



Experience
INDIAN
HEALTHCARE

Poly Medicure Ltd.

POLYMED

Medical Devices

Works : Plot No. 104-105, Sector-59, HSIIDC Industrial Area, Ballabgarh, Faridabad-121004, INDIA

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

CIN : L40300DL1995PLC066923

10.01.2015

Scrip Code: - 531768

Scrip Code:- POLYMED

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

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

Subject:- Results of Postal Ballot pursuant to Clause 35A of Listing Agreement

Ref:- Postal Ballot Form and Postal Ballot Notice dated 5th November, 2014

Respected Sir/Madam,

In terms of clause 35A of the Listing Agreement, the results of the Postal Ballot conducted by the Company in the prescribed format are detailed below:

Date of Declaration of Postal Ballot Results: - 10th January, 2015

Total No. of shareholders as on Record date/Cut off date:- 3036

Cut off date for reckoning the voting rights of the shareholder:- 14th November, 2014

No. of Shareholders present in the meeting either in person or through proxy:

Promoter and Promoter Group: N.A

Public : N.A

No. of Shareholders attended the meeting through Video Conferencing:

Promoter and Promoter Group: N.A

Public : N.A



Detail of Agenda:

1. Authority to Borrow Money.

Resolution Required: (~~Ordinary~~/Special)

Mode of Voting (~~Show of Hands~~/Poll/Postal Ballot/E-Voting)

In case of Poll/Postal Ballot/E-Voting:

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
	[1]	[2]	[3]=[(2)/(1)]* 100	[4]	[5]	(6) =[(4)/(2)]* 100	(7) =[(5)/(2)]* 100
Promoter and Promoter Group	10725438	10583624	98.68	10583624	0	100	0
Public – stitutional holders	589457	370366	62.83	124320	246046	33.57	66.43
Public-Others	10741825	6256706*	58.25	6255794	912	99.99	0.01
Total	22056720	17210696	78	16963738	246958	98.57	1.43

*Exclude:- 1603 Invalid Votes

Result:- Resolution passed as Special Resolution.



2. Sell, Lease, Mortgage or otherwise dispose of the whole or substantially whole of the undertaking of the Company

Resolution Required: (Ordinary/Special)

Mode of Voting (Show of Hands/Poll/Postal Ballot/E-Voting)

In case of Poll/Postal Ballot/E-Voting:

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
	[1]	[2]	[3]=[(2)/(1)]* 100	[4]	[5]	(6) =[(4)/(2)]* 100	(7) =[(5)/(2)]* 100
Promoter and Promoter Group	10725438	10583624	98.68	10583624	0	100	0
Public – Institutional holders	589457	370366	62.83	124320	246046	33.57	66.43
Public-Others	10741825	6256706*	58.25	6255784	922	99.99	0.01
Total	22056720	17210696	78	16963728	246968	98.57	1.43

*Exclude:- 1603 Invalid Votes

Result:- Resolution passed as Special Resolution.



3. Split/Sub-Division of Equity Shares of the Company

Resolution Required: (~~Ordinary~~/Special)

Mode of Voting (~~Show of Hands~~/Poll/Postal Ballot/E-Voting)

In case of Poll/Postal Ballot/E-Voting:


Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
	[1]	[2]	[3]=[2]/(1)* 100	[4]	[5]	(6) =[4]/(2)] *100	(7) =[5]/(2)]* 100
Promoter and Promoter Group	10725438	10583624	98.68	10583624	0	100	0
Public – Institutional holders	589457	370366	62.83	370366	0	100	0
Public-Others	10741825	6256706*	58.25	6255794	912	99.99	0.01
Total	22056720	17210696	78	17209784	912	99.99	0.01

*Exclude:- 1603 Invalid Votes

Result:- Resolution passed as Special Resolution.

Scrutinizer Report is attached for your information and record.

For Poly Medicure Limited

Vinay


Vinay Gujral

Company Secretary

SCRUTINIZER'S REPORT-COMBINED

To
The Managing Director
Poly Medicare Limited
New Delhi.

Dear Sir,

M/s. B.K Sethi of M/s. B.K Sethi & Co., New Delhi, has been appointed as a Scrutinizer by the Board of Directors of Poly Medicare Limited (the Company) for the purpose of scrutinizing the Postal ballot process including e-voting for scrutinizing assent/dissent of the shareholders on the resolutions as mentioned in the Notice dated November 5, 2014 for:-

- a) Authority to Borrow Money
- b) Sell, Lease, Mortgage or otherwise dispose of the whole or substantially whole of the undertaking of the Company
- c) Split/Sub-division of Equity Share of the Company

