

## NOTICE

NOTICE is hereby given that the Thirtieth Annual General Meeting of the members of Polyplex Corporation Limited will be held at the Registered Office of the Company as per following details :

Day : Monday  
Date : September 28, 2015  
Time : 11.00 a.m.  
Venue : Lohia Head Road, Khatima-262308,  
Distt. Udham Singh Nagar, Uttarakhand,

to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the Financial Year ended March 31, 2015 together with the Reports of the Auditors' and Directors' thereon and Consolidated Audited Financial Statements of the Company for the Financial Year ended March 31, 2015 together with the Report of Auditors' thereon.

2. To declare dividend for the Financial Year 2014-15.

3. To appoint a Director in place of Mr. Sanjiv Saraf (DIN : 00003998) who retires by rotation and being eligible offers himself for reappointment.

4. 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, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, 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 Thirtieth Annual General Meeting until the conclusion of Thirty-first Annual General Meeting of the Company, at such remuneration as may be determined by the Board of Directors of the Company based on the recommendations of the Audit Committee, in addition to reimbursement of all out of pocket expenses in connection with the audit of accounts of the Company for the Financial Year 2015-16."

### 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 Schedule IV to the Companies Act, 2013 ('The Act') and other applicable provisions of the Act, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to the Listing Agreement with Stock Exchanges, Ms. Pooja Haldea (DIN : 07123158), who was appointed as an Additional Director of the Company with effect from March 30, 2015 be and is hereby appointed as an Independent Director of the Company upto March 29, 2020."

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

"RESOLVED THAT pursuant to the provisions of Section 197(10) read with Schedule V of the Companies Act, 2013 ('the Act') and other applicable provisions of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modifications or re-enactment thereof, for the time being in force, and subject to the approval of the Central Government, approval of the members of the Company be and is hereby accorded for waiver of recovery of excess remuneration of Rs. 72,94,665/- by way of Salary, Allowances and others (including contribution to Provident and Superannuation Fund, paid/provided to Mr. Pranay Kothari (DIN : 00004003), Whole Time Director of the Company designated as Executive Director, for the Financial Year commencing from April 1, 2014 to March 31, 2015.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Director or the Company Secretary of the Company be and are hereby severally authorised to make application to the Central Government and/or any other authority for waiver of recovery of excess remuneration paid to Mr. Pranay Kothari, Whole Time Director, including any amendment, alteration, addition, deletion or modification to any of the terms and conditions as may be suggested or advised or directed by the Central Government and acceptable to Mr. Pranay Kothari and to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution."

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

"RESOLVED THAT pursuant to the provisions of Section 197, 198, 203 and Schedule V of the

## Polyplex Corporation Limited

(CIN: L25209UR1984PLC011596)

Companies Act, 2013 ('the Act') and other applicable provisions of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modifications or re-enactment thereof, for the time being in force, and subject to the approval of the Central Government or any other approval, as may be required, under any enactment or law for the time being in force, if any, approval of the members of the Company be and is hereby accorded for payment of following remuneration to Mr. Pranay Kothari (DIN : 00004003), Whole Time Director of the Company designated as Executive Director, for the period from April 1, 2015 to September 6, 2015:

- a) Salary: Rs.5,00,000/- per month.
- b) Special Allowance: Rs.6,00,000/- per month.
- c) Perquisites: In addition to above, Mr. Pranay Kothari shall be entitled to the following perquisites. (These perquisites shall be evaluated as per Income Tax Rules, 1962 ('the Rules'), wherever applicable and in the absence of any such rule, perquisites shall be evaluated at actual cost).

**PART A:**

- (i) Residential accommodation:

**HOUSING I**

The Company shall provide rent-free furnished residential accommodation to Mr. Pranay Kothari provided that the monthly rent for unfurnished residential accommodation shall not exceed one hundred per cent of the salary per month.

Or

**HOUSING II**

The accommodation provided to Mr. Pranay Kothari is owned by the Company.

Or

**HOUSING III**

In case no accommodation is provided by the Company, Mr. Pranay Kothari shall be entitled to house rent allowance at the rate one hundred per cent of the salary per month.

- (ii) Medical benefits for self and family:

Reimbursement of expenses actually incurred for self and family not exceeding Rs. 2,40,000/- p.a., excluding cost of Group Medical Insurance Policy of the Company.

- (iii) Leave:

As per Rules of the Company with full pay and allowances. Earned Leave accumulated

but not availed of during the tenure shall be encashable as per Rules of the Company. Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on remuneration, in the event of no profits or inadequate profits of the Company.

- (iv) Leave/Holiday Travel:

Not exceeding Rs. 5,00,000/- p.a. for self and family in accordance with the Rules of the Company.

- (v) Club Fees:

Not exceeding Rs. 2,40,000/- p.a. for fees of clubs subject to a maximum of two clubs.

- (vi) Personal Accident Insurance:

As per personal Group Accident Policy of the Company.

**PART B:**

- (i) Company's contribution towards Provident Fund:

As per Rules of the Company.

- (ii) Company's contribution towards Superannuation Fund:

As per Rules of the Company.

Provided that the contribution towards Provident Fund and Superannuation Fund shall not exceed the maximum limit laid down under the Income Tax Act/Rules.

