NOTICE

NOTICE is hereby given that the Twenty-Ninth Annual General Meeting of the members of Polyplex Corporation Limited will be held at the Registered Office of the Company at Lohia Head Road, Khatima 262308, District Udham Singh Nagar, Uttarakhand, on **Monday, September 29, 2014 at 11.00 a.m.** to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2014 and the Profit & Loss Statement for the year ended on that date together with the Reports of the Directors' and Auditors' thereon.

2. To declare dividend.

3. To appoint a Director in place of Mr. Sanjiv Chadha (DIN : 00356187) who retires by rotation and being eligible offers himself for reappointment.

4. To appoint Auditors and to fix their remuneration.

   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 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendations of the Audit Committee, M/s. Lodha & Co., Chartered Accountants, New Delhi (Firm Registration No. 301051E) be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Twenty-Ninth Annual General Meeting until the conclusion of next Annual General Meeting of the Company at such remuneration as may be determined by the Board of Directors of the Company based on the recommendation of the Audit Committee, in addition to reimbursement of all out of pocket expenses in connection with the audit of the accounts of the Company for the Financial Year 2014-15."

SPECIAL BUSINESS

5. 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 149, 150, 152 and other applicable provisions of the Companies Act, 2013 (the Act), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV to the Act and pursuant to the Listing Agreements with Stock Exchanges, Mr. Brij Kishore Soni (DIN : 00183432), be and is hereby appointed as an Independent Director of the Company upto March 31, 2019."

6. 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 149, 150, 152 and other applicable provisions of the Companies Act, 2013 (the Act), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV to the Act and pursuant to the Listing Agreements with Stock Exchanges, Mr. Jitender Balakrishnan (DIN : 00028320), be and is hereby appointed as an Independent Director of the Company upto March 31, 2019."

7. 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 149, 150, 152 and other applicable provisions of the Companies Act, 2013 (the Act), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV to the Act and pursuant to the Listing Agreements with Stock Exchanges, Dr. Suresh Inderchand Surana (DIN : 00009757), be and is hereby appointed as an Independent Director of the Company upto March 31, 2019."

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

   "RESOLVED THAT in supersession of the Ordinary Resolution passed pursuant to Section 293(1)(d) of the Companies Act, 1956, at the Twenty-fifth Annual General Meeting of the Company held on September 25, 2010 and pursuant to Section 180(1)(c) and all other applicable provisions and Rules, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereto from time to time) and other applicable provisions, Articles of Association of the Company and subject to such approvals, consents, sanctions and permissions as may be necessary, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter called "the Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter

constitute to exercise its powers including the power conferred by this Resolution) to borrow from time to time such sum or sums of money in any manner (including by way of Debentures secured or unsecured, loans or otherwise) as may be required for the purpose of the business of the Company in excess of the aggregate of the paid-up share capital of the company and its free reserves i.e. to say reserves not set apart for any specific purpose subject to the condition that such borrowing together with the money which is already borrowed (apart from temporary loans obtained by the Company from its bankers in the ordinary course of business) shall not at any time exceed Rs. 1,500 Crores (Rupees One thousand five hundred crores) outstanding at any point of time."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to finalise, settle and execute such documents/ deeds/ writings/ papers/ agreements as may be required and do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard to borrowing as aforesaid."

