POLYPLEX

September 30, 2015

To

The Manager, Listing Department, National Stock Exchange of India Ltd., Exchange Plaza, NSE Building Bandra Kurla Complex, Bandra East Mumbai 400 051	The Manager - Listing Department, BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street Fort, Mumbai 400 001

Dear Sir,

Subject: Clause 35A of the Listing Agreement

Polyplex Corporation Limited: Scrip Code: BSE 524051 & NSE: POLYPLEX

With reference to Annual General Meeting (AGM) of the Company, We furnish below a report under Clause 35A of the Listing Agreement for your information and records.

Date of the AGM	September 28, 2015
Total number of shareholders on record date (i.e. September 21, 2015 Cut-off date for voting purpose)	14,549
Number of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	 4 (Authorised Representatives) 37 (Including 6 proxies)
Number of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	 Nil/ Not Applicable Nil/ Not Applicable
Number of Shareholders voted through e-voting Promoters and Promoter Group: Public:	 5 (4 Authorised Representatives also attended the AGM) 17 (5 members also attended the AGM)

(Agenda-wise)

The Mode of Voting for all the Resolutions was:

(1) E-voting conducted between September 24, 2015 [9.00 AM] to September 27, 2015 [5.00 PM], and

(2) Poll conducted at the AGM.

Polyplex Corporation Limited
(CIN: L25209UR1984PLC011596)

B-37, Sector-1, Noida - 201 301, Distt. Gautam Budh Nagar (U.P.) India
Board: +91.120.2443716-19, Fax: +91.120.2443723 & 24 Website : www.polyplex.com
Registered Office: Lohia Head Road, Khatima - 262308, Distt. Udham Singh Nagar, Uttarakhand, India

Resolution 1	Adoption of Standalone and Consolidated Financial Statements for the Financial Year ended March 31, 2015 and the Reports of the Directors' and Auditors' thereon. **(Ordinary Resolution)**

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	Total Number of Invalid/ Abstain Votes
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)] *100	(8)
Promoter and Promoter Group	15010534	15006474	99.973%	15006474	0	100.00%	0.00%	0
Public – Institutional holders	2718485	2519380	92.676%	2519380	0	100.00%	0.00%	0
Public-Others#	14194381	6753	0.048%	6703	0	99.26%	0.00%	50
Total	31923400	17532607	54.921%	17532557	0	**100.00%**	0.00%	50

Resolution 2	Declaration of Dividend @ Rs. 2.50/- per share on Equity Shares for the Financial Year ended March 31, 2015. **(Ordinary Resolution)**

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	Total Number of Invalid/ Abstain Votes
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)] *100	(8)
Promoter and Promoter Group	15010534	15006474	99.973%	15006474	0	100.00%	0.00%	0
Public – Institutional holders	2718485	2519380	92.676%	2519380	0	100.00%	0.00%	0
Public-Others#	14194381	6753	0.048%	6703	0	99.26%	0.00%	50
Total	31923400	17532607	54.921%	17532557	0	**100.00%**	0.00%	50

Resolution 3	Re-appointment of Mr. Sanjiv Saraf (DIN: 00003998) who retires by rotation and being eligible, offers himself for re-appointment. **(Ordinary Resolution)**

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	Total Number of Invalid/ Abstain Votes
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)] *100	(8)
Promoter and Promoter Group	15010534	15006474	99.973%	15006474	0	100.00%	0.00%	0
Public – Institutional holders	2718485	2519380	92.676%	2426023	93357	96.29%	3.71%	0
Public-Others#	14194381	6753	0.048%	6703	0	99.26%	0.00%	50
Total	31923400	17532607	54.921%	17439200	93357	**99.47%**	0.53%	50

Resolution 4	Re-appointment of M/s. Lodha & Co., Chartered Accountants (Firm Registration Number: 301051E), as Auditors. **(Ordinary Resolution)**

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	Total Number of Invalid/ Abstain Votes
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)] *100	(8)
Promoter and Promoter Group	15010534	15006474	99.973%	15006474	0	100.00%	0.00%	0
Public – Institutional holders	2718485	2519380	92.676%	2519380	0	100.00%	0.00%	0
Public-Others#	14194381	6753	0.048%	6703	0	99.26%	0.00%	50
Total	31923400	17532607	54.921%	17532557	0	**100.00%**	0.00%	50

Resolution 5	Appointment of Ms. Pooja Haldea (DIN 07123158) as an Independent Director. **(Ordinary Resolution)**

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	Total Number of Invalid/ Abstain Votes
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)] *100	(8)
Promoter and Promoter Group	15010534	15006474	99.973%	15006474	0	100.00%	0.00%	0
Public – Institutional holders	2718485	2519380	92.676%	2519380	0	100.00%	0.00%	0
Public-Others#	14194381	6753	0.048%	6703	0	99.26%	0.00%	50
Total	31923400	17532607	54.921%	17532557	0	**100.00%**	0.00%	50