Contribution to Provident Fund and Superannuation Fund will not be included in the computation of the ceiling on remuneration to the extent these either singly or put together are not taxable under the Income Tax Act/Rules.

- (iii) Gratuity:

One-half month's salary for each completed year of service.

The Gratuity will not be included in the computation of the ceiling on remuneration.

**PART C:**

- (i) Company maintained Car :

Company shall provide Company maintained car with driver for use for Company's business, which will not be considered as perquisite.

- (ii) Telephone/Communication facilities:

Company shall provide Telephone / Communication facilities at residence for Company's business, which will not be considered as perquisites.

(iii) Reimbursement of Expenses:

Company shall reimburse actual expenses incurred for the purpose of the business of the Company.

“RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any Financial Year of the Company during the term of Mr. Pranay Kothari’s office as Whole Time Director, the remuneration and the perquisites set out hereinabove be paid or granted to Mr. Pranay Kothari as minimum remuneration, subject to requisite approval(s).”

“RESOLVED FURTHER THAT in the event of any statutory amendment or modifications or relaxation by the Central Government in Schedule V to the Act or re-enactment thereof, the Board of Directors be and is hereby authorised to vary or increase the remuneration, including the salary, perquisites, allowances etc. within such prescribed limit or ceiling without any further reference to the Company in General Meeting.”

“RESOLVED FURTHER THAT the appointment of Mr. Pranay Kothari as Whole Time Director may be terminated by either party giving to the other six calendar months notice in writing or salary in lieu thereof.”

“RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company be and are hereby severally authorised to make application to the Central Government and/or any other authority for approval to payment of remuneration as per terms contained above to Mr. Pranay Kothari, Whole Time Director and to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 & 203 read with Schedule V of the Companies Act, 2013 (‘the Act’) and other applicable provisions of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modifications or re-enactment thereof, for the time being in force, and subject to the approval of the Central Government required, if any, approval of members of the Company be and is hereby accorded for re-appointment and payment of following remuneration to Mr. Pranay Kothari (DIN : 00004003), Whole Time Director of the Company designated as Executive Director (Key Managerial Personnel) for a period of 3 years from September 7, 2015 to September 6, 2018:

- a) Salary: Rs.6,00,000/- per month.
- b) Special Allowance: Rs.7,00,000/- per month.
- c) Performance Incentive: Not exceeding Rs.150 Lacs p.a., as may be decided by the Board

of Directors on the recommendations of Nomination and Remuneration Committee.

- d) Perquisites: In addition to above, Mr. Pranay Kothari shall be entitled to the following perquisites. (These perquisites shall be evaluated as per Income Tax Rules, 1962 (‘the Rules’), wherever applicable and in the absence of any such rule, perquisites shall be evaluated at actual cost).

**PART A:**

- (i) Residential accommodation:

**HOUSING I**

The Company shall provide rent-free furnished residential accommodation to Mr. Pranay Kothari provided that the monthly rent for unfurnished residential accommodation shall not exceed one hundred per cent of the salary per month.

Or

**HOUSING II**

The accommodation provided to Mr. Pranay Kothari is owned by the Company.

Or

**HOUSING III**

In case no accommodation is provided by the Company, Mr. Pranay Kothari shall be entitled to house rent allowance at the rate one hundred per cent of the salary per month.

- (ii) Medical benefits for self and family:

Reimbursement of expenses actually incurred for self and family not exceeding Rs. 2,40,000/- p.a., excluding cost of Group Medical Insurance Policy of the Company.

- (iii) Leave:

As per Rules of the Company with full pay and allowances. Earned Leave accumulated but not availed of during the tenure shall be encashable as per Rules of the Company. Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on remuneration, in the event of no profits or inadequate profits of the Company.

- (iv) Leave/Holiday Travel:

Not exceeding Rs. 5,00,000/- p.a. for self and family in accordance with the Rules of the Company.

- (v) Club Fees:

Not exceeding Rs. 2,40,000/- p.a. for fees of clubs subject to a maximum of two clubs.

- (vi) Personal Accident Insurance:

As per personal Group Accident Policy of the Company.

**PART B:**

- (i) Company's contribution towards Provident Fund:

As per Rules of the Company.

- (ii) Company's contribution towards Superannuation Fund:

As per Rules of the Company.

Provided that the contribution towards Provident Fund and Superannuation Fund shall not exceed the maximum limit laid down under the Income Tax Act/Rules.

Contribution to Provident Fund and Superannuation Fund will not be included in the computation of the ceiling on remuneration to the extent these either singly or put together are not taxable under the Income Tax Act/Rules.

- (iii) Gratuity:

One-half month's salary for each completed year of service.

The Gratuity will not be included in the computation of the ceiling on remuneration.

**PART C:**

- (i) Company maintained Car :

Company shall provide Company maintained car with driver for use for Company's business, which will not be considered as perquisite.

- (ii) Telephone/Communication facilities:

Company shall provide Telephone / Communication facilities at residence for Company's business, which will not be considered as perquisites.

- (iii) Reimbursement of Expenses:

Company shall reimburse actual expenses incurred for the purpose of the business of the Company.

"RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any Financial Year of the Company during the term of Mr. Pranay Kothari's office as Whole Time Director, the remuneration and the perquisites set out hereinabove be paid or granted to Mr. Pranay Kothari as minimum remuneration, subject to requisite approval(s)."

"RESOLVED FURTHER THAT in the event of any statutory amendment or modifications or relaxation by the Central Government in Schedule V to the Act or re-enactment thereof, the Board of Directors be and is hereby authorised to vary or increase the remuneration, including the salary, perquisites, allowances etc. within such prescribed limit or ceiling without any further reference to the Company in General Meeting."

"RESOLVED FURTHER THAT the appointment of Mr. Pranay Kothari as Whole Time Director may be terminated by either party giving to the other

six calendar months notice in writing or salary in lieu thereof."

"RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company be and are hereby severally authorised to make application to the Central Government and/or any other authority for approval to payment of remuneration as per terms contained above to Mr. Pranay Kothari, Whole Time Director and to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution."

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

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 ('the Act') and Companies (Meetings of Board and its Powers) Rules, 2014, consent of the members of the Company be and is hereby accorded to holding of office of profit by Mr. Sanjiv Saraf, Director of the Company in M/s. Polyplex (Asia) Pte. Limited, Singapore, a wholly owned subsidiary, carrying in aggregate annual remuneration of U.S. Dollars 49,305.56 equivalent to about Rs. 30,73,709/- during the Financial Year 2014-15."

10. 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 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of Rs.3,00,000/- plus Service Tax and reimbursement of actual out of pocket expenses, payable to M/s. Sanjay Gupta & Associates (Firm Registration No. 000212), Cost Accountants, Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company pertaining to products covered by Central Excise Tariff Act Heading 3920 and 3907 for the Financial Year 2015-16, be and is hereby approved and ratified."

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

"RESOLVED THAT pursuant to Article 120 of the Articles of Association of the Company and the provisions of Section 197 and other applicable provisions of the Companies Act, 2013, Mr. Sanjiv Saraf, Non-Executive Chairman of the Company be paid remuneration by way of commission not exceeding in the aggregate 1% (One percent) per annum of the net profits of the Company computed in the manner laid down in Section 198 of the Companies Act, 2013, for each of the

five financial years of the Company commencing from April 1, 2015, as may be determined by the Board, in addition to the sitting fees being paid by the Company/ its subsidiary(ies) for attending the Board/ Committee Meetings of the Company/ its subsidiary(ies)."

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

Date : August 14, 2015  
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 A PROXY/PROXIES TO ATTEND AND ON A POLL, TO VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

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 members. 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. 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.
3. 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).
4. Explanatory Statement pursuant to Section 102 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 **19.09.2015 to 28.09.2015** (both days inclusive).
6. In case of joint holders attending the meeting only such joint holders who are higher in the order of names shall be entitled to vote.
7. 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 during the business hours except on holidays upto and including the date of AGM.

8. The Register of Contracts or Arrangements in which directors are interested, maintained under Section 189 of the Act, will be available for inspection by the Members at the Registered Office of the Company and at the AGM.
9. The dividend declared at the meeting will be made payable on or after September 28, 2015 to those Members, whose names are on the Register of Members as Beneficial Owners as at the end of business on September 18, 2015 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 18, 2015.
10. Pursuant to Section 205C of the Companies Act, 1956/Section 124(5) of the Companies Act, 2013, amount of unpaid / unclaimed dividends upto Financial Year 2006-07 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.
11. 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 2007-08 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	Dividend per share of the face value of Rs.10/- each	Declared on/Record Date
2007-08	60% Final	Rs.6/-	26.09.2008
2008-09	70% Final	Rs.7/-	30.09.2009
2009-10	80% Final	Rs.8/-	25.09.2010
2010-11	60% Interim	Rs.6/-	16.11.2010
2010-11	70% Final	Rs.7/-	28.09.2011
2011-12	40% Final	Rs.4/-	28.09.2012
2012-13	30% Final	Rs.3/-	30.09.2013
2013-14	20% Final	Rs.2/-	29.09.2014

The Company has uploaded the details of unpaid/unclaimed dividend lying with the Company as on 29th September, 2014 (date of previous AGM) on the website of the Company ([www.polyplex.com](http://www.polyplex.com)) and on the website of the Ministry of Corporate Affairs (MCA) along with Form 5 INV.

12. Members are requested to register their e-mail addresses with the Company/ Registrar & Transfer Agent 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.
13.
  - a) Members holding shares in physical form are requested to notify to the Company/RTA for 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.
14. 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, (available on Company website [www.polyplex.com](http://www.polyplex.com)) which may be sent on request. However, in case of demat holdings, the shareholders should approach to their respective Depository Participants for making nominations.
15. 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.
16. 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 September 21, 2015 as "cut-off date" to record the entitlement of shareholders to cast their vote on the agenda items of the 30th Annual General Meeting (AGM). E-voting on agenda items of AGM will take place from 24.9.2015 to 27.9.2015. Members who cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again. 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.

