

REPORT ON CORPORATE GOVERNANCE

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges in India, the details of Corporate Governance and processes including compliances by the Company with the provisions of Clause 49 are as follows:

1. Company's philosophy on Code of Governance :

The quintessential elements of Corporate Governance are fairness, transparency, accountability and responsibility. At Polyplex, the emphasis is on:

- Enhancement of Shareholder value.
- Protection of the interest of the public Shareholders.
- Long-term financial health of the Company.
- Providing customers with quality products and services at competitive prices.
- Environment friendly production methods.
- Providing for fair wage and safe working condition for employees and inviting inputs from employees in decision-making.
- Contribution to the socio-economic development of the local community.

2. Board of Directors

a) Composition :

The Board is well structured with an adequate blend of Executive and Non-Executive Director. The Board consists of 7 Directors of which 1 (2 upto October 31,

2012) is Executive Director and 6 are Non-Executive Directors. All the Non-Executive Directors are Independent Directors except Shri Sanjiv Saraf and Shri Sanjiv Chadha who are from Promoters' Category. The Non-Executive Directors bring independent judgment in the Board's deliberations and decisions. The Chairman of the Company is a Non-Executive Director from the Promoters' Category.

None of the Directors is related to any other Director of the Company.

b) Non-Executive Directors' compensation :

Non-Executive Directors of the Company are paid sitting fee @ Rs.20,000/- per meeting of the Board or any Committee thereof, in addition to reimbursement / provision of travelling / stay expenses as per Rules of the Company.

c) Board Meetings :

During the Financial Year 2012-13, Six Board Meetings were held on May 29, 2012, August 14, 2012, September 13, 2012, November 14, 2012, January 22, 2013, and February 14, 2013.

Attendance of each director at the Board meetings and number of other Boards or Board Committees in which he is a member or Chairperson across various Companies is as follows:

Name of the Director	Category of Directorship	No. of Board Meetings Attended	Attendance at the last AGM	No. of Other Directorships***	Other Committee Memberships****	
					Member	Chairman
Sarvashri						
Sanjiv Saraf (Chairman)	Promoter, Non-Independent Non-Executive	5 out of 6	No	5	2	1
Sanjiv Chadha	Promoter Non-independent Non-Executive	2 out of 6	No	Nil	Nil	Nil
Pranay Kothari Executive Director	Non-Independent, Executive Director	5 out of 6	No	3	2	1
B.K. Soni	Independent, Non-Executive	6 out of 6	No	Nil	Nil	Nil
Suresh I. Surana	Independent, Non-Executive	1 out of 6	No	2	Nil	Nil
Jitender Balakrishnan	Independent, Non-Executive Director	3 out of 6	No	13	6	1
Ranjit Singh* Chief Operating Officer	Non-Independent, Executive	3 out of 3	No	Nil	Nil	Nil

O.P. Mehra**	Independent, Non-Executive	6 out of 6	No	2	1	Nil
Ravi Kumar (Nominee of IDBI Bank Ltd.)	Independent, Non-Executive	3 out of 6	No	1	Nil	Nil

- * Shri Ranjit Singh resigned from the Board of the Company with effect from October 31, 2012 (Afternoon) to pursue his carrier outside Polyplex.
- ** Shri Om Prakash Mehra resigned from the Board of the Company with effect from February 14, 2013 (afternoon).
- *** No. of Directorship/Membership held in other Companies excludes Directorship/Membership in Private Companies, Foreign Companies and Companies registered under Section 25 of the Companies Act, 1956.
- **** For determining the membership of Committees only Audit Committee and Shareholders'/Investors' Grievance Committee have been considered.

None of the Directors of the Company is a member in more than 10 committees or acts as Chairman of more than 5 committees across all companies in which he is a director.

d) Details of shares held by Directors in the Company are as follows :

Sr. No.	Name of the Director	No. of shares held as on 31.03.2013
1.	Shri Sanjiv Saraf	46,138
2.	Shri Sanjiv Chadha	4,000
3.	Dr. Suresh I. Surana	200

e) Information placed before the Board includes :

The Board is supplied with the necessary information as stipulated in Annexure IA of Clause 49 of the Listing Agreement, to the extent applicable

f) Review of Compliance Report :

Compliance Report signed by the Executive Director is placed before the Board at every Board Meeting.

g) Code of Conduct :

The Board of Directors of the Company has approved a 'Code of Conduct' for all Board members and Senior Management. The Code has been circulated to all the members of the Board and Senior Management and they have affirmed the compliance of the same. A copy of the Code of Conduct is also posted on the website of the Company viz. www.polyplex.com

A confirmation from the Executive Director/Chief Executive Officer affirming Compliance of the Code of Conduct by the members of

the Board/Senior Management forms part of this report.