Resolution 6	Waiver of recovery of excess remuneration paid to Mr. Pranay Kothari (DIN: 00004003) Whole-time Director of the Company for the Financial Year 2014-15. **(Special Resolution)**

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	Total Number of Invalid/ Abstain Votes
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)] *100	(8)
Promoter and Promoter Group	15010534	15006474	99.973%	15006474	0	100.00%	0.00%	0
Public – Institutional holders	2718485	2519380	92.676%	2426023	93357	96.29%	3.71%	0
Public-Others#	14194381	6753	0.048%	6703	0	99.26%	0.00%	50
Total	31923400	17532607	54.921%	17439200	93357	**99.47%**	0.53%	50

Resolution 7	Approval to payment of Remuneration to Mr. Pranay Kothari (DIN:00004003) Whole-time Director of the Company for the period April 1, 2015 to September 6, 2015. **(Special Resolution)**

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	Total Number of Invalid/ Abstain Votes
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)] *100	(8)
Promoter and Promoter Group	15010534	15006474	99.973%	15006474	0	100.00%	0.00%	0
Public – Institutional holders	2718485	2519380	92.676%	2519380	0	100.00%	0.00%	0
Public-Others#	14194381	6753	0.048%	6703	0	99.26%	0.00%	50
Total	31923400	17532607	54.921%	17532557	0	**100.00%**	0.00%	50

Resolution 8	Re-appointment and payment of remuneration to Mr. Pranay Kothari (DIN: 00004003) as Whole-time Director of the Company for the period from September 7, 2015 to September 6, 2018. **(Special Resolution)**

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	Total Number of Invalid/ Abstain Votes
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)] *100	(8)
Promoter and Promoter Group	15010534	15006474	99.973%	15006474	0	100.00%	0.00%	0
Public – Institutional holders	2718485	2519380	92.676%	2519380	0	100.00%	0.00%	0
Public-Others#	14194381	6753	0.048%	6703	0	99.26%	0.00%	50
Total	31923400	17532607	54.921%	17532557	0	**100.00%**	0.00%	50

Resolution 9	Approval to payment of remuneration/ holding of office of profit by Mr. Sanjiv Saraf in M/s. Polyplex (Asia) Pte. Limited during 2014-15. **(Special Resolution)**

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	Total Number of Invalid/ Abstain Votes
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)] *100	(8)
Promoter and Promoter Group	15010534	15006474	99.973%	14960336	0	99.69%	0.00%	46138
Public – Institutional holders	2718485	2519380	92.676%	2426023	93357	96.29%	3.71%	0
Public-Others#	14194381	6753	0.048%	6703	0	99.26%	0.00%	50
Total	31923400	17532607	54.921%	17393062	93357	**99.20%**	0.53%	46188

Resolution 10	Ratification of remuneration to M/s. Sanjay Gupta & Associates (Firm Registration No. 000212), Cost Accountants as Cost Auditor for the Financial Year 2015-16. **(Ordinary Resolution)**

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	Total Number of Invalid/ Abstain Votes
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)] *100	(8)
Promoter and Promoter Group	15010534	15006474	99.973%	15006474	0	100.00%	0.00%	0
Public – Institutional holders	2718485	2519380	92.676%	2519380	0	100.00%	0.00%	0
Public-Others#	14194381	6753	0.048%	6703	0	99.26%	0.00%	50
Total	31923400	17532607	54.921%	17532557	0	**100.00%**	0.00%	50

Resolution 11	Payment of commission upto 1% p.a. of the Net Profits of the Company to Mr. Sanjiv Saraf (DIN: 00003998) for each of five financial years commencing from April 1, 2015. **(Special Resolution)**

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	Total Number of Invalid/ Abstain Votes
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)] *100	(8)
Promoter and Promoter Group	15010534	15006474	99.973%	14960336	0	99.69%	0.00%	46138
Public – Institutional holders	2718485	2519380	92.676%	2519380	0	100.00%	0.00%	0
Public-Others#	14194381	6753	0.048%	6703	0	99.26%	0.00%	50
Total	31923400	17532607	54.921%	17486419	0	**99.74%**	0.00%	46188

Excludes 61,200 shares in the Unclaimed Shares Suspense Account on which voting rights are frozen pursuant to Clause 5A (II) (d) of the Equity Listing Agreement with Stock exchanges.

Reports of Scrutinizer Mr. Ravi Sharma, Partner, RSM & Co. Company Secretaries, on remote e-voting, Poll and Combined Report are also enclosed.

Thanking you,

Yours faithfully,
For Polyplex Corporation Limited

A.K. Gurnani
Company Secretary
Encl : as above.