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

"RESOLVED THAT in supersession of the Ordinary Resolution passed pursuant to Section 293(1)(a) of the Companies Act, 1956, at the Twenty-fifth Annual General Meeting of the Company held on September 25, 2010 and pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, and applicable Rules made thereunder (including any statutory modification or re-enactment thereto from time to time), Articles of Association of the Company and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called "the Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this Resolution) to mortgage or charge, in addition to the mortgage(s) / charge(s) created and/or to be created by the Company, in such form and manner and with such ranking and at such time and times and on such terms and conditions as the Board may think fit, the whole or substantially the whole of the Company's any one or more undertakings or all undertakings, including the present or future properties whether movable or immovable, as the case may be, in favour of public financial institutions, banks, insurance companies, investment institutions, trusts, other bodies corporate, Bodies/Trustees for holders of debentures/ bonds and /or other instruments, other financial institutions and other secured lenders (hereinafter collectively referred to as the "Lenders"), who may be extended or participating in extending loans and/or syndicated loans and/or securing loans in Rupees and/or Foreign Currencies, as the case may be, to enable it to obtain loan or financial accommodation in any other form, upto such amount as the Board, in its absolute discretion may deem necessary and/or expedient together with interest at the agreed specified rates, compound interest, liquidated damages, commitment charges, premium on repayment and all other monies including any increase on account of revaluation/ devaluation/ fluctuation in the rates of foreign currencies involved, payable by the Company to any of the Lenders and/or Agents and/or in terms of their respective Loan Agreements/ Hypothecation Agreements / Letters of Sanction / Memorandum of Terms and Conditions / executed / entered into or to be executed / entered into by the Company in favour of the Lenders and/or their agents in respect of the said loans and /or financial assistance and/or guarantees for an amount not exceeding Rs.1,500 Crores (Rupees One thousand five hundred crores)."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to negotiate, finalize and settle and execute with the aforesaid Lenders such documents, deeds and writings/ agreements as may be required for creating the aforesaid mortgage(s), and/or charges and for reserving the aforesaid rights in their favour as the Board, as the case may be, in its absolute discretion deem fit and to do all such acts, deeds and things, in the manner as may be necessary or proper for giving effect to creating mortgage(s) and charge(s) as aforesaid."

By Order of the Board
For **Polyplex Corporation Limited**

Date : August 13, 2014
Place : NOIDA

Ashok Kumar Gurnani
Company Secretary
(FCS-2210)

Registered Office :
Lohia Head Road
Khatima - 262 308
Distt. Udham Singh Nagar
Uttarakhand

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE IN THE ABOVE MEETING IS ENTITLED TO APPOINT PROXY TO ATTEND AND ON A POLL, TO VOTE INSTEAD OF HIMSELF.

   A person can act as proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the Company. In case of a Member who is holding more than 10% of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder. The instrument appointing a proxy shall be signed by the appointer or his attorney duly authorised in writing or if the appointer is a body corporate, it shall be under its seal or be signed by an officer or an attorney duly authorised by it.

2. Corporate Members intending to send their authorised representatives to attend the AGM are requested to send to the Company, a duly certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Annual General Meeting (AGM).

3. Proxies in order to be effective should be lodged with the Company at the Registered Office at least 48 hours before the commencement of the AGM.

4. Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 (the Act) , relating to the Special Business to be transacted at this AGM, is annexed.

5. The Register of Members and Share transfer books of the Company will remain closed from **20.09.2014 to 29.09.2014** (both days inclusive).

6. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act will be available for inspection by the Members at the Registered Office of the Company and at the AGM.

7. The Register of Contracts or Arrangements in which directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Registered Office of the Company and at the AGM.

8. The dividend declared at the meeting will be made payable on or after September 29, 2014 to those Members, whose names are on the Register of Members as Beneficial Owners as at the end of business on September 19, 2014 as per the lists to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and as Members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company on or before September 19, 2014.

9. Pursuant to Section 205C of the Companies Act, 1956, amount of unpaid / unclaimed dividends upto Financial Year 2005-06 have been transferred to Investor Education and Protection Fund (IEPF) (established by the Government of India). In respect of these transfers no claim lies against the Company.

10. Pursuant to Section 205C of the Companies Act, 1956/ Section 125 of the Act, all unpaid dividends which have remained unclaimed for a period of seven years from the date they became due for payment, are required to be transferred to the Investor Education and Protection Fund (IEPF) (established by the Government of India). Shareholders are advised in their own interest to claim the unclaimed dividend for the Financial Year 2006-07 onward, details whereof are given hereunder from the Company failing which all unclaimed dividends shall be transferred to the IEPF within the time prescribed under the law.

Financial Year	Dividend	Declared on/ Record Date
2006-07	40% Final	15.09.2007
2007-08	60% Final	26.09.2008
2008-09	70% Final	30.09.2009
2009-10	80% Final	25.09.2010
2010-11	60% Interim	16.11.2010
2010-11	70% Final	28.09.2011
2011-12	40% Final	28.09.2012
2012-13	30% Final	30.09.2013

11. Members are requested to register their e-mail addresses with the Company and Beneficial Owners of shares are requested to update their email addresses with their respective depository participants for receiving the Report and Accounts, Notices etc. in electronic mode, as a measure of support to the Green Initiative in Corporate Governance of the Ministry of Corporate Affairs, Government of India.