1. The Board of Directors of the Company has appointed Central depository Services (India) Limited (CDSL) to provide e-voting facility to its members.
2. The Postal Ballots was sent to the Members whose names appeared on the Register of Members as on November 14, 2014. The dispatch of the Postal Ballot Notice including Postal Ballot Form and Business Reply postage pre-paid envelopes was completed on November 28, 2014 for the members whose email ID's are not registered with the Company. For the members whose e-mail ID's are registered with the Company, the Postal Ballot Notice was sent through electronic means on 28th November, 2014. A public Notice to that effect was released in The Pioneer (English) and Veer Arjun (Hindi), Delhi edition, Newspaper on November 29, 2014
3. The e-voting period commenced on December 5, 2014 from 9.00A.M and concluded on January 3, 2015 at 5.30 P.M.
4. Voting rights of the members have been reckoned in proportion to the shares held by them, of the paid up equity share capital of the Company as on November 14, 2014.
5. Particulars of all the Postal Ballot Forms received from the members at the address of the Registrar and Share Transfer Agent (RTA) viz. MAS Services Limited, T-34, IInd Floor, Okhla



Industrial Area, Phase-II, New Delhi-110020 as provided in the self addressed postage prepaid Reply envelopes upto cut off time 5.30 P.M on January 3, 2015 have been entered in a register separately maintained for the purpose and were considered for the purpose of my scrutiny.

6. The votes received through e-voting upto 5.30 P.M on January 3, 2015 were downloaded from the CDSL website and unblocked in presence of two witnesses, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Signature.....

Name: Vipin Kumar Singh

Signature.....

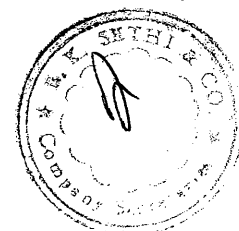
Name: Prakash Kumar

7. The Postal Ballot forms received upto 5.30 P.M on January 3, 2015 were considered for my scrutiny.
8. The names of the members, their shareholding and specimen signatures on the physical postal ballot forms have been verified with the data and specimen signature records maintained by the RTA/as provided by the depositories.
9. In respect of members who have cast their votes through physical ballot and e-voting, the votes cast through e-voting have been considered as valid.
10. I have not found any mutilated Postal Ballot Form.
11. For your information, I carried out such scrutiny as I Considered necessary for the purpose of Postal Ballot including e-voting.

Based on all the above, I have completed the results of the voting by Postal Ballot/E-voting and the same is furnished as under:

AUTHORITY TO BORROW MONEY (Special Resolution)

RESOLVED THAT in supersession of the earlier resolutions passed, the consent of the Company be and is hereby accorded in terms of section 180(1) (c) and other applicable provisions, if any, of the Companies Act, 2013 to the Board of Directors of the Company for borrowing from time to time as they may think fit, any sum or sums of money not exceeding **Rs. 400 crores (Four Hundred Crores only)** including the money already borrowed by the Company in Indian Rupees or equivalent thereof in any foreign currency(ies) on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured and if secured, whether domestic or international, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the company's assets and effects or properties including stock in trade, notwithstanding that the money to be borrowed together with the money already



borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) and remaining un-discharged at any given time, exceed the aggregate, for the time being, of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons) be and is hereby authorized for borrowing from time to time as it may think fit, any sum or sums of money but not exceeding Rs. 400 crores (Four hundred Crores only) in Indian Rupees or equivalent thereof in any foreign currency(ies) in aggregate (including the monies already borrowed by the Company) and on such terms and conditions as the Board may deem fit, by way of loans or in any other form whatsoever from, or issue of Bonds and/or Debentures or other Securities whether Convertible into Equity/Preference Shares and/or Securities with or without detachable warrants with a right exercisable by the warrant holder(s) to convert or subscribe to Equity/Preference Shares (hereinafter referred to as "Securities"), to Bank(s), Financial or other Institution(s), Mutual Fund(s), Non-Resident Indians (NRIs), Foreign Institutional Investors (FIIs) or any other person(s), body(ies) corporate, etc whether shareholder of the Company or not."

The result of the Postal Ballot is as follows:

Votes in FAVOUR of the Resolution:

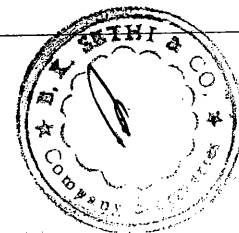
Sr. No	Number of members voted	Number of votes cast in favour of the resolution	%age of valid votes cast
Votes received through Postal Ballot forms	73	16817195	99.14
Votes received through e-voting	15	146543	0.86
Total	88	16963738	100

Votes AGAINST the Resolution:

Sr. No	Number of members voted	Number of votes cast in favour of the resolution	%age of valid votes cast
Votes received through Postal Ballot forms	05	912	0.37
Votes received through e-voting	02	246046	99.63
Total	07	246958	100

votes which were considered INVALID:

Number of members whose votes were considered invalid	Number of votes cast by them
02	1603