R S M & CO.
COMPANY SECRETARIES

D-63, JFF COMPLEX,
JHANDEWALAN, NEW DELHI 110 055
PHONE 011 236 238 13, 9911919008
Email. Info@csrsm.com

SCRUTINIZER'S REPORT ON E-VOTING
FOR POLYPLEX CORPORATION LIMITED

The Chairman
Polyplex Corporation Limited
Lohia Head Road, Khatima
Distt. Udham Singh Nagar
Uttarakhand-262308

30th Annual General Meeting of the Members of Polyplex Corporation Limited held on Monday, the 28th September, 2015 at 11.00 A.M. at the Registered Office of the Company at Lohia Head Road Khatima, Distt. Udham Singh Nagar, Uttarakhand-262308 (AGM).

Subject: Passing of resolutions through electronic voting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015.

Dear Sir,

1. Pursuant to the resolution passed by the Board of Directors of **Polyplex Corporation Limited** (hereinafter referred to as the "Company") on 14th August, 2015, I have been appointed as a Scrutinizer for the e-voting process as mentioned under Rule 20(4)(ix) of the Companies (Management and Administration) Amendment Rules, 2015.

2. The Company engaged Karvy Computershare Private Limited ("KCPL") as the Service Provider for extending the facility of electronic voting to the shareholders of the Company. The Service Provider provided a system for recording the votes of the Shareholders electronically on all the items of business (both ordinary and special business) sought to be transacted in the 30th Annual General Meeting ("AGM") of the Company, which was held on Monday, the 28th September, 2015. Karvy Computershare Private Limited ("KCPL") had set up e-voting facility on their website, https://www.evoting.karvy.com. The Company had uploaded all the items of the business to be transacted on the website of the Company and also it's Service Provider to facilitate their shareholders to cast their vote through e-voting

RSM & CO. CS New Delhi COMPANY SECRETARIES

3. As on the cutoff date (i.e. August 21, 2015) for sending Notice of AGM and Annual Report of the Company, there were 14631 Shareholders of the Company. The Notice of AGM and Circular for e-voting was sent through email to 7706 Shareholders whose email id was made available by the two depositories and for those holding in physical form to the extent it was available with the RTA and in the physical form to 6925 shareholders (including 392 email bounce cases). There were 326 shareholders who became member after the dispatch of notice.

4. The Notice sent both through email and physical form contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes electronically as provided in the Rule 20(4)(iii)(A) to (C) of the Companies (Management and Administration) Amendment Rules, 2015.

5. The cutoff date (Record date) for the purposes of identifying the Shareholders who will be entitled to vote on the resolutions placed for the approval of the shareholders was 21.09.2015. The e-voting facility was kept open from 24th September, 2015 (09.00 A.M.) to 27th September, 2015 (05.00 P.M.)

6. Pursuant to Rule 20(4)(v) of Companies (Management and Administration) Amendment Rules, 2015, the Company also released an advertisement, which was published more than five days in advance from the date of beginning of voting period in Business Standard, English Newspaper (All editions) dated September 6, 2015 & September 7, 2015 and in Uttar Ujala, Hindi Newspaper (Nainital edition) dated September 7, 2015. The notice published in the newspapers carried the required information as specified in the Rule 20(4) (v) (a) to (h) of Companies (Management and Administration) Amendment Rules, 2015.

7. At the end of the voting period on September 27, 2015 at 5.00 P.M. the voting Portal of the service provider was blocked forthwith. On September 28, 2015 after the Annual General Meeting the votes cast through e-voting facility was duly unblocked by me as a Scrutinizer in the presence of Ms. Suman Pandey and Mr. Amit Sharma who acted as the witnesses, as prescribed in Rule (4)(xii) of said Rule 20 of Companies (Management and Administration) Amendment Rules, 2015.

8. Particulars of all Votes cast by electronic mode have been entered in the register separately maintained for the purpose in electronic mode.

As a Scrutinizer the report of the e-voting carried by the shareholders was duly complied, the detail of which are as follows.

RSM & CO. CS New Delhi COMPANY SECRETARIES

RESOLUTION NO. 1 – ORDINARY RESOLUTION FOR ADOPTION OF STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2015, AND THE REPORTS OF THE DIRECTORS' AND AUDITORS' THEREON.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company#
Total Votes received by electronic mode	22	1,75,29,626	100 %	54.91 %
Total Number of Invalid/Abstain Votes	0	0	0	0
Total Number of Votes against the resolution	0	0	0	0
Total Number of Votes in favour of Resolution	22	1,75,29,626	100 %	54.91 %

RESOLUTION NO. 2 – ORDINARY RESOLUTION FOR DECLARATION OF DIVIDEND FOR THE FINANCIAL YEAR 2014-15.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company#
Total Votes received by electronic mode	22	1,75,29,626	100 %	54.91 %
Total Number of Invalid/Abstain Votes	0	0	0	0
Total Number of Votes against the resolution	0	0	0	0
Total Number of Votes in favour of Resolution	22	1,75,29,626	100 %	54.91 %

