated fees for delivery of the document to be paid in advance.”

By order of the Board
Avinash Chandra
Company Secretary

Date: 8th August, 2016
Registered Office:
232-B, 3rd Floor, Okhla Industrial Estate, Phase III,
New Delhi -110020.
CIN: L40300DL1995PLC066923

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 21ST ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE**

A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING THE MEETING.

2. **A PERSON SHALL ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER.**
3. Proxies submitted on behalf of Companies, Societies etc., must be supported by an appropriate resolution / authorization, as applicable.
4. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Explanatory Statement pursuant to section 102 of the Companies Act, 2013 forms part of this Notice.
6. The Register of Members and Share Transfer books of the Company will remain closed from Wednesday, 21st September, 2016 to Tuesday, 27th September, 2016, (both days inclusive) for the purpose of payment of dividend, if any, approved by the members.
7. The dividend, if declared at the ensuing Annual general meeting, would be paid/dispatched on or after 28th September, 2016 to those persons or their mandates:
 - a) whose names appear as beneficial owners as at the end of the business hours on 20th September, 2016 in the list of beneficial owners to be furnished by National Securities Depository Ltd. (NSDL) and the Central Depository Services (India) Limited (CDSL) in respect of shares held in electronic mode, and
 - b) whose names appear as Members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company / its Registrar and Transfer Agents on or before 20th September, 2016.

8. Pursuant to the provisions of the Companies Act 1956, the unpaid / unclaimed dividend for the financial year 2007-08 has been transferred by the Company to the "Investor Education and Protection Fund"(IEPF) established by the Central Government.
9. Pursuant to the provisions of the Companies Act 1956, as amended, dividend for the Financial Year 2008-09 and the dividend for the subsequent years, which remains unpaid or unclaimed for a period of 7 years, will be transferred to IEPF. Members who have so far not encashed the dividend warrant(s) For the Financial year 2008-09 are requested to make their claim to the company / Registrar and Transfer Agents on or before due date of transfer, failing which the unpaid / unclaimed amount will be transferred to the IEPF. It may also be noted that once the unpaid / unclaimed dividend transferred to the IEPF as above, no claim shall lie against the company or the IEPF in respect thereof and the members would lose their right to claim such dividend.
10. Members are requested to:
 - a) intimate to the Company's Registrar and Transfer Agents, changes, if any, in their registered addresses at an early date, in case of Shares held in physical form,
 - b) intimate to the respective Depository Participant, changes, if any, in their registered addresses at an early date, in case of Shares held in dematerialised form,
 - c) quote their folio numbers/Client ID/ DP ID in all correspondence, and
 - d) consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names.
11. To avoid fraudulent transactions, the identity/ signature of the members holding shares in electronic/ demat form is verified with the specimen signature furnished by the NSDL/ CDSL and that of members holding shares in physical form is verified as per the records of the Registrar and Transfer agents of the Company (viz. Mas Services Limited). Members are requested to keep the same updated.
12. In terms of Section 101 & 136 of the Companies Act, 2013 read with together with the rules made there under, the listed companies may send the Notice of the Annual General Meeting and the Annual Report, including Financial Statements, Board Report etc. or any other communication by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members who have registered their email ids with their respective depository participants or with the registrar and transfer agents of the Company. Members are requested to support this Green Initiative by registering/updating their e-mail addresses with the Depository Participant (in case of Shares held in dematerialised form) or with Registrar and transfer agent (in case of Shares held in physical form).
13. The Company has been maintaining, inter-alia, the following statutory registers at its Registered Office at 232-B, Third Floor, Okhla Industrial Estate, Phase-III, New Delhi-110020, which are open for inspection in terms of the applicable provisions of the Companies Act, 2013 by members and others as specified below:
 - a) Register of contracts or arrangements in which directors are interested under section 301 of the Companies Act, 1956 and section 189 of the Companies Act, 2013, on all working days during the business hours. The said registers shall also be produced at the commencement of the meeting to a person having the right to attend the meeting.
 - b) Register of directors' shareholding under Section 307 of the Companies Act, 1956 and register of directors and KMPs and their shareholding under section 170 of the Companies Act, 2013 on all working days during business hours. The said registers shall be kept open for inspection at the Annual General Meeting of the Company and shall be made accessible to a person for attending the meeting.
14. Since the Company's shares are in the compulsory demat trading, to ensure better services and elimination of risk of holding Shares in physical form, the Company requests the shareholders holding shares in physical form to dematerialize their shares at the earliest.
15. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of section 72 of the Companies Act, 2013. Members desiring to avail of

this facility may send their nomination in the prescribed Form to Registrar and Transfer Agents. Members holding shares in electronic mode may contact their respective Depository Participants for availing this facility.