17. A route map and prominent land mark for easy location to the venue of AGM is given on the back of the proxy form.

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**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**

The Board of Directors of the Company at their meeting held on March 30, 2015, on the recommendations of the Nomination and Remuneration Committee, co-opted Ms. Pooja Haldea aged about 35 years as an Additional Director on the Board of the Company in the Independent Directors' category, to meet the requirements of Companies Act, 2013 (the Act) and Clause 49 (Revised) of the Listing Agreement with respect to appointment of a woman director on the Board.

Ms. Pooja Haldea was also appointed as a member of the Audit Committee of the Board.

Ms. Pooja Haldea is B.A. (Hons.) in Mathematics from St. Stephens' College, University of Delhi and ranked second in the University and has done PG Diploma in Business Management from Indian Institute of Management, Bangalore with specialization in Strategy and Marketing.

Ms. Pooja Haldea is currently working as Managing Director of BrainJuicer India Private Limited, a global market research firm, focused on behavioural consulting. She has in the past worked with McKinsey & Company, India / London for a period of about nine years.

In terms of Article 117 of Articles of Association of the Company and Section 161(1) of the Act, she holds office upto the date of ensuing Annual General Meeting. The Company has received a notice under Section 160 of the Act alongwith deposit of requisite amount proposing the candidature of Ms. Pooja Haldea as a Independent Director at the ensuing Annual General Meeting.

Ms. Pooja Haldea has consented to be reappointed as Director and has furnished her affirmation to the Code of Independent Directors as prescribed under Schedule IV of the Act.

Ms. Pooja Haldea is proposed to be appointed as Non-Executive Independent Director upto March 29, 2020.

In the opinion of the Board, Ms. Pooja Haldea fulfills the conditions specified in the Act and Rules made thereunder for the proposed appointment.

Information required by the Listing Agreements with the Stock Exchanges is given separately.

Ms. Pooja Haldea does not hold any shares in the Company.

Except Ms. Pooja Haldea, none of the Directors, Key Managerial Personnel or their relatives are financially or otherwise concerned or interested in this resolution.

Yours directors accordingly commend this resolution for the approval of the Members.

#### Item No. 6

During the Financial Year 2014-15, the remuneration paid or provided to Mr. Pranay Kothari, though in accordance with the Special Resolution passed on September 30, 2013 under the provisions of Companies Act, 1956, exceeded the limits prescribed under Section 197, read with Schedule V of the Companies Act 2013 ('the Act'), due to insufficiency/ inadequacy of Net Profits, as computed under Section 198 of the Act. Details of maximum remuneration permissible under Schedule V to the Act, in the event of insufficiency/ inadequacy of profits for the Financial Year 2014-15, and actual remuneration paid and the amount of excess remuneration paid are as follows:

Financial Year	Remuneration permissible based on Effective Capital as per Schedule V of the Act	Actual Remuneration paid/provided	Excess Remuneration
2014-15	Rs.1,34,65,170/-	Rs.2,07,59,835/-	Rs.72,94,665/-

*Note: Above remuneration includes contribution to Provident and Superannuation Fund.*

Payment of aforementioned remuneration to Mr. Pranay Kothari has been made on the recommendations of the Nomination and Remuneration Committee of Directors and Board of Directors.

Approval of shareholders by way of Special Resolution is being sought to comply with the provisions of Companies Act, 2013, which would be subject to approval of the Central Government, for waiver of recovery of aforementioned excess remuneration.

Information required under item (iv) of third proviso to Section II of Part II of Schedule V of the Act is detailed in the Annexure forming part of this Explanatory Statement.

Except Mr. Pranay Kothari, none of the other Directors or Key Managerial Personnel or their relatives, are, in any way, concerned or interested, financially or otherwise, in this resolution.

Yours directors accordingly commend this resolution for the approval of the Members.

#### Item No. 7

As the Members are aware payment of remuneration of Mr. Pranay Kothari as Whole Time Director designated as Executive Director was approved by the Member by way of Special Resolution No. 8 passed on September 30, 2013 pursuant to the provisions of Companies Act, 1956. Subsequent to the passing of above resolution, Companies Act, 1956 has been modified / replaced in respect of provisions dealing with managerial remuneration. In order to make an application to the Central Government for its approval to make payment of remuneration as earlier approved by the Members by way of aforementioned Special Resolution, Company has been advised to pass a fresh Special Resolution pursuant to the provisions of Companies Act, 2013. Accordingly, resolution set out at Item No. 7 is recommended by the Board of Directors for the approval of the Members by way of a Special Resolution.

In the event of inadequacy or insufficiency of profits, it is proposed to make application to the Central Government for waiver of recovery of excess remuneration paid/ to be paid to Mr. Pranay Kothari for the aforesaid period.

Information required under item (iv) of third proviso of Section II of Part II of Schedule V of the Act is detailed in the Annexure forming part of this Explanatory Statement.

Except Mr. Pranay Kothari, none of the Directors or Key Managerial Personnel or their relatives, are, in any way, concerned or interested, financially or otherwise, in this resolution.

Yours directors accordingly commend this resolution for the approval of the Members.