RSM & CO. CS New Delhi COMPANY SECRETARY

RESOLUTION NO. 3 – ORDINARY RESOLUTION FOR RE-APPOINTMENT OF MR. SANJIV SARAF (DIN : 00003998) WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company#
Total Votes received by electronic mode	22	1,75,29,626	100 %	54.91 %
Total Number of Invalid/Abstain Votes	0	0	0	0
Total Number of Votes against the resolution	2	93357	0.53 %	0.29 %
Total Number of Votes in favour of Resolution	20	1,74,36,269	99.47 %	54.62 %

RESOLUTION NO. 4 – ORDINARY RESOLUTION TO RE-APPOINTMENT OF M/S. LODHA & CO., CHARTERED ACCOUNTANTS (FIRM REGISTRATION NUMBER: 301051E), AS AUDITORS.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company#
Total Votes received by electronic mode	22	1,75,29,626	100 %	54.91 %
Total Number of Invalid/Abstain Votes	0	0	0	0
Total Number of Votes against the resolution	0	0	0	0
Total Number of Votes in favour of Resolution	22	1,75,29,626	100 %	54.91 %

RSM & CO. CS New Delhi COMPANY SECRETARIES

RESOLUTION NO. 5 – ORDINARY RESOLUTION TO APPOINTMENT OF MS. POOJA HALDEA (DIN 07123158) AS AN INDEPENDENT DIRECTOR.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company#
Total Votes received by electronic mode	22	1,75,29,626	100 %	54.91 %
Total Number of Invalid/Abstain Votes	0	0	0	0
Total Number of Votes against the resolution	0	0	0	0
Total Number of Votes in favour of Resolution	22	1,75,29,626	100 %	54.91 %

RESOLUTION NO. 6 – SPECIAL RESOLUTION TO WAIVER OF RECOVERY OF EXCESS REMUNERATION PAID TO MR. PRANAY KOTHARI, WHOLE-TIME DIRECTOR OF THE COMPANY FOR THE FINANCIAL YEAR 2014-15.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company#
Total Votes received by electronic mode	22	1,75,29,626	100 %	54.91 %
Total Number of Invalid/Abstain Votes	0	0	0	0
Total Number of Votes against the resolution	2	93357	0.53 %	0.29 %
Total Number of Votes in favour of Resolution	20	1,74,36,269	99.47 %	54.62 %

RSM & CO. New Delhi COMPANY SECRETARIES

RESOLUTION NO. 7 – SPECIAL RESOLUTION APPROVAL TO PAYMENT OF REMUNERATION TO MR. PRANAY KOTHARI, WHOLE-TIME DIRECTOR OF THE COMPANY FOR THE PERIOD APRIL 1, 2015 TO SEPTEMBER 6, 2015.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company #
Total Votes received by electronic mode	22	1,75,29,626	100 %	54.91 %
Total Number of Invalid/Abstain Votes	0	0	0	0
Total Number of Votes against the resolution	0	0	0	0
Total Number of Votes in favour of Resolution	22	1,75,29,626	100 %	54.91 %

RESOLUTION NO. 8 – SPECIAL RESOLUTION RE-APPOINTMENT AND PAYMENT OF REMUNERATION TO MR. PRANAY KOTHARI AS WHOLE-TIME DIRECTOR OF THE COMPANY FOR THE PERIOD FROM SEPTEMBER 7, 2015 TO SEPTEMBER 6, 2018.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company#
Total Votes received by electronic mode	22	1,75,29,626	100 %	54.91 %
Total Number of Invalid/Abstain Votes	0	0	0	0
Total Number of Votes against the resolution	0	0	0	0
Total Number of Votes in favour of Resolution	22	1,75,29,626	100 %	54.91 %

RSM & CO. CS New Delhi COMPANY SECRETARIES

RESOLUTION NO. 9 – SPECIAL RESOLUTION APPROVAL TO PAYMENT OF REMUNERATION/ HOLDING OF OFFICE OF PROFIT BY MR. SANJIV SARAF IN M/S. POLYPLEX (ASIA) PTE. LIMITED DURING 2014-15.

Particulars	No. of Members who cast their votes electronic ally	No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company#
Total Votes received by electronic mode	22	1,75,29,626	100 %	54.91 %
Total Number of Invalid/Abstain Votes	1	46138	0.26 %	0.14 %
Total Number of Votes against the resolution	2	93357	0.53 %	0.29 %
Total Number of Votes in favour of Resolution	19	1,73,90,131	99.20 %	54.47 %

RESOLUTION NO. 10 – ORDINARY RESOLUTION RATIFICATION OF REMUNERATION TO M/S. SANJAY GUPTA & ASSOCIATIES (FIRM REGISTRATION NO.000212), COST ACCOUNTANTS AS COST AUDITOR FOR THE FINANCIAL YEAR 2015-16.