12. a) Members holding shares in physical form are requested to notify to the Company, change/ correction in their address quoting their folio number.

    b) Members holding shares in dematerialized form are requested to notify to their Depository Participant, change/ correction in their address/ Bank Account particulars etc., as the Company uses the information provided by the Depositories in respect of shares held in demat form.

13. Nomination Facility : Section 72 of the Act, extends the nomination facility to individual shareholders of the Company. Therefore the shareholders holding share certificates in physical form and willing to avail this facility may make nomination in Form SH 13, which may be sent on request. However, in case of demat holdings, the shareholders should approach to their respective Depository Participants for making nominations.

14. Details required under Clause 49 of the Listing Agreement with Stock Exchanges in respect of Directors seeking appointment/ reappointments at the AGM are separately annexed hereto.

15. E-Voting : Pursuant to Section 108 of the Act read with Companies (Management and Administration) Rules 2014 and Clause 35B of the Listing Agreement, the Company is pleased to offer e-voting facility to the Members to cast their votes electronically on all resolutions set forth in this notice. The Company has fixed August 22, 2014 as 'cut-off date' to record the entitlement of shareholders to cast their vote at the 29th Annual General Meeting (AGM). Members as on aforesaid cut-off date who are unable to cast their vote electronically would be entitled to cast their vote at the AGM. A separate enclosure, which forms an integral part of this notice, giving detailed procedure and instructions for e-voting is enclosed.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act) in respect of Special Business set out in the Notice.

Item No. 5, 6 and 7

Section 149 of the Act requires every listed company to have atleast one-third of the total number of directors as Independent Directors ("IDs). Further, revised Clause 49 of the Listing Agreement, which is to come into force w.e.f. October 1, 2014, stipulates where the regular non- executive Chairman of the Company is from promoter category then atleast one-half of the Board of the Company shall consist of IDs.

Following existing non-executive directors earlier classified as Independent Directors in terms of Clause 49 of the Listing Agreement are proposed to be appointed as Independent Directors within the meaning of Section 2(47) read with Section 149(6) of the Act and Rule 5 of Companies (Appointment and Qualification of Directors) Rules, 2014 as also revised Clause 49 of the Listing Agreement :

i) Mr. Brij Kishore Soni

ii) Mr. Jitender Balakrishnan

iii) Dr. Suresh Inderchand Surana

The Company has received notices in writing under the provisions of Section 160 of the Act from Member(s), proposing the candidature of the above directors for the office of the IDs. All the above IDs have given a declaration of Independence pursuant to Section 149(6) of the Act read with Rule 5 of Companies (Appointment and Qualification of Directors) Rules, 2014 alongwith their affirmation to the Code of Independent Directors as prescribed under Schedule IV of the Act.

In the opinion of the Board, the above directors fulfil the conditions specified in the Act and the Rules made thereunder for the proposed appointment.

The Board considers that their continued association would be of immense benefit to the Company and it is therefore desirable to continue to avail the services of aforesaid directors. The detailed profiles of all the above directors have been given in the Annexure. The above directors are proposed to be appointed as IDs upto March 31, 2019 and they shall not be liable to retire by rotation.

Except Mr. Brij Kishore Soni, Mr. Jitender Balakrishnan and Dr. Suresh Inderchand Surana, none of the Directors or Key Managerial Personnel and/or their relatives are in any way, financially or otherwise interested or concerned in this resolution.

Your directors recommend the resolutions set out in Item No. 5, 6 and 7 of the accompanying notice for the approval of members.

All the documents pertaining to the appointment of IDs are open for inspection between 10.00 a.m. to 1.00 p.m. on all working days at the Registered Office of the Company upto the date of the AGM of the Company.

Item No. 8

At the Twenty-fifth Annual General Meeting of the Company held on September 25, 2010, the Members had authorised the Board of Directors to borrow monies upto a limit of Rs.1,500 Crores (Rupees One thousand five hundred Crores). The resolution in the said meeting was passed as an Ordinary Resolution as per the requirements of Section 293(1)(d) of the Companies Act, 1956. The provision with respect to this power has since been replaced by Section 180(1)(c) of the Companies Act, 2013 with effect from September 12, 2013. In terms of Section 180(1)(c) of the Companies Act, 2013, consent of the Members in General Meeting by way of Special Resolution is required for the Board of Directors of the Company ("the Board") to borrow monies for the purpose of business of the Company, (apart from temporary loans obtained from the Company's bankers) in excess of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose. The ordinary resolution earlier passed by the members is valid for one year from the date of coming into force of Section 180(1)(c), as per clarification issued by the Ministry of Corporate Affairs.