#### Item No. 8

Mr. Pranay Kothari was appointed as Whole Time Director of the Company, designated as Executive Director for a period of three years with effect from September 7, 2012 and holds office upto September 6, 2015. Mr. Pranay Kothari is a professional director on the Board of the Company. Keeping in view his long association with the Company, his expertise, qualifications and experience as also the increased responsibilities on account of various expansion plans undertaken by the Company and its subsidiaries, your Board of Directors on the recommendations of Nomination and Remuneration Committee, approved to recommend for your approval re-appointment and payment of remuneration as stated in the resolution with effect from September 7, 2015 to September 6, 2018.

The terms of Remuneration as stated in the resolution

may be regarded as an abstract of the terms of contract and memorandum of concern or interest for the purposes of provisions of the Act.

Information required under item (iv) of third proviso of Section II of Part II of Schedule V of the Act is detailed in the Annexure forming part of this Explanatory Statement.

Except Mr. Pranay Kothari, none of the Directors or Key Managerial Personnel or their relatives, are, in any way, concerned or interested, financially or otherwise, in this resolution.

Yours directors accordingly commend this resolution for the approval of the Members.

#### **Item No. 9**

Mr. Sanjiv Saraf, Non-Executive Director of the Company has held the office of General Manager and Chief Executive Officer of M/s. Polyplex (Asia) Pte. Limited, Singapore, a wholly owned subsidiary of the Company from April 1, 2011 to March 31, 2015. During the Financial Year 2014-15 he has drawn in aggregate remuneration of US Dollars 49,305.56 equivalent to about Rs.30,73,709/-.

Since the total amount of remuneration drawn by Mr. Sanjiv Saraf from the said subsidiary company during the Financial Year 2014-15, exceeds annual limit of Rs.30,00,000/- (monthly limit being Rs.2,50,000/-) provided in Section 188 of the Act, read with Companies (Meetings of Board and its Powers) Rules, 2014, by Rs. 73,709/-, approval of the Members by way of Special Resolution is being sought as provided in Section 188 of the Companies Act, 2013. Audit Committee, Nomination and Remuneration Committee and Board of Directors have approved aforesaid payment subject to the approval of the Members by way of Special Resolution.

Mr. Sanjiv Saraf has resigned from the aforesaid office on and w.e.f. March 31, 2015.

Except Mr. Sanjiv Saraf, none of the Directors or Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

Yours directors accordingly commend this resolution for the approval of the Members.

#### **Item No. 10**

The Board of Directors, on the recommendations of the Audit Committee, have approved the appointment of M/s. Sanjay Gupta & Associates, Cost Accountants, as Cost Auditors to conduct the audit of the cost records

of the Company for the Financial Year 2015-16 at the remuneration provided in the said resolution.

As provided in Section 148 of the Act, read Companies (Audit and Auditors) Rules, 2014 the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

None of the Directors or Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

Yours directors accordingly commend this resolution for the approval of the Members.

#### **Item No. 11**

Mr. Sanjiv Saraf is promoter-director of the Company and is not holding any executive position in the Company. Your Company benefits immensely from his expertise, vision in business and industry and it is proposed to remunerate him by way of payment of commission not exceeding one percent of Net Profits of the Company for five Financial Years beginning w.e.f. April 1, 2015.

The Board of Directors on the recommendations of Nomination and Remuneration Committee of the Company, in their meeting held on August 07, 2015 have approved, subject to such statutory approvals, as may be necessary, payment of commission to be paid to Mr. Sanjiv Saraf, Non-Executive Chairman of the Company, not exceeding one per cent per annum of the Net Profits of the Company calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, which shall be in addition to the sitting fee payable for attending the meetings of the Board of Directors or any Committee thereof.

Section 197 of the Companies Act, 2013 and Rules made thereunder require a Special Resolution to be passed by the members of the Company in General Meeting for payment of remuneration by way of commission to any Non-Executive Director of the Company.

Except Mr. Sanjiv Saraf, none of the Directors or Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

Yours directors accordingly commend this resolution for the approval of the Members.

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

Date : August 14, 2015  
Place : Noida

**Ashok Kumar Gurnani**  
Company Secretary  
(FCS-2210)

## PROCEDURE AND INSTRUCTIONS FOR E-VOTING

The procedure and instructions for e-voting are as follows:

- I. In case of members receiving e-mail:
  - i) Open your web browser during the voting period and navigate to 'https://evoting.karvy.com'
  - ii) Enter the login credentials (i.e., user-id & password) mentioned in email forwarded through the electronic notice. Your Folio No./DP Client ID will be your User-ID.