2. SELL, LEASE, MORTGAGE OR OTHERWISE DISPOSE OF THE WHOLE OR SUBSTANTIALLY WHOLE OF THE UNDERTAKING OF THE COMPANY (Special Resolution)

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), the consent of the Company be and is hereby accorded to the Board of Directors (which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute) to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons) to create mortgage (s) and/or charge and/or hypothecation (s), in such form and manner and with such ranking and at such time and terms as the Board may determine, on all or any of its movable and/or immovable properties and assets of the Company wherever situated both present and future or to sell, lease or otherwise dispose of the whole or substantially the whole of the such movable and/or immovable properties and/or undertaking(s) of the Company in favour of Financial Institution (s)/ Bank(s)/ Lender (s)/ Agent (s)/ Trust (s) for securing the borrowings availed/to be availed by the Company, by way of loan (s) and/or securities issued/ to be issued by the Company time to time, subject to the limits specified under section 180(1)(c) of the Companies Act, 2013, together with interest, cost, charges and expenses thereon.

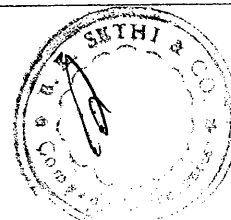
RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute) to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons) be and is hereby authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto.”

Votes in FAVOUR of the Resolution:

Sr. No	Number of members voted	Number of votes cast in favour of the resolution	%age of valid votes cast
Votes received through Postal Ballot forms	74	16817295	99.14
Votes received through e-voting	12	146433	0.86
Total	86	16963728	100

Votes AGAINST the Resolution:

Sr. No	Number of members voted	Number of votes cast in favour of the resolution	%age of valid votes cast
Votes received through Postal Ballot forms	04	812	0.33
Votes received through e-voting	05	246156	99.67
Total	09	246968	100



Votes which were considered INVALID:

Number of members whose votes were considered invalid	Number of votes cast by them
02	1603

3. SPLIT/SUB-DIVISION OF EQUITY SHARES OF THE COMPANY (Special Resolution)

"RESOLVED THAT pursuant to the provisions of section 61 of the Companies Act, 2013 and any other provisions of the Company Act, 2013 and provisions of the Articles of Association of the Company, Listing Agreement entered with Stock Exchange(s), Securities Contract (Regulations) and subject to the approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies, 30,000,000 (Three Crore) Equity Shares of nominal value of Rs.10/- each in the Authorised Share Capital of the Company be sub-divided into 60,000,000 (Six Crore) Equity Shares of nominal value of Rs.5/- each.

FURTHER RESOLVED THAT the Board of Directors of the Company ("Board", which expression shall also include a Committee thereof) be and is hereby authorized to issue new share certificates representing the sub-divided Equity Shares with new distinctive numbers, consequent upon sub-division of Shares aforesaid and/or credit the shareholders' account with the depositories subject to compliance with the provisions contained in this regard, and the Articles of Association of the Company and to do all acts, deeds, matters and things as may be required to be done in this regard and execute such documents, instruments and writings in this connection and also delegate all or any of the Powers vested in the Board, to any Committee thereof or to any Director(s) or the Company Secretary to give effect to the aforesaid Resolution.

FURTHER RESOLVED THAT pursuant to Section 13 and other applicable provisions, if any, of the Companies Act, 2013, the existing clause V of the Memorandum of Association of the Company be deleted and the following clause V substituted:

The Authorised Share Capital of the Company is Rs. 300,000,000 (Rupees Thirty Crore) dividend into 60,000,000 (Six Crore) Equity Shares of Rs. 5/- (Rupees Five) each".

Votes in FAVOUR of the Resolution:

Sr. No	Number of members voted	Number of votes cast in favour of the resolution	%age of valid votes cast
Votes received through Postal Ballot forms	74	16817295	97.72
Votes received through Voting	15	392489	2.28
Total	89	17209784	100



Votes AGAINST the Resolution:

Sr. No	Number of members voted	Number of votes cast in favour of the resolution	%age of valid votes cast
Votes received through Postal Ballot forms	04	812	89.04
Votes received through e-voting	02	100	10.96
Total	06	912	100

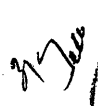

Votes which were considered INVALID:

Number of members whose votes were considered invalid	Number of votes cast by them
02	1603

Based on the foregoing, the resolutions as outlined under Item 1, 2 and 3 above shall be considered as carried by the requisite majority of members under Companies Act, 2013

The relevant records relating to Postal Ballot and all other papers including voting by electronic means shall be under my safe custody till the Chairman considers, approves and signs the minutes and thereafter the same shall be hand over to Company Secretary.

Yours faithfully



B.K. Sethi
Scrutinizer
Practicing Company Secretary
FCS-853/C.P No.-913

Date: 07.01.2015

Place: New Delhi