Particulars	No. of Members who cast their votes electronic ally	No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company#
Total Votes received by electronic mode	22	1,75,29,626	100 %	54.91 %
Total Number of Invalid/Abstain Votes	0	0	0	0
Total Number of Votes against the resolution	0	0	0	0
Total Number of Votes in favour of Resolution	22	1,75,29,626	100 %	54.91 %

RSM & CO. CS New Delhi COMPANY SECRETARIES

RESOLUTION NO. 11 – SPECIAL RESOLUTION PAYMENT OF COMMISSION UPTO 1% P.A. OF THE NET PROFIT OF THE COMPANY TO MR. SANJIV SARAF FOR EACH OF FIVE FINANCIAL YEARS COMMENCING FROM APRIL 1, 2015.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company#
Total Votes received by electronic mode	22	1,75,29,626	100%	54.91 %
Total Number of Invalid/Abstain Votes	1	46138	0.26%	0.14 %
Total Number of Votes against the resolution	0	0	0	0
Total Number of Votes in favour of Resolution	21	1,74,83,488	99.74%	54.77 %

 # % age of paid - up share capital of the Company excludes 61200 Shares in the Unclaimed Shares Suspense Account on which voting rights are frozen pursuant to Clause 5A (II) (d) of the Equity Listing Agreement with Stock Exchanges.

All the resolutions contained in the Notice dated 14th August, 2015 convening 30TH Annual General Meeting of the Company stand passed under e-voting process with requisite majority.

I hereby confirm that I am maintaining the registers received from the service provider both electronically and manually in respect of the votes cast through e-voting by the shareholders of the Company. I shall be arranging to hand over these records to the Chairman of the Company or such other person to be authorised by him in due course as prescribed in the said rules.

Thanking you,
Yours Sincerely

RSM & CO. CS New Delhi COMPANY SECRETARIES

RAVI SHARMA
SCRUTINIZER
C. P. NO. 3666
PARTNER
RSM & Co.,
COMPANY SECRETARIES
NEW DELHI
Place : New Delhi
Dated: September 29, 2015

Witness: 1. Suman Pandey
D/o Shri V.C Pandey
D-63, JFF Complex,
Jhandewalan (New Delhi) 110055

2. Amit Sharma
S/o Shri Vinod Sharma
D-63, JFF Complex,
Jhandewalan (New Delhi) 110055

R S M & CO.
COMPANY SECRETARIES

D-63, JFF COMPLEX,
JHANDEWALAN, NEW DELHI 110 055
PHONE 011 236 238 13, 9911919008
Email. Info@csrsm.com

FORM No. MGT-13
Report of Scrutinizer(s)

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of The Companies (Management and Administration) Rules, 2014]

To,

The Chairman,
30TH Annual General Meeting of Polyplex Corporation Limited
Lohia Head Road, Khatima,
Distt. Udham Singh Nagar,
Uttarakhand- 262308

Dear Sir,

I, Ravi Sharma, Practising Company Secretary, holding Membership Number FCS-4468 and Certificate of Practice Number 3666, Partner of RSM & Co. Company Secretaries was appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 30th Annual General Meeting of the Equity Shareholders of **Polyplex Corporation Limited** held on Monday , 28th September, 2015 at 11.00 A.M., at Lohia Head Road, Khatima -262308, Distt. Udham Singh Nagar, Uttarakhand.

The submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, One ballot box kept for polling was locked in our presence with due identification marks placed by us.

2. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.

3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

4. The result of the Poll is as under:

RSM & CO. CS New Delhi COMPANY SECRETARIES

AGENDA ITEM NO.	1
SUBJECT	FOR ADOPTION OF STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2015, AND THE REPORTS OF THE DIRECTORS' AND AUDITORS' THEREON.
TYPE OF RESOLUTION	ORDINARY RESOLUTION

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
29	2,931	100 %

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL

(III) INVALID/ABSTAIN VOTES:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them
02	50

AGENDA ITEM NO.	2
SUBJECT	FOR DECLARATION OF DIVIDEND FOR THE FINANCIAL YEAR 2014-15.
TYPE OF RESOLUTION	ORDINARY RESOLUTION

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
29	2,931	100 %

RSM & Co. CS New Delhi COMPANY SECRETARY

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL

(III) INVALID/ABSTAIN VOTES:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them
02	50

AGENDA ITEM NO.	**3**
SUBJECT	**FOR RE-APPOINTMENT OF MR. SANJIV SARAF (DIN : 00003998) WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.**
TYPE OF RESOLUTION	**ORDINARY RESOLUTION**

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
29	2,931	100 %

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL

(III) INVALID/ABSTAIN VOTES:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them
02	50

RSM & Co. CS New Delhi COMPANY SECRETARIES

AGENDA ITEM NO.	4
SUBJECT	TO RE-APPOINTMENT OF M/S. LODHA & CO., CHARTERED ACCOUNTANTS (FIRM REGISTRATION NUMBER: 301051E), AS AUDITORS.
TYPE OF RESOLUTION	ORDINARY RESOLUTION

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
29	2,931	100 %

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL

(III) INVALID/ABSTAIN VOTES:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them
02	50

AGENDA ITEM NO.	5
SUBJECT	TO APPOINTMENT OF MS. POOJA HALDEA (DIN 07123158) AS AN INDEPENDENT DIRECTOR.
TYPE OF RESOLUTION	ORDINARY RESOLUTION