User-ID	For Members holding shares in Demat Form:- a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- • <u>Event No.</u> followed by Folio Number registered with the Company
Password	Your Unique password is mentioned on the email forwarded through the electronic notice.
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- iii) After entering these details appropriately, click on "LOGIN".
- iv) Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc). Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through **Karvy Computershare Private Limited e-Voting platform**. System will prompt you to change your password and update any contact details like mobile number, email ID etc on first login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- v) You need to login again with the new credentials.
  - vi) On successful login, system will prompt to select the E-Voting Event Number (EVEN)/'Event No.' for Polyplex Corporation Limited.
  - vii) If you are holding shares in Demat form and had logged on to "https://evoting.karvy.com" and casted your vote earlier for any company, then your exiting login id and password are to be used.
  - viii) On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting .Enter the number of shares (which represents number of votes) as on Cut-off date under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the shareholder do not wants to cast, select 'ABSTAIN'.
  - ix) 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.
  - x) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote or cast the vote again. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
  - xi) Corporate/Institutional Members (corporate/Fls/Flls/Trust/Mutual Funds/Banks, etc.) are required to send scan (PDF format) of the relevant Board Resolution etc. to the Scrutinizer through e-mail at [info@csrsm.com](mailto:info@csrsm.com) with a copy to [evoting@karvy.com](mailto:evoting@karvy.com). The file scanned image of the Board Resolution should be in the naming format "Polyplex\_EVEN No. 2031".
  - xii) Members can cast their vote online from September 24, 2015 (from 9.00 a.m. IST) to September 27, 2015 (upto 5.00 p.m. IST). The e-voting module shall be disabled by Karvy thereafter.
- II. In case of members receiving the physical copy:
    - i) User-ID and initial password are provided on the attendance slip.
    - ii) Please follow steps as mentioned above.

**Notes:**

- a) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") for Shareholders and e-voting user manual for Shareholders available at download section of '<https://evoting.karvy.com>' or contact Mr. Varghese P.A. of Karvy Computershare Private Limited, at 040-67162222 or at Tel. No. 1-800-3454-001 (Toll free).
- b) 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 Monday, September 21, 2015.
- c) Any person who acquires shares of the Company and becomes a shareholder of the Company after dispatch of the Notice of Annual General Meeting and holds shares as of the cut-off date i.e. September 21, 2015 may obtain the User-ID and password in the manner as mentioned below:
- i) If the mobile number of the member is registered against Folio No./ DPID Client ID, the member may send SMS:  
MYEPWD<space> E-Voting Event  
Number +Folio no. or DPID Client ID to +91-9212993399  
Example for NSDL:  
MYEPWD<SPACE>IN12345612345678  
Example for CDSL:  
MYEPWD<SPACE>1402345612345678  
Example for Physical:  
MYEPWD<SPACE>XXXX1234567890
- ii) If e-mail address or mobile number of the member is registered against Folio No./ DPID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DPID Client ID and PAN to generate a password.
- iii) Member may Call Karvy's Toll free number 1-800-3454-001
- iv) Member may send an e-mail request to [evoting@karvy.com](mailto:evoting@karvy.com)
- v) If the member is already registered with Karvy for e-voting, he can use his existing User-ID and password for casting the vote through e-voting.
- d) 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.
- e) The Board of Directors has appointed Mr. Ravi Sharma, Partner of M/s. R S M & Co., Company Secretaries, New Delhi as Scrutinizer, to scrutinize the physical voting and e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same.
- f) The Scrutinizer shall immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least 2 (two) witnesses not in the employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizers' Report of the total votes cast in favour or against, if any, not later than 3 (three) days of conclusion of the meeting to the Chairman or a person authorized by him in writing who shall countersign the same. The Chairman or any other person authorized by him in writing shall declare the results of the voting forthwith.
- g) 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.
- h) The Results declared along with the Scrutinizers' Report shall be placed on the Company's website [www.polyplex.com](http://www.polyplex.com) and on the website of Karvy immediately after the results are declared by the Chairman or any other person authorized by him. The Company shall, simultaneously, forward the results to the concerned stock exchanges where its equity shares are listed.

**Annexure for Item No. 6, 7 and 8**

Information required under item (iv) of third proviso of Section II of Part II of Schedule V of the Act is detailed in this Annexure forming part of the Explanatory Statement.

**I. General Information**

(1) *Nature of Industry*

The Company is engaged in the manufacture and sale of plain, coated, metallized Plastic Films and PET Chips.

(2) *Date or expected date of commencement of commercial production*

The Company is already in commercial production of above products.

(3) *In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.*

Not Applicable

(4) *Financial performance based on given indicators*

Financial Parameters

**STANDALONE**

(Rs. in Lacs)

Financial Parameters / Year	2014-15	2013-14	2012-13
Gross revenue including other Income	1,06,949.55	1,14,146.20	99,673.57
Profit Before Tax (PBT) before exceptional item	2,283.74	2,361.94	371.86
Profit Before Tax (PBT) after exceptional item	2,283.74	2,361.94	487.99
Tax expenses & prior period adjustment	289.92	(898.78)	(23.50)
Profit After Tax (PAT)	1,993.82	3,260.72	511.49

**CONSOLIDATED**

(Rs. in Lacs)

Financial Parameters / Year	2014-15	2013-14	2012-13
Gross revenue including other Income	3,32,206.84	3,20,930.10	2,59,826.63
Profit Before Tax (PBT) before exceptional item	13,044.10	(11,655.70)	6,870.51
Profit Before Tax (PBT) after exceptional item	8,269.31	(11,655.70)	6,870.51
Tax expenses & prior period adjustment	494.38	(6,453.40)	241.21
Profit After Tax (PAT) before Minority Interest	7,774.93	(5,202.30)	6,629.30
Less : Minority Interest	3,980.19	(4,518.91)	4,506.04
Profit After Tax (PAT) after Minority Interest	3,794.74	(683.39)	2,123.26

(5) *Export performance and net foreign exchange collections*

(Rs. in Lacs)

