

## **NOTICE**

NOTICE is hereby given that an Extraordinary General Meeting of the Members of Polyplex Corporation Limited will be held at the Registered Office of the Company at Lohia Head Road, Khatima 262308, District Udham Singh Nagar, Uttarakhand, on **Saturday, March 30, 2019 at 11.00 a.m.** to transact the following business:

## **SPECIAL BUSINESS**

1. 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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (the Act), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Brij Kishore Soni (DIN : 00183432), Independent Non-Executive Director of the Company, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for the second term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024.

RESOLVED FURTHER THAT Mr. Pranay Kothari, Executive Director or Mr. Ashok Kumar Gurnani, Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be consider necessary, expedient or desirable to give effect to this resolution.”

2. 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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (the Act), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Jitender Balakrishnan (DIN : 00028320), Independent Non-Executive Director of the Company, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for the second term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024.

RESOLVED FURTHER THAT Mr. Pranay Kothari, Executive Director or Mr. Ashok Kumar Gurnani, Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be consider necessary, expedient or desirable to give effect to this resolution.”

By Order of the Board  
For Polyplex Corporation Limited

Sd/-

Date : March 01, 2019  
Place : NOIDA

Ashok Kumar Gurnani  
Company Secretary  
FCS: 2210

Regd. Office : Lohia Head Road,  
Khatima 262308,  
Distt. Udham Singh Nagar,  
Uttarakhand

## **NOTES :**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY SO APPOINTED SHALL NOT HAVE ANY RIGHT TO SPEAK AT THE MEETING. A PERSON CAN ACT AS A PROXY ON BEHALF OF NOT MORE THAN FIFTY MEMBERS AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. A PROXY FORM IS ATTACHED HERewith.
2. Only Registered Members of the Company or proxy(ies) appointed by such Registered Member may attend and vote at the Extraordinary General Meeting (EGM) as provided under the provisions of the Act.
3. All documents referred to in the accompanying Notice are available for inspection at the Registered Office of the Company during office hours on all days except Sundays and public holidays, between 11.00 a.m. and 1.00 p.m. up to the date of this EGM.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a Member would be

## **Polyplex Corporation Limited**

(Corporate Identity Number: L25209UR1984PLC011596)

**Corporate Office:** B-37, Sector-1, NOIDA, Gautam Budh Nagar, Uttar Pradesh-201 301, India  
Email: investorrelations@polyplex.com website : www.polyplex.com  
Phone: +91.120.2443716-19, Fax : +91.120.2443723 & 24

**Registered Office:** Lohia Head Road, Khatima - 262308, Distt. Udham Singh Nagar, Uttarakhand, India  
Phone: 05943-250136 Fax : 05943-250281

entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.

5. Corporate Members intending to send their authorised representatives to attend the EGM and/or vote thereat are requested to send at the Registered Office of the Company, a duly certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the EGM.
6. Members desirous of seeking any clarifications pertaining to agenda items at the EGM are requested to send in their questions so as to reach the Company's Registered Office at least 7 days before the date of the EGM, so that the same can be suitably replied to.
7. Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 (the Act) , relating to the Special Business to be transacted at this EGM, is annexed.
8. In case of joint holders attending the meeting only such joint holder who is higher in the order of names shall be entitled to vote.
9. 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 EGM.
10. The Register of Contracts or Arrangements in which directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Registered Office of the Company and at the EGM.
11. Members are requested to register their e-mail addresses with the Company and Beneficial Owners of shares are requested to update their email addresses with their respective Depository Participants for receiving the Annual Report, 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:
  - a) Members holding shares in physical form are requested to notify to the Company or its Registrar and Share Transfer Agent viz. M/s Karvy Fintech Private Limited, Hyderabad (Karvy) for change/correction in their address, updation of their Income Tax PAN Number, Bank Account details and email id etc. 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.

Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request to the Company.