(I) VOTED IN FAVOUR OF THE RESOLUTION::

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
29	2,931	100 %

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL

RSM & CO. COMPANY SECRETARIES New Delhi

(III) INVALID/ABSTAIN VOTES:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them
02	50

AGENDA ITEM NO.	**6**
SUBJECT	**TO WAIVER OF RECOVERY OF EXCESS REMUNERATION PAID TO MR. PRANAY KOTHARI, WHOLE-TIME DIRECTOR OF THE COMPANY FOR THE FINANCIAL YEAR 2014-15.**
TYPE OF RESOLUTION	**SPECIAL RESOLUTION**

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
29	2,931	100 %

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL

(III) INVALID/ABSTAIN VOTES:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them
02	50

RSM & CO. CS New Delhi COMPANY SECRETARIES

AGENDA ITEM NO.	7
SUBJECT	TO PAYMENT OF REMUNERATION TO MR. PRANAY KOTHARI, WHOLE-TIME DIRECTOR OF THE COMPANY FOR THE PERIOD APRIL 1, 2015 TO SEPTEMBER 6, 2015.
TYPE OF RESOLUTION	SPECIAL RESOLUTION

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
29	2,931	100 %

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL

(III) INVALID/ABSTAIN VOTES:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them
02	50

AGENDA ITEM NO.	8
SUBJECT	RE-APPOINTMENT AND PAYMENT OF REMUNERATION TO MR. PRANAY KOTHARI AS WHOLE-TIME DIRECTOR OF THE COMPANY FOR THE PERIOD FROM SEPTEMBER 7, 2015 TO SEPTEMBER 6, 2018.
TYPE OF RESOLUTION	SPECIAL RESOLUTION

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
29	2,931	100 %

RSM & CO. COMPANY SECRETARIES New Delhi

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL

(III) INVALID/ABSTAIN VOTES:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them
02	50

AGENDA ITEM NO.	9
SUBJECT	**TO PAYMENT OF REMUNERATION/ HOLDING OF OFFICE OF PROFIT BY MR. SANJIV SARAF IN M/S. POLYPLEX (ASIA) PTE. LIMITED DURING 2014-15.**
TYPE OF RESOLUTION	**SPECIAL RESOLUTION**

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
9	2,931	100 %

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL

(III) INVALID/ABSTAIN VOTES:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them
02	50

RSM & CO. CS New Delhi COMPANY SECRETARIES

AGENDA ITEM NO.	10
SUBJECT	**RATIFICATION OF REMUNERATION TO M/S. SANJAY GUPTA & ASSOCIATIES (FIRM REGISTRATION NO.000212), COST ACCOUNTANTS AS COST AUDITOR FOR THE FINANCIAL YEAR 2015-16.**
TYPE OF RESOLUTION	**ORDINARY RESOLUTION**

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
	2,931	100 %

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL

(III) INVALID/ABSTAIN VOTES:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them
02	50

AGENDA ITEM NO.	11
SUBJECT	**PAYMENT OF COMMISSION UPTO 1% P.A. OF THE NET PROFIT OF THE COMPANY TO MR. SANJIV SARAF FOR EACH OF FIVE FINANCIAL YEARS COMMENCING FROM APRIL 1, 2015**
TYPE OF RESOLUTION	**SPECIAL RESOLUTION**

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
9	2,931	100 %

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or	Number of votes Cast by them	% of total number of Valid Votes Cast

RSM & CO. COMPANY SECRETARIES New Delhi

by p oxy)		
l L	NIL	NIL

(III) INVALI /ABSTAIN VOTES:

Total No. Members present and voti (in person or by proxy) nose votes were de ared invalid	Total Number of votes Cast by them
02	50

5. The poll pers and all other relevant records were sealed and handed over to the Compan Secretary / Director of the Company, authorised by the Board for safe keeping

Thanking y ,
Yours Since ly

RSM & CO. COMPANY SECRETARIES New Delhi

(CS Ravi S arma)
C P No. 3 6
PARTNER
RSM & CC
COMPANY SECRETARIES

Place : Ne Delhi
Dated : 29 September, 2015

Witness-1
Suman Pa ley
D/o Shri V . Pandey
D-63, JFF omplex,
Jhandewal n (New Delhi) 110055 : _____

Witness-2
Amit Shar a
D/o Shri V od Sharma
D-63, JFF omplex,
Jhandewal n (New Delhi) 110055 : _____

Countersigned by:
For Polyplex Corporation Limited

Mr. Ashok Kumar Gurnani
Company Secretary

R S M & CO.
COMPANY SECRETARIES

D-63, JFF COMPLEX,
JHANDEWALAN, NEW DELHI 110 055
PHONE 011 236 238 13, 9911919008
Email. Info@csrsm.com

COMBINED SCRUTINIZER REPORT FOR E-VOTING & POLL FOR POLYPLEX CORPORATION LIMITED

To,

The Chairperson,
30TH Annual General Meeting of Polyplex Corporation Limited
Lohia Head Road, Khatima,
Distt. Udham Singh Nagar,
Uttarakhand- 262308

Subject : Passing of Resolution(s) through electronic voting AND poll conducted at the 30th Annual General Meeting of POLYPLEX CORPORATION LIMITED ("The Company") held on September 28, 2015 at 11.00 A. M. at Uttarakhand.