Particulars / Year	2014-15	2013-14	2012-13
FOB Value of Exports including deemed exports	23,349.74	25,553.50	25,231.96
Dividend (Gross) from foreign Subsidiary Companies	651.94	1,476.31	4,239.58
Sale of Investments	–	–	160.68
Other claims	–	–	–
Total	24,001.18	27,029.81	29,632.22

(6) *Foreign investments or collaborators, if any*

Company has made investments in Ordinary Shares of foreign companies/ subsidiaries. Aggregate of investments outstanding at the year end are as follows:

(Rs. in Lacs)

<b>Investment Outside India</b>	<b>2014-15</b>	<b>2013-14</b>	<b>2012-13</b>
Outstanding Investments in Foreign Subsidiary Companies	1,951.43	1,953.93	1,953.93

## II. Information about the Appointee / Managerial Person

### (1) Background details

Mr. Pranay Kothari

Mr. Pranay Kothari aged about 55 years, is a qualified Chartered Accountant and Company Secretary. He joined the Company in 1985 as Company Secretary and rose to the position of Whole Time Director w.e.f. March 15, 1996. He was last re-appointed as Whole Time Director designated as Executive Director for a term of three years with effect from September 7, 2012 to September 6, 2015.

Expertise in specific functional area: General Management.

The Other Directorship of Mr. Pranay Kothari in Public Limited Companies are as follows:

- Bhilangana Hydro Power Limited
- Global Solar Energy (India) Limited
- Orbis Financial Corporation Limited

Mr. Pranay Kothari is also a Member of the Stakeholders' Relationship Committee and Finance Committee of the Board of Directors of the Company.

Apart from above Mr. Pranay Kothari is also on the Board of following Subsidiary Companies:

- Polyplex (Thailand) Public Company Limited, Thailand
- Polyplex Europa Polyester Film Sanayi Ve Ticaret A.S, Turkey
- Peninsula Beverages and Foods Company Private Limited, India

Mr. Pranay Kothari does not hold any shares in the Company in his own name. However, he indirectly through statutory structure has about 2.06% interest in the capital of the Company.

Mr. Pranay Kothari is not related to any other Promoter or Director or KMP of the Company.

### (2) Past Remuneration:

(Rs. in lacs )

<b>Mr. Pranay Kothari</b>	<b>2014-15*</b>	<b>2013-14**</b>	<b>2012-13</b>
Salary and Allowances	192.00	155.66	134.20
Perquisites and others	15.60	16.24	8.43
<b>TOTAL</b>	<b>207.60</b>	<b>171.90</b>	<b>142.63</b>

\* Includes Rs. 72.95 Lacs being excess remuneration paid/provided, which is subject to receipt of waiver approval of Central Government.

\*\* As per approval of Central Government received pursuant to Section 309 of the Companies Act, 1956.

### (3) Recognition or Awards

Please refer to para on "Information about the Appointee" as given above.

### (4) Job profile and his suitability

Please refer to para on "Information about the Appointee" as given above.

### (5) Remuneration Proposed

As given in the Resolution Item No. 7 & 8

- (6) *Comparative Remuneration profile with respect to industry, size of the Company, profile of the position.*

The Proposed remuneration is commensurate with the profile of the managerial person, size, operations of the Company and in line with the industry standards.

The remuneration set out in the respective resolutions has been recommended by the Nomination & Remuneration Committee and approved by the Board of Directors of the Company keeping in view the remuneration policy and remuneration drawn in the past and current remuneration structure prevailing in the Industry and is commensurate with the responsibilities of the managerial persons.

- (7) *Pecuniary Relationship directly or indirectly with the Company or relationship with the managerial Personnel, if any.*

Mr. Pranay Kothari has no pecuniary relationship with the Company except receipt of managerial remuneration from the Company. Following contracts have been entered into with 'Related Parties':

- (i) *Payment of Rent to Mrs. Ritu Kothari wife of Mr. Pranay Kothari for the lease of premises at rent of Rs 2,47,500/- p.m.*
- (ii) *Receipt of Rent by the Company from Beehive Systems Private Limited, in which he is a director towards the lease of premises at a rent of Rs. 3,00,000/- p.m. and recovery of proportionate maintenance expenses and charges.*

Mr. Pranay Kothari does not have any relationship with any other Director or Key Managerial Personnel or their relatives.

### III. Other Information

- (1) *Reasons of loss or inadequate profits.*

The Net profit of the Company for the year 2014-15, as computed under Section 198 of the Act is inadequate/ insufficient to meet the ceilings in terms of percentage of profits, imposed on managerial remuneration due to competitive pricing pressures in the domestic as well as international markets, resulting from new capacity creation, higher manufacturing costs like power & fuel, stores & spares, repair and maintenance, increase in energy prices, impact of inflation etc. Further, ban imposed by various State Governments/ authorities on sales of Gutkha (preparation of betel nut, tobacco etc.) in plastic sachets had also impacted the margins.

- (2) *Steps taken or proposed to be taken for improvement*

The Company has taken various steps to improve its performance. These include containing the cost, change in product mix, expanding, diversifying and focusing on high growth segments etc.