12. 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's website [www.polyplex.com](http://www.polyplex.com)) which may be downloaded from the website of the Company. However, in case of shareholding in demat account the shareholders should approach their respective Depository Participants for making nominations.
13. Details in respect of Directors seeking reappointments at the EGM required by Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2, are separately annexed hereto.
14. Members/Proxies should bring the Attendance Slip duly filled in, for attending the EGM. Members who have received the Notice of EGM and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit the duly filled in Attendance Slip at the registration counter to attend the EGM.
15. Remote e-Voting : Pursuant to Section 108 of the Act read with Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 March 22, 2019 as "cut-off date" to record the entitlement of shareholders to cast their vote on the agenda items of the EGM. E-voting on the agenda items of the EGM will take place from **March 27, 2019 to March 29, 2019**. 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 EGM. A separate enclosure, which forms an integral part of this Notice, giving detailed procedure and instructions for remote e-voting is enclosed.
16. A route map and prominent land mark for easy location to the venue of EGM is given at the end of this Notice.

**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. 1**

Mr. Brij Kishore Soni is an Independent Non-Executive Director of the Company. He holds the office of Independent Director for a period of 5 (five) consecutive years for a term upto 31st March, 2019 ("first term"), as approved by the Members of the

Company in their 29th Annual General Meeting held on 29th September, 2014.

He is Chairman of the Audit Committee and Stakeholders Relationship Committee. He is also the Member of Nomination and Remuneration Committee, Finance Committee and Corporate Social Responsibility Committee. He is associated with the Company as Director since August 8, 1985.

The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying intention to propose Mr. Brij Kishore Soni as a candidate for the office of director. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received declaration from him that he meets the criteria of independence as prescribed under Section 149(6) of the Act and under Regulation 16 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation, has recommended the re-appointment of Mr. Brij Kishore Soni as an Independent Director for the second term of 5 (five) consecutive years i.e. from 1st April, 2019 to 31st March, 2024 on the Board of the Company.

In the opinion of the Board of Directors of the Company, Mr. Brij Kishore Soni fulfills the conditions specified in the Act and the Rules made thereunder and he is independent of the Management. Mr. Soni would be attaining the age of Seventy Five years on March 11, 2022. The Board considers that it would be beneficial and desirable in the interest of the Company, to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Mr. Brij Kishore Soni as an Independent Director on the Board of the Company for a second term of 5 (five) consecutive years i.e. from 1st April, 2019 to 31st March, 2024. He would not be liable to retire by rotation.

Additional details required under Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard – 2 on General Meeting issued by Institute of Company Secretaries of India are given in the Annexure.

Copy of the draft letter of appointment proposed to be issued to Mr. Brij Kishore Soni setting out the terms and conditions of his appointment is available for inspection by the Members at the registered office of the Company during the office hours on all the working days except Sundays and public holidays.

Pursuant to Secretarial Standards on General Meetings, the summary of performance evaluation of Mr. Brij Kishore Soni is as follows:

He helps in bringing judgment on the Board of Directors' deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct. He participates constructively and actively in the meetings of the Board / Committees of the Board in which he is a member.

Mr. Brij Kishore Soni is interested in this resolution. Relatives of

Mr. Brij Kishore Soni may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company. Save and except above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations. The Board of Directors recommends the Special Resolution as set out at Item No. 1 of the accompanying Notice for approval of the Members.

## **Item No. 2**

Mr. Jitender Balakrishnan is an Independent Non-Executive Director of the Company. He holds the office of Independent Director for a period of 5 (five) consecutive years for a term upto 31st March, 2019 ("first term"), as approved by the Members of the Company in their 29th Annual General Meeting held on 29th September, 2014.

He is Chairman of the Nomination and Remuneration Committee and Member of the Audit Committee.

The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying intention to propose Mr. Jitender Balakrishnan as a candidate for the office of director. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received declaration from him that he meets the criteria of independence as prescribed under Section 149(6) of the Act and under Regulation 16 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation, has recommended the re-appointment of Mr. Jitender Balakrishnan as an Independent Director for the second term of 5 (five) consecutive years i.e. from 1st April, 2019 to 31st March, 2024 on the Board of the Company.

In the opinion of the Board of Directors of the Company, Mr. Jitender Balakrishnan fulfills the conditions specified in the Act and the Rules made thereunder and he is independent of the Management. The Board considers that it would be beneficial and desirable in the interest of the Company, to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Mr. Jitender Balakrishnan as an Independent Director on the Board of the Company for a second term of 5 (five) consecutive years i.e. from 1st April, 2019 to 31st March, 2024. He would not be liable to retire by rotation.

Additional details required under Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard – 2 on General Meeting issued by Institute of Company Secretaries of India are given in the Annexure.