The Board of the Company at its meeting held on August 14, 2015 had appointed me as Scrutinizer for the e-voting held between September 24, 2015 (09:00 A. M.) to September 27, 2015 (5:00 P. M.) and the Chairman of the 30th Annual General Meeting ("AGM") has also appointed me as the scrutinizer for the poll held at the 30th Annual General Meeting of the Company on September 28, 2015.

The Company had appointed Karvy Computershare Private Limited ("KCPL") as the service provider, for extending the facility of electronic voting to the shareholders of the Company from Thursday, September 24, 2015 (9:00 A.M.) to Sunday, September 27, 2015 (5:00 P.M.) The e-voting results were unblocked by me on September 28, 2015 after the annual general meeting of the company in the presence of two witnesses. For further details kindly refer my Scrutinizer's report dated September 29, 2015 attached herewith.

At the 30th Annual General Meeting of the Company held on September 28, 2015, the Chairman of the Company had suo motto called for a poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process. The Chairman of the Annual General Meeting had appointed me as the Scrutinizer for the same. For further details kindly refer to my Scrutinizer's report in form MGT 13 dated September 29, 2015.

The result of the E- voting together with that of the poll is as under:

RSM & CO. CS New Delhi COMPANY SECRETARIES

AGENDA ITEM NO. – 1

ORDINARY RESOLUTION FOR ADOPTION OF STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2015, AND THE REPORTS OF THE DIRECTORS' AND AUDITORS' THEREON.

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.10/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	22	1,75,29,626	100 %
Total Votes received through physical ballot mode	31	2,981	100 %
Total Number of Invalid/Abstain Votes	02	50	0
Total Number of Valid Votes	51	1,75,32,557	100 %
Total Number of Votes against the resolution	0	0	0
Total Number of Votes in favour of Resolution	51	1,75,32,557	100 %

AGENDA ITEM NO: 2

ORDINARY RESOLUTION FOR DECLARATION OF DIVIDEND FOR THE FINANCIAL YEAR 2014-15.

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.10/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	22	1,75,29,626	100 %
Total Votes received through physical ballot mode	31	2981	100 %
Total Number of Invalid/Abstain Votes	02	50	0
Total Number of Valid Votes	51	1,75,32,557	100 %
Total Number of Votes against the resolution	0	0	0
Total Number of Votes in favour of Resolution	51	1,75,32,557	100 %

RSM & CO. CS New Delhi COMPANY SECRETARIES

AGENDA ITEM NO: 3

ORDINARY RESOLUTION FOR RE-APPOINTMENT OF MR. SANJIV SARAF (DIN : 00003998) WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.10/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	22	1,75,29,626	100 %
Total Votes received through physical ballot mode	31	2981	100 %
Total Number of Invalid/Abstain Votes	02	50	0
Total Number of Valid Votes	51	1,75,32,557	100 %
Total Number of Votes against the resolution	02	93,357	0.53 %
Total Number of Votes in favour of Resolution	49	1,74,39,200	99.47 %

AGENDA ITEM NO: 4

ORDINARY RESOLUTION TO RE-APPOINTMENT OF M/S. LODHA & CO., CHARTERED ACCOUNTANTS (FIRM REGISTRATION NUMBER: 301051E), AS AUDITORS.

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.10/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	22	1,75,29,626	100 %
Total Votes received through physical ballot mode	31	2,981	100 %
Total Number of Invalid/Abstain Votes	02	50	0
Total Number of Valid Votes	51	1,75,32,557	100 %
Total Number of Votes against the resolution	0	0	0
Total Number of Votes in favour of Resolution	51	1,75,32,557	100 %

RSM & CO. CS New Delhi COMPANY SECRETARIES

AGENDA ITEM NO: 5

ORDINARY RESOLUTION TO APPOINTMENT OF MS. POOJA HALDEA (DIN 07123158) AS AN INDEPENDENT DIRECTOR.

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.10/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	22	1,75,29,626	100 %
Total Votes received through physical ballot mode	31	2,981	100 %
Total Number of Invalid/Abstain Votes	02	50	0
Total Number of Valid Votes	51	1,75,32,557	100 %
Total Number of Votes against the resolution	0	0	0
Total Number of Votes in favour of Resolution	51	1,75,32,557	100 %

AGENDA ITEM NO: 6

SPECIAL RESOLUTION TO WAIVER OF RECOVERY OF EXCESS REMUNERATION PAID TO MR. PRANAY KOTHARI, WHOLE-TIME DIRECTOR OF THE COMPANY FOR THE FINANCIAL YEAR 2014-15.