16. The Securities and Exchange Board of India has made it mandatory for all companies to use the bank account details furnished by the Depositories and the bank account details maintained by the Registrar and Transfer Agents for payment of dividend through Electronic Clearing Service ("ECS") to investors wherever ECS and bank details are available. In the absence of ECS facilities, the Company will print the bank account details, if available, on the payment instrument for distribution of dividend. The Company will not entertain any direct request from Members holding shares in electronic mode for deletion of/change in such bank details. Further, instructions if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in the electronic mode. Members who wish to change such bank account details are therefore requested to advise their Depository Participants about such change, with complete details of bank account.

17. Brief details of directors, who are seeking re-appointment / appointment, are given in the Report on Corporate Governance, as per requirement of Clause 49 of the Listing Agreement.

18. The Annual Report of the Company for the year 2015-16, circulated to the Members of the Company, is available on the Company's website viz. www.polymedicure.com.

19. VOTING THROUGH ELECTRONIC MEANS:

In terms of the provisions of Section 108 of the Companies Act, 2013 (the Act) read with rule 20 of the Companies (Management and Administration) Rule, 2014 (hereinafter called "the rules" for the purpose of this section of the Notice) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing facility to exercise votes on the items of business given in the Notice through electronic voting system, to members holding shares as on the Book Closure date 27th September, 2016 (end of day) being the cut-off-date

(Record Date for the purpose of Rule 20(3) (vii) of the rules) fixed for determining voting rights of members, entitled to participate in the e-voting process of Rule 20(3) (vii) of the rules) fixed for determining voting rights of members, entitled to participate in the e-voting process, through the e-voting platform form provided by NSDL.

The instructions for e-voting are given on the E-VOTING SLIP.

Explanatory Statement pursuant to section 102 of the Companies Act, 2013:

Item No. 5

Poly Medicure 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 2016. 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.

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-2016") 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 under Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred to as "the Guidelines").

The salient features of ESOP Scheme 2016 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 2016

- 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 2016.

will not be eligible for grant of options under ESOP Scheme 2016.

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 36 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 there from. 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 2016.
- c) The option will lapse if not exercised within the specified exercised period.

F. Appraisal Process for determining the eligibility of employees to the ESOP Scheme 2016

- 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 2016 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. Accounting Method

The Company shall conform to the Accounting Policies specified in Clause 15.1 of the guidelines, and /or such other guidelines as may be applicable, from time to time.

I. (I) Method of valuation of these options

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

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 5 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.

Item No. 6

Approval of Sales Contract with M/s Vitromed Healthcare, Jaipur, for the period of three years.

In the light of provisions of the Companies Act 2013, the Board of Directors has approved the proposed transactions along with annual limits that the company may enter into with its related party.

- a) **Name of the Related Party:** M/s Vitromed Healthcare, Jaipur. This firm is the Partnership Firm. The partners are Sh. Jugal Kishore Baid, Sh. Rishi Baid, Sh. Vishal Baid & M/s Polycure Martech Limited.
- b) **Nature of Transactions:** To sell medical product(s) and component(s) to Vitromed Healthcare, Jaipur
- c) **Name of the Director or Key Managerial Personnel who is related, if any:-** Sh. Jugal Kishore Baid, Smt. Mukulika Baid, Sh. Himanshu Baid, Sh. Rishi Baid are a related party being Directors of the Company.
- d) **Nature of Relationship:** The persons named in (c) above are directors of the Company and they and/or their relatives are interest in the firm being partners or relatives of partners.
- e) **Material Term(s), monetary value and particulars of the Contract or Arrangement:** Commencement of the

Contract is 01st October, 2016. All the material term(s) have been detailed in the body of the resolution.

Memorandum of Interest: Shri Jugal Kishore Baid, Smt. Mukulika Baid, Sh. Himanshu Baid and Sh. Rishi Baid, are interested in the aforementioned firm and concerned and interested in the Resolution. They did not participate in the Board Meeting when this matter was discussed.

The Directors recommend the resolution to the shareholders as the Sales Contract will help the Company to expand the avenues for selling its products.

Item No. 7

Approval for Purchase contract with M/s Vitromed Healthcare, Jaipur, for the period of three years.