Copy of the draft letter of appointment proposed to be issued to Mr. Jitender Balakrishnan setting out the terms and conditions

of his appointment is available for inspection by the Members at the registered office of the Company during the office hours on all the working days except Sundays and public holidays.

Pursuant to Secretarial Standards on General Meetings, the summary of performance evaluation of Mr. Jitender Balakrishnan is as follows:

He helps in bringing judgment on the Board of Directors' deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct. He participates constructively and actively in the meetings of the Board /Committees of the Board in which he is a member.

Mr. Jitender Balakrishnan is interested in this resolution. Relatives of Mr. Jitender Balakrishnan may be deemed to be interested in the resolution to the extent of their shareholding

interest, if any, in the Company. Save and except above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations. The Board of Directors recommends the Special Resolution as set out at Item No. 2 of the accompanying Notice for approval of the Members.

By Order of the Board  
For Polyplex Corporation Limited

Sd/-

Date: March 01, 2019  
Place: NOIDA

Ashok Kumar Gurnani  
Company Secretary  
FCS: 2210

#### Annexure to Notice

#### Details of Director(s), seeking appointment/re-appointment, as required under Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard – 2 on General Meeting issued by Institute of Company Secretaries of India:

<b>Name of the Director</b>	Mr. Brij Kishore Soni	Mr. Jitender Balakrishnan
<b>Date of Birth &amp; Age</b>	11-March-1947, 71 years	08-May -1949, 69 years
<b>Nationality</b>	Indian	Indian
<b>Date of Joining the Board as Independent Director</b>	01.04.2014	01.04.2014
<b>Profile of the Director viz, Qualification</b>	Graduate from University of Delhi	BE (Mech) from National Institute of Technology (NIT), Madras University and has PG diploma in Industrial Management from Bombay University
<b>Terms and Conditions of Re-appointment</b>	As per the resolution at item no. 1 of the Notice convening this Meeting read with Explanatory Statement.	As per the resolution at item no. 2 of the Notice convening this Meeting read with Explanatory Statement.
<b>Expertise in specific functional areas</b>	Mr. Brij Kishore Soni is having expertise in Project Planning, Execution and General Management.	Mr. Jitender Balakrishnan has experience in the financial sector with IDBI Bank Ltd, where he was the Deputy Managing Director and Group Head, Corporate Banking and thereafter, as an Advisor to the said Bank. He has served as an Advisor to IDFC Bank Ltd and various Corporates, besides serving as an Independent Director on the Boards of Public including Listed Companies and Chairman/ Member of various Committees of these Boards.
<b>Relationship with other Directors / Key Managerial Personnel</b>	Not related to any other Director / Key Managerial Personnel.	Not related to any other Director/ Key Managerial Personnel.
<b>Number of meetings of the Board attended during the financial year (2018-19)(upto 1<sup>st</sup> March, 2019)</b>	6 out of 6	6 out of 6
<b>No. of shares held in the Company</b>	NIL	NIL

<b>Directorship(s) held in other public companies</b>	NIL	<ol style="list-style-type: none"> <li>1. India Glycols Limited</li> <li>2. Sarda Energy &amp; Minerals Limited</li> <li>3. Usha Martin Limited</li> <li>4. Bharti Infratel Limited</li> <li>5. CG Power And Industrial Solutions Limited</li> <li>6. Boruka Power Corporation Limited</li> <li>7. Aditya Birla Finance Limited</li> <li>8. Bharti Axa Life Insurance Company Limited</li> <li>9. Bharti Axa General Insurance Company Limited</li> </ol>
<b>Chairmanships/Memberships of Committees of other public companies.</b>	NIL	<ol style="list-style-type: none"> <li><b>1. India Glycols Limited</b> Stakeholders Relationship Committee – Member Ethics Committee – Member Corporate Social responsibility Committee – Member Risk Management Committee – Member</li> <li><b>2. Sarda Energy &amp; Minerals Limited</b> Nomination and Remuneration Committee – Member Stakeholders Relationship Committee – Chairman</li> <li><b>3. Usha Martin Limited</b> Audit Committee – Chairman Nomination and Remuneration Committee – Chairman Finance Committee – Member Investment &amp; Strategy Committee – Member Committee of Independent Directors – Chairman</li> <li><b>4. Bharti Infratel Limited</b> Audit Committee – Member Risk Management Committee – Member</li> <li><b>5. CG Power And Industrial Solutions Limited</b> Risk Management Committee – Chairman Audit Committee – Chairman Nomination and Remuneration Committee – Member</li> </ol>
<b>Terms and conditions of Re-appointment</b>	Appointment for second term of 5 (five) consecutive years (i.e. from 1 <sup>st</sup> April, 2019 to 31 <sup>st</sup> March, 2024).	Appointment for second term of 5 (five) consecutive years (i.e. from 1 <sup>st</sup> April, 2019 to 31 <sup>st</sup> March, 2024).
<b>Remuneration last drawn by such person, if applicable and Remuneration sought to be paid</b>	No remuneration is paid except sitting fees for attending Meetings of the Board and Committee thereof, of which he is a member. Sitting Fees is paid @ Rs. 50,000/- per meeting.	