3. Finance Committee :

(a) Constitution :

The Board had constituted a Finance Committee comprising of following Directors viz. Shri Sanjiv Saraf, Shri Pranay Kothari, Shri O.P. Mehra and Shri B.K. Soni to decide, *inter alia*, financial matters of the Company viz of loans, working capital facilities, deployment surplus funds and other incidental matters. Shri Sanjiv Saraf is the Chairman of the Committee.

Shri O.P. Mehra ceased to be the Member of this committee due to his resignation from the Board of the Company with effect from February 14, 2013 and now Finance Committee comprises of Shri Sanjiv Saraf, Shri Pranay Kothari and Shri B.K. Soni.

The Company Secretary of the Company acts as Secretary of the Finance Committee.

(b) Meetings of the Finance Committee :

During the Financial Year 2012-13, three meetings of the Finance Committee were held on May 29, 2012, November 14, 2012 and January 22, 2013.

Attendance of the Members at the Finance Committee Meetings was as follows:

Name of the Member	Meetings attended
Shri Sanjiv Saraf	3 out of 3
Shri Pranay Kothari	2 out of 3
Shri O. P. Mehra	3 out of 3
Shri B.K. Soni	3 out of 3

4. Audit Committee :

a) Constitution :

The Audit Committee comprised of following Independent and Non-Executive Directors viz. Shri O.P. Mehra, Shri B.K. Soni, Shri Ravi Kumar and Dr. Suresh I. Surana. Shri O.P. Mehra ceased to be the Member of this Committee due to his resignation from the Board of the Company with effect from February 14, 2013. Chairman of the Audit Committee is elected by the Members present at the meeting. All the members of Audit Committee are financially literate within the meaning of Clause 49 of the Listing Agreement.

The Company Secretary of the Company acts as Secretary of the Audit Committee.

Statutory Auditor and Internal Auditor are invitees to Audit Committee meetings.

b) Meetings of Audit Committee :

During the Financial Year 2012-13, four meetings of Audit Committee were held on May 29, 2012, August 14, 2012, November 14, 2012 and February 14, 2013.

Attendance of the Members at the Audit Committee Meetings was as follows :

Name of the Member	Meetings attended
Shri B.K. Soni	4 out of 4
Shri O. P. Mehra	4 out of 4
Shri Ravi Kumar	2 out of 4
Dr. Suresh I. Surana	1 out of 4

c) Power and Role of Audit Committee :

The Powers and Role of the Audit Committee, constituted by Board of Directors pursuant to Clause 49 of the Listing Agreement with Stock Exchanges, include the following:

i. Powers :

- To investigate any activity within its terms of reference.
- To seek information from any employee.
- To obtain outside legal or other professional advice.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.

ii. Role :

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- Reviewing, with the management, the annual Financial Statements before submission to the Board for approval, with particular reference to:
 - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of sub-section (2AA) of section 217 of the Companies Act, 1956.
 - Changes, if any, in accounting policies and practices and reasons for the same.
 - Major accounting entries involving estimates based on the exercise of judgment by management.
 - Significant adjustments made in the financial statements arising out of audit findings.
 - Compliance with listing and other legal requirements relating to Financial Statements.
 - Disclosure of any Related Party transactions.
 - Qualifications in the draft audit report.
- Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.

- (f) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
- (g) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- (h) Discussion with internal auditors any significant findings and follow up there on.
- (i) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- (j) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- (k) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.
- (l) To review the functioning of the Whistle Blower mechanism, in case the same is existing.
- (m) Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for the purpose other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or right issue, and making appropriate recommendations to the Board to take up steps in this matter.
- (n) Approval of appointment of CFO (i.e., the Whole-Time Finance Director or any other person heading the finance function or discharging that function) after

assessing the qualifications, experience & background, etc. of the candidate.

- (o) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

d) Review of information by Audit Committee :

The Audit Committee mandatorily reviews the following information :

- i. Management Discussion and Analysis of financial condition and results of operations;
- ii. Statement of significant Related Party transactions (as defined by the Audit Committee), submitted by the Management;
- iii. Management letters/letters of internal control weaknesses issued by the statutory auditors;
- iv. Internal Audit Reports relating