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.10/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	22	1,75,29,626	100 %
Total Votes received through physical ballot mode	31	2,981	100 %
Total Number of Invalid/Abstain Votes	02	50	0
Total Number of Valid Votes	51	1,75,32,557	100 %
Total Number of Votes against the resolution	02	93,357	0.53 %
Total Number of Votes in favour of Resolution	49	1,74,39,200	99.47 %

RSM & CO. CS New Delhi COMPANY SECRETARIES

AGENDA ITEM NO: 7

SPECIAL RESOLUTION APPROVAL TO PAYMENT OF REMUNERATION TO MR. PRANAY KOTHARI, WHOLE-TIME DIRECTOR OF THE COMPANY FOR THE PERIOD APRIL 1, 2015 TO SEPTEMBER 6, 2015.

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.10/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	22	1,75,29,626	100 %
Total Votes received through physical ballot mode	31	2,981	100 %
Total Number of Invalid/Abstain Votes	02	50	0
Total Number of Valid Votes	51	1,75,32,557	100 %
Total Number of Votes against the resolution	0	0	0
Total Number of Votes in favour of Resolution	51	1,75,32,557	100 %

AGENDA ITEM NO: 8

SPECIAL RESOLUTION RE-APPOINTMENT AND PAYMENT OF REMUNERATION TO MR. PRANAY KOTHARI AS WHOLE-TIME DIRECTOR OF THE COMPANY FOR THE PERIOD FROM SEPTEMBER 7, 2015 TO SEPTEMBER 6, 2018.

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.10/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	22	1,75,29,626	100 %
Total Votes received through physical ballot mode	31	2,981	100 %
Total Number of Invalid/Abstain Votes	02	50	0
Total Number of Valid Votes	51	1,75,32,557	100 %
Total Number of Votes against the resolution	0	0	0
Total Number of Votes in favour of Resolution	51	1,75,32,557	100 %

RSM & Co. CS New Delhi COMPANY SECRETARIES

AGENDA ITEM NO: 9

SPECIAL RESOLUTION APPROVAL TO PAYMENT OF REMUNERATION/ HOLDING OF OFFICE OF PROFIT BY MR. SANJIV SARAF IN M/S. POLYPLEX (ASIA) PTE. LIMITED DURING 2014-15.

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.10/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	22	1,75,29,626	100 %
Total Votes received through physical ballot mode	31	2,981	100 %
Total Number of Invalid/Abstain Votes	03	46,188	0.26%
Total Number of Valid Votes	51	1,75,32,557	100 %
Total Number of Votes against the resolution	02	93,357	0.53 %
Total Number of Votes in favour of Resolution	48	1,73,93,062	99.20 %

AGENDA ITEM NO: 10

ORDINARY RESOLUTION RATIFICATION OF REMUNERATION TO M/S. SANJAY GUPTA & ASSOCIATIES (FIRM REGISTRATION NO.000212), COST ACCOUNTANTS AS COST AUDITOR FOR THE FINANCIAL YEAR 2015-16.

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.10/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	22	1,75,29,626	100 %
Total Votes received through physical ballot mode	31	2,981	100 %
Total Number of Invalid/Abstain Votes	02	50	0
Total Number of Valid Votes	51	1,75,32,557	100 %
Total Number of Votes against the resolution	0	0	0
Total Number of Votes in favour of Resolution	51	1,75,32,557	100 %

RSM & CO. CS New Delhi COMPANY SECRETARIES

AGENDA ITEM NO: 11

SPECIAL RESOLUTION PAYMENT OF COMMISSION UPTO 1% P.A. OF THE NET PROFIT OF THE COMPANY TO MR. SANJIV SARAF FOR EACH OF FIVE FINANCIAL YEARS COMMENCING FROM APRIL 1, 2015.

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.10/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	22	1,75,29,626	100 %
Total Votes received through physical ballot mode	31	2,981	100 %
Total Number of Invalid/Abstain Votes	03	46,188	0.26%
Total Number of Valid Votes	51	1,75,32,557	100 %
Total Number of Votes against the resolution	0	0	0
Total Number of Votes in favour of Resolution	50	1,74,86,419	99.74%

All the Resolutions stand passed under e-voting and poll with the requisite majority.

I hereby confirm that I am maintaining the registers received from the Service Provider both electronically and manually, in respect of the votes cast through e- voting and poll by the shareholders of the Company. I shall be arranging to hand over these records to you or such other person as authorised by you.

Thanking you

Yours Sincerely

RSM & CO. CS New Delhi COMPANY SECRETARIES

RAVI SHARMA
SCRUTINIZER
C. P. NO. 3666
PARTNER
RSM & CO.,
COMPANY SECRETARIES,
NEW DELHI

Date : 29.09.2015
Place : New Delhi

Countersigned by:
For Polyplex Corporation Limited

Mr. Ashok Kumar Gurnani
Company Secretary