## 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 DPID 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 Fintech 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/FIs/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. 4484"**.
- xii) Members can cast their vote online from **March 27, 2019 (from 9.00 a.m. IST) to March 29, 2019 (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 Ms. Varalakshmi of Karvy Fintech Private Limited, at 040-67161616 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 March 22, 2019.
- c) Any person who acquires shares of the Company and becomes a shareholder of the Company after dispatch of the Notice of Extraordinary General Meeting and holds shares as of the cut-off date i.e. March 22, 2019 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

E x a m p l e f o r N S D L :  
MYEPWD<SPACE>IN12345612345678

E x a m p l e f o r C D S L :  
MYEPWD<SPACE>1402345612345678

E x a m p l e f o r P h y s i c a l :  
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, failing him Mr. Mahesh Rustagi, failing him Ms. Suman

Pandey, 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(s) shall immediately after the conclusion of voting at the Extraordinary 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(s) 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 EGM of the Company and the resolutions will be deemed to be passed on the EGM 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** 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.

# Polyplex Corporation Limited

CIN: L25209UR1984PLC011596

Registered Office: Lohia Head Road, Khatima-262308, Distt. Udham Singh Nagar, Uttarakhand

Corporate Office: B-37, Sector-1, NOIDA, Gautam Budh Nagar, Uttar Pradesh-201 301

Email: investorrelations@polyplex.com Website : www.polyplex.com

Phone: +91.120.2443716-19, Fax : +91.120.2443723 & 24

## EXTRAORDINARY GENERAL MEETING

**Saturday, March 30, 2019, at 11.00 a.m.**

**Form No. MGT-11**

## Proxy Form

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

1. Name(s) of Member(s) including joint holders, if any :	:
2. Registered address of the sole/first named Member :	:
3. E-mail ID :	:
4. DP ID No. & Client ID No./ Registered Folio No. :	:

I/We, being the Member(s), holding..... Shares of Polyplex Corporation Limited, hereby appoint

(1) Name.....Address:.....

.....

E-mail ID:..... Signature:.....or failing him/he

(2) Name.....Address:.....

.....

E-mail ID:..... Signature:.....or failing him/her

(3) Name.....Address:.....

.....

E-mail ID:.....Signature:.....

as my / our proxy to attend and vote (on a poll) for me/us and on my / our behalf at the Extraordinary General Meeting of the Company to be held on **Saturday, March 30, 2019 at 11.00 a.m.** at the Registered Office of the Company at Lohia Head Road, Khatima-262 308, Distt. Udham Singh Nagar, Uttarakhand and at any adjournment thereof in respect of resolutions indicated below:

S.No	Resolutions Description
	<b>Special Business</b>
1	Reappointment of Mr. Brij Kishore Soni (DIN : 00183432), Independent Non-Executive Director of the Company for second term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024
2	Reappointment of Mr. Jitender Balakrishnan (DIN : 00028320), Independent Non-Executive Director of the Company for second term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024