- (3) *Expected increase in productivity and profits in measurable terms*

The Company remains confident that with its strengths of distributed manufacturing operations, diversified product portfolio, consistent quality, access to international customers, efficient supply chain model, higher proportion of value added products and superior performance it should be able to grow profitably and withstand variability in industry environment. The Company is well poised to sustain and capture growth opportunities in all its business segments within the confines of business prudence.

### IV. Disclosures

- (1) *The shareholders of the Company shall be informed of the remuneration package of the managerial person*

This information has been detailed out in the Notice and the Explanatory Statement to the Notice.

- (2) *The following disclosures shall be mentioned in the Board of Directors' Report under the heading "Corporate Governance", if any, attached to the Annual Report :-*

- i. All elements of remuneration package such as salary, benefits, bonuses, stock options, pension etc. of all the directors;

This has been fully covered under the Corporate Governance Report.

- ii. Details of fixed component and performance linked incentives along with the performance criteria;  
Remuneration approved for managerial personnel is commensurate with the qualifications, experience, responsibilities, position in the Company and is in accordance with the industry standards and has been approved by the Board of Directors on the recommendations of the Nomination and Remuneration Committee and is disclosed in the Corporate Governance Report.
- iii. Service contracts, notice period, severance fees;  
Appointment Terms of Whole Time Director prescribes notice period of six calendar months or salary in lieu thereof. No severance fees has been stipulated.
- iv. Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.

Not Applicable.

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

Particulars/Names	Mr. Sanjiv Saraf	Ms. Pooja Haldea	Mr. Pranay Kothari
Date of Birth	30-Dec-1958	29-Jul-1980	6-Feb-1959
Date of Appointment	18-Oct-1984	30-Mar-2015	15-Mar-1996
Qualification	B.Tech (IIT-KGP)	B.A. (Hons); PGDIBM (IIM-Bangalore)	Chartered Accountant and Company Secretary
Expertise in specific functional areas	General Management	Market Analysis & Research	General Management
Directorship of other companies (excluding Foreign Companies and Section 8 Companies)	<ol style="list-style-type: none"> <li>1. Bhilangana Hydro Power Limited</li> <li>2. Carter &amp; Burgess (Asia) Limited</li> <li>3. Global Solar Energy (India) Limited</li> <li>4. Orbis Capital Limited</li> <li>5. SSIPL Retail Limited</li> <li>6. Peninsula Beverages and Foods Company Pvt. Ltd.</li> <li>7. Punjab Hydro Power Private Limited</li> <li>8. Kotla Hydro Power Private Limited</li> <li>9. Teesta Hydro Power Private Limited</li> <li>10. Chungthang Hydro Private Limited</li> <li>11. Lachung Hydro Private Limited</li> <li>12. Dalhousie Villa Private Limited</li> <li>13. Excel International Private Limited</li> <li>14. Uttarakhand Hydro Power Private Limited</li> <li>15. Sikkim Green Energy Private Limited</li> <li>16. Pioneer Green Energy Securities Private Limited</li> <li>17. Polyplex Energy Private Limited</li> <li>18. Peninsula Centre for Knowledge &amp; Insight Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Brainjuicer India Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Bhilangana Hydro Power Limited</li> <li>2. Global Solar Energy (India) Limited</li> <li>3. Orbis Financial Corporation Limited</li> <li>4. Peninsula Beverages and Foods Company Pvt. Ltd.</li> <li>5. Cemtech Consultants Pvt. Ltd.</li> <li>6. Shikhar Cements Private Limited (in the process of striking off)</li> <li>7. Sanjiv Sarita Investments Private Limited</li> <li>8. Teesta Hydro Power Private Limited</li> <li>9. Chungthang Hydro Private Limited</li> <li>10. Lachung Hydro Private Limited</li> <li>11. Dalhousie Villa Private Limited</li> <li>12. Excel International Private Limited</li> <li>13. Beehive Systems Private Limited</li> <li>14. Polyplex Energy Private Limited</li> <li>15. Peninsula Centre for Knowledge &amp; Insight Private Limited</li> </ol>
Chairmanship/ Membership of Committees of other Public Companies :			
Audit Committee	<ol style="list-style-type: none"> <li>1. SSIPL Retail Limited (Chairman)</li> <li>2. Bhilangana Hydro Power Limited (Member)</li> </ol>	<p>–</p> <p>–</p>	<ol style="list-style-type: none"> <li>1. Bhilangana Hydro Power Limited (Member)</li> <li>2. Peninsula Beverages and Foods Company Private Limited (Member)</li> <li>3. Global Solar Energy (India) Ltd. (Chairman)</li> </ol>

<b>Nomination and Remuneration Committee</b>	SSIPL Retail Limited (Chairman)	-	Bhilangana Hydro Power Limited (Chairman)
<b>Stakeholders Relationship Committee</b>	-	-	-
<b>Number of shares held in the company in his own name</b>	46,138	Nil	Nil

Additional Information required by Secretarial Standard-2 is as under:-

1. Details of meetings of Board attended by Directors seeking appointment/re-appointment are provided in the Corporate Governance Report.
2. Details of remuneration last drawn by Directors seeking appointment re-appointment are provided in the Corporate Governance Report.