It is hence proposed that the consent of the members be sought to borrow a sum not exceeding Rs.1,500

Crores (Rupees One thousand five hundred crores), by way of Special Resolution to comply with requirements of Section 180(1)(c) of the Companies Act, 2013.

Your directors recommend the resolution set out in Item No. 8 of the accompanying notice for the approval of Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way concerned or interested in this resolution.

Item No. 9

At the Twenty-fifth Annual General Meeting of the Company held on September 25, 2010, the Members had authorised the Board of Directors to create charge / mortgage assets, properties both movable and immovable, including sale, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking the whole or substantially the whole of any such undertaking upto a limit of Rs.1,500 Crores (Rupees One thousand five hundred Crores). The resolution in the said meeting was passed as an Ordinary Resolution as per the requirements of Section 293(1)(a) of the Companies Act, 1956. The provision with respect to this power has since been replaced by Section 180(1)(a) of the Companies Act, 2013 with effect from September 12, 2013. In terms of Section 180(1) (a) of the Companies Act, 2013, consent of the Members in General Meeting by way of Special Resolution is required for the Board of Directors of the Company ("the Board") to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings. The ordinary resolution earlier passed by the members is valid for one year from the date of coming into force of Section 180(1)(a), as per clarification issued by the Ministry of Corporate Affairs.

It is hence proposed that the consent of the members be sought to create charge / mortgage assets, properties both movable and immovable, including sale, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking the whole or substantially the whole of any such undertaking upto a limit of Rs.1,500 Crores (Rupees One thousand five hundred Crores), by way of Special Resolution to comply with requirements of Section 180(1)(a) of the Companies Act, 2013.

Your directors recommend the resolution set out in Item No. 9 of the accompanying notice for the approval of Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way concerned or interested in this resolution.

By Order of the Board
For **Polyplex Corporation Limited**

Date : August 13, 2014 **Ashok Kumar Gurnani**
Place : NOIDA Company Secretary
(FCS-2210)

Notes on Directors seeking appointment / re-appointment as required under Clause 49 IV (G) of the Listing Agreement entered into with Stock Exchanges.

1. **Mr. Sanjiv Chadha**

   Mr. Sanjiv Chadha is aged about 58 years is a Non Resident Indian practicing as an Architect in the United States of America. Mr. Sanjiv Chadha is B. Arch from Indian Institute of Technology and has done M.S. Architecture from Illinois Institute of Technology, U.S.A. He is member of American Institute of Architecture, Association of Licensed Architect, International Council of Shopping Centers and International Facilities Management Association.

   Mr. Chadha is associated with the Company as a shareholder of the Company since 1988. He joined the Board w.e.f June 17, 2005.

   Mr. Sanjiv Chadha holds 4000 equity shares in the Company.

   Mr. Sanjiv Chadha is not a director in any other Company.

2. **Mr. Brij Kishore Soni**

   Mr. Brij Kishore Soni is aged about 67 years is a Graduate from Delhi University. He has expertise in Project Planning, Execution and General Management.

   Mr. Soni is associated with the Company as Director since August 8, 1985.

   Mr. Soni is Director in following Companies :

   i) Bharat Power Corporation Private Limited
   ii) Excel International Private Limited
   iii) Kalima Plastics Private Limited
   iv) Peninsula Beverages and Foods Company Private Limited
   v) KNS Trading Private Limited

Mr. Soni is not Member / Chairman of Audit and Shareholders Grievance Committee of any other company except the Company.

Mr. Soni does not hold any shares in the Company.

3. Mr. Jitender Balakrishnan

Mr. Jitender Balakrishnan is aged about 65 years is BE (Mech) from National Institute of Technology (NIT), Madras University and has PG diploma in Industrial Management from Bombay University.