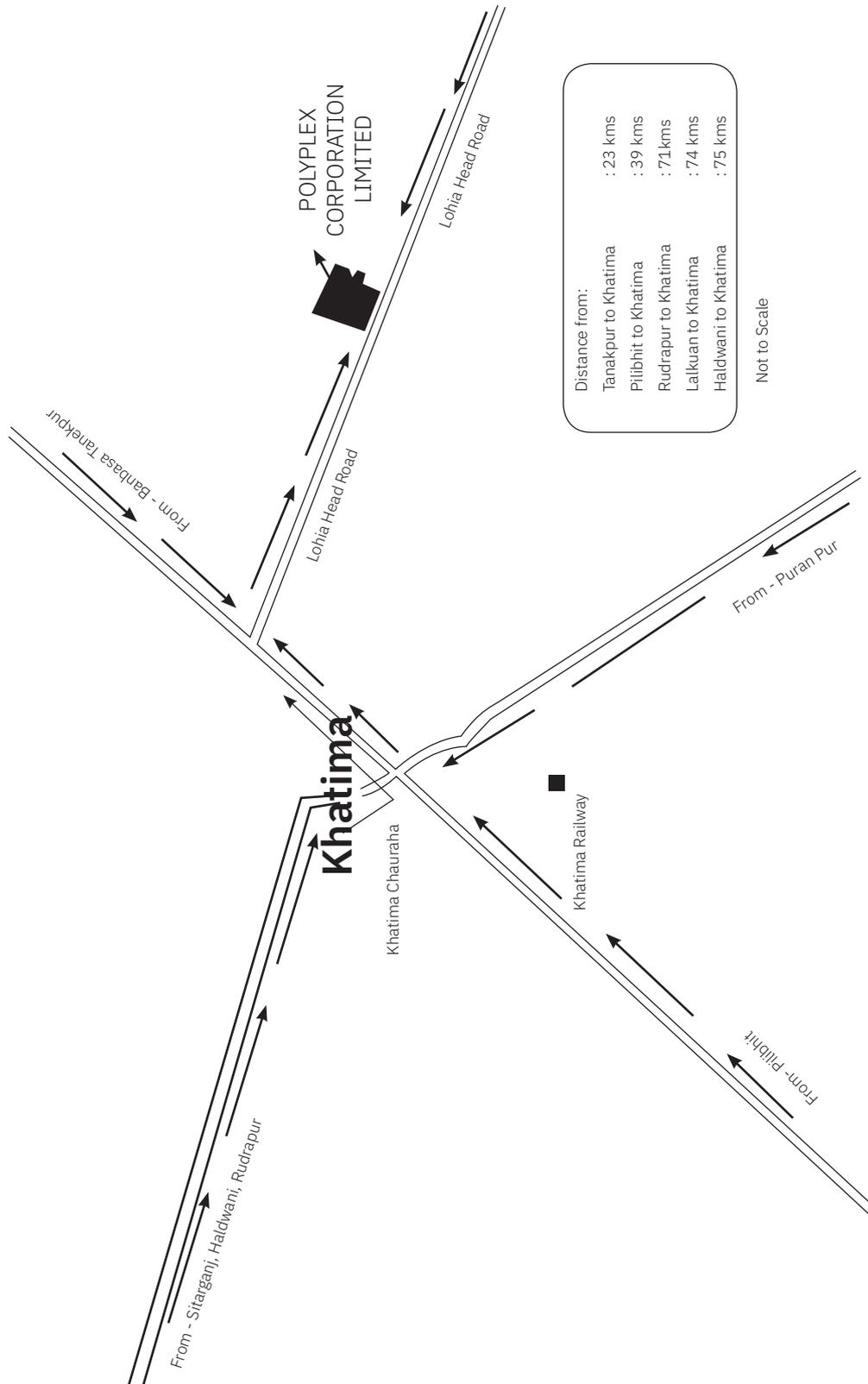
Affix Revenue Stamp
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Signature of the Member(s).....Signature of Proxy holder(s).....

Signed this.....day of March, 2019.

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the **Registered Office** of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the EGM.
3. Please complete all the details including details of Member(s) in above box before submission.



## Polyplex Corporation Limited

(Corporate Identity Number: L25209UR1984PLC011596)

**Corporate Office:** B-37, Sector-1, NOIDA, Gautam Budh Nagar, Utter Pradesh-201 301, India

Email: [investorrelations@polyplex.com](mailto:investorrelations@polyplex.com) website : [www.polyplex.com](http://www.polyplex.com)

Phone: +91.120.2443716-19, Fax : +91.120.2443723 & 24

**Registered Office:** Lohia Head Road, Khatima - 262308, Distt. Udham Singh Nagar, Uttarakhand, India

Phone: 05943-250136 Fax : 05943-250281