In the light of provisions of the Companies Act 2013, the Board of Directors has approved the proposed transactions along with annual limits that the company may enter into with its related party.

- a) **Name of the Related Party:** M/s Vitromed Healthcare, Jaipur.
- b) **Nature of Transactions:** To purchase medical product(s) and component(s) to Vitromed Healthcare, Jaipur
- c) **Name of the Directors or Key Managerial Personnel who is related, if any:-** Sh. Jugal Kishore Baid, Smt. Mukulika Baid, Sh. Himanshu Baid & Sh. Rishi Baid.
- d) **Nature of Relationship:** Shri Jugal Kishore Baid, Smt. Mukulika Baid, Shri Himanshu Baid and Shri Rishi Baid, Directors of the Company are interested in the firm as they themselves or their relatives are interested in the firm as partners or relatives of partners of the firm.
- e) **Material Term(s), Monetary value and Particulars of the Contract or Arrangement:** Commencement of the Contract is 01st October, 2016. All the material term(s) have been detailed in the body of the resolution.

Memorandum of Interest: Shri Jugal Kishore Baid, Smt. Mukulika Baid, Shri Himanshu Baid and Shri Rishi Baid, are interested in the aforementioned firm and concerned and interested in the Resolution. They did not participate in the Board Meeting when this matter was discussed.

The Directors recommend the resolution as it is in the interest of the Company.

Item No. 8

In the light of provisions of the Companies Act 2013, the Board of Directors has approved the proposed transactions along with annual limits that the company may enter into with its related party.

- a) **Name of the Related Party:** M/s Ultra for Medical Products, Egypt.
- b) **Name of the director or Key Managerial Personnel who is related, if any:** Shri Rishi Baid and Shri Himanshu Baid.
- c) **Nature of Relationship:** Joint venture Company in which the company has 23% shareholding and Shri Himanshu Baid and Shri Rishi Baid, directors of the Company are also directors in Joint Venture Company.
- d) **Nature, Material Terms, Monetary Value and Particulars of the Contract or Arrangement:** The Company agrees to sell goods and materials, for the maximum amount of ₹20 crores per annum.
- e) **Any Other Information:** Nil."

Audit Committee and the Board of Directors of your Company has approved this item in their Meeting held on 8th August, 2016 and recommends the Resolution for the approval of members of the Company as Special Resolution.

Item No. 9

Approval of remuneration payable to M/s Jai Prakash & Company, Cost Accountants, the Cost Auditor of the Company

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s Jai Prakash & Company, Cost Accountants, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2017.

In accordance with the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 9 of

the Notice, to ratify the remuneration payable to the Cost Auditors for the financial year ending 31st March 2017.

None of the Directors and Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the Notice.

Item No. 10

As per the provisions of section 20 of the Companies Act, 2013 a document may be served on any member by sending it to him by Post or by Registered post or by Speed post or by Courier or by delivering at his office or address or by such electronic or other mode as may be prescribed. It further provides that a member can request for delivery of any document to him through a particular mode for which he shall pay such fees as may be determined by the company in its Annual General Meeting. Therefore, to enable the members to avail of this facility, it is necessary for the Company to determine the fees to be charged for delivery of a document in a particular mode, as mentioned in the resolution.

Since the Companies Act, 2013 requires the fees to be determined in the Annual General Meeting, the Directors accordingly commend the Ordinary Resolution at item no. 10 of the accompanying notice, for the approval of the members of the Company.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item no. 10 of the accompanying Notice.

By order of the Board
Avinash Chandra
Company Secretary

Date: 8th August, 2016
Registered Office:
232-B, 3rd Floor, Okhla Industrial Estate, Phase III,
New Delhi -110020.
CIN: L40300DL1995PLC066923
E-mail: investorcare@polymedicure.com

POLY MEDICURE LIMITED

CIN : L40300DL1995PLC066923

Registered Office: 232-B, 3rd Floor, Okhla Industrial Estate, Phase-III, New Delhi-110020 (India)

Ph. : 011-26321838, 81, 89, 93, 99, Fax : 011-26321839, 94

E-mail : investorcare@polymedicure.com, Website : www.polymedicure.com

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ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD/PIN	NO. OF SHARES

The e-voting facility will be available during the following voting period:

Commencement of e-voting	From 10.00 a.m. (IST) on September 24, 2016
End of e-voting	Upto 05.00 p.m. (IST) on September 26, 2016

- The cut-off date (i.e. the record date) for the purpose of e-voting is 20th September, 2016.