He has served on the Board of IDBI Bank Limited as Executive Director and thereafter as Deputy Managing Director and Group Head – Corporate Banking. He has served on the Board of Directors of various Corporates in the areas of Oil and Gas, Refineries, Infrastructure Projects, Cement, Fertilizers, Hotels, Pharmaceuticals, Paper etc.

Mr. Balakrishnan is associated with the Company as Director since July 20, 2010.

He is Director in following Companies :

i) Aditya Birla Finance Limited
ii) Bharti AXA Life Insurance Company Limited
iii) Bharti AXA General Insurance Company Limited
iv) Bharti Infratel Limited
v) Bhoruka Power Corporation Limited
vi) Essar Projects India Limited
vii) Essar Services India Limited
viii) Equinox Realty & Infrastructure Private Limited
ix) India Glycols Limited
x) IL & FS Investment Managers Limited
xi) Magus Estates and Hotels Private Limited
xii) Sarda Energy & Minerals Limited
xiii) Usha Martin Limited

He is Member/ Chairman of following committees, other than in Company:

i) Usha Martin Limited - Chairman of Audit Committee
ii) Bharti Infratel Limited – Member of Audit Committee
iii) IL & FS Investment Managers Limited – Member of Audit Committee
iv) Magus Estates and Hotels Private Limited – Member of Audit Committee
v) Sarda Energy & Minerals Limited – Member of Investor Grievance Committee

Mr. Balakrishnan does not hold any shares in the Company.

4. Dr. Suresh Inderchand Surana

Dr. Suresh Inderchand Surana aged about 52 years is a Chartered Accountant in practice and is associated with the Company as Director since March 1, 2002. Dr. Surana specializes in International Taxation, Tax Planning and Corporate Advisory Services and has been advising many international groups on their worldwide affairs. Other Directorships of Dr. Suresh Surana are as follows:

i) The Manar Estates Limited
ii) Inlaks Shipping Company Limited
iii) House of Code (India) Private Limited
iv) TalentAhead India Private Limited
v) RSM India Private Limited
vi) Ramesh Goenka Foundation

He is not Member/ Chairman of Audit and Shareholders Grievance Committee of any other company

Dr. Surana holds 200 equity shares in the Company.

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

I. In case of members receiving e-mail:

(i) Log on to the e-voting website www.evotingindia.com

(ii) Click on "Shareholders" tab.

(iii) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(iv) Next enter the Image Verification as displayed and Click on Login.

(v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Physical Shareholders who have not updated their PAN with the Company are requested to use the first two letters of their name in Capital Letter followed by 8 digits folio no. in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the folio number. Eg. If your name is Ramesh Kumar with folio number 1234 then enter RA00001234 in the PAN field • Demat Shareholders who have not updated their PAN with their Depository Participant are requested to use the first two letters of their name in Capital Letter followed by 8 digit CDSL/ NSDL client id. For example: in case of name is Rahul Mishra and Demat A/c No. is 12058700 00001234 then default value of PAN is 'RA00001234.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company, please enter the number of shares held by you as on August 22, 2014 in the Dividend Bank details field.

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the EVSN for the relevant Company Name on which you choose to vote.

(xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvi) If Demat account holder has forgotten the changed

password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to https://www.evotingindia.com and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

II. In case of members receiving the physical copy:

Please follow all steps from Sl. No. (i) to Sl. No. (xvi) above to cast vote.

III. The voting period begins on September 23, 2014 at 8.00 a.m. and ends on September 25, 2014 at 7.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 22, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

IV. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

V. The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company, as on the cut-off date, being Friday, August, 22, 2014.

VI. Members have the option to request for physical copy of the Ballot Form by sending an e-mail to investorrelations@polyplex.com by mentioning their Folio / DP Id and Client Id No.

VII. A member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

VIII. The Board of Directors has appointed Mr. Ravi Sharma, Partner of M/s. RSM & Co., Company Secretaries, as Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.

IX. The Scrutinizer shall within a period not exceeding 3 (three) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 2 (two) witnesses not in the employment of the Company and will make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company or any other officer authorized by the Chairman.

X. The Results on resolutions shall be declared on or after the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.

XI. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company (www.polyplex.com) and on Service Provider's website (https://evotingindia.com) within 2 (two) days of declaration of the results and would also be communicated to the BSE Limited and the National Stock Exchange of India Limited.