----- TEAR HERE -----

POLY MEDICURE LIMITED

CIN : L40300DL1995PLC066923

Registered Office: 232-B, 3rd Floor, Okhla Industrial Estate, Phase-III, New Delhi-110020 (India)

Ph. : 011-26321838, 81, 89, 93, 99, Fax : 011-26321839, 94

E-mail : investorcare@polymedicure.com, Website : www.polymedicure.com

ATTENDANCE SLIP

Regd. Folio No. / DP ID - Client ID : _____

Name & Address of First/Sole Shareholder : _____

No. of Shares held : _____

I/We hereby record my presence at the 21st Annual General Meeting held on Tuesday, September 27th, 2016 at 10.00 a.m. at Alpha Hall, 2nd Floor, National Co-operative Union of India, 3, Siri Institutional Area, August Kranti Marg, New Delhi- 110016

Notes:

Signature of Member/Proxy

- Only Member/Proxy can attend the meeting. No minors would be allowed at the meeting.
- Member / Proxy wish to attend the meeting must bring this attendance slip to the meeting and handover at the entrance duly filled in and signed.

The procedure and instructions for e-voting are given here under:

I. 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 Medicare 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 with a copy marked to evoting@nsdl.co.in.

II. In case of Members receiving Physical copy of Notice of 21st Annual General Meeting (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.

- 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 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 20th September, 2016.
- E. Any person, who acquires shares and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 20th September, 2016, may also obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA, MAS Services Limited.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- F. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- G. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- H. Shri B.K. Sethi, Practicing Company Secretary (Membership No. FCS-853 & CP No. 913), has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- I. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- J. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- K. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.polymedicare.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the NSE Limited and BSE Limited.

Form No. MGT-11
PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L40300DL1995PLC066923

Name of the Company : Poly Medicure Limited

Registered Office : 232-B, IIIrd Floor, Okhla Industrial Estate, Phase-III, New Delhi- 110020

Name of the member(s) :

Registered address :

E-mail Id :

Folio No/ Client Id : DP ID :

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name :

Address :

E-mail Id :

Signature :, or failing him / he

2. Name :

Address :

E-mail Id :

Signature :, or failing him / her

3. Name :

Address :

E-mail Id :

Signature :, or failing him / her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 21st Annual General Meeting of the Company, to be held on Tuesday, the 27th day of September, 2016 at 10:00 a.m. at Alpha Hall, 2nd Floor, National Co-operative Union of India, 3, Siri Institutional Area, August Kranti Marg, New Delhi- 110016 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description
1	Adoption of Audited Financial Statement of the Company for the financial year ended March 31, 2016 together with, the reports of the Board of Directors and Auditors thereon and the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2016 together with the report of Auditors thereon.
2	To Declare dividend on the equity shares for the financial year ended March 31, 2016
3	Appointment of Director in place of Mr. Rishi Baid, who retires by rotation and is eligible for re-appointment.
4	Ratification of appointment of M/s. Doogar & Associates, Chartered Accountants (Firm Registration No. 000561N), as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company.

5	Approval of Employees Stock Option Scheme, 2016.
6	Approval of Sales Contract with M/s. Vitromed Healthcare, Jaipur
7	Approval of Purchase Contract with M/s. Vitromed Healthcare, Jaipur
8	Approval of Sales Contract with M/s. Ultra for Medical Product, Egypt
9	Approval of Remuneration payable to M/s. Jai Prakash & Co., Cost Accountants, the Cost Auditors of the Company.
10	Approval of determination of fees for delivery of any document through a particular mode of delivery to a member.

Revenue
Stamp

Signed this..... day of.....2016

Signature of shareholder..... Signature of Proxy holder(s).. ..

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

A map of the NCUI Auditorium area in Siri Fort, New Delhi. The map shows the NCUI Auditorium marked with a red pin. Surrounding landmarks include Gulmohar Park, Kamala Nehru College, Gargi College, Wall of Siri Fort, Shooting Range, Sin Fort indoor badminton court, Chopsticks, BHEL, PHD House, Hauz Khas Market, Cafe 6, Instituto Hispania, Pandshel Bhawan, Siri Fort Auditorium, Assn of Metropolitan Development Authorities, Jijabai Industrial Training Institute for Women, and August Kranti Marg. The map also shows the location of the NCUI Auditorium relative to the Hauz Khas Rd and August Kranti Marg. A search bar at the top left shows the search results for "NCUI Auditorium, Siri Fort Rd" with the phone number "011 2656 8408" and "2 reviews".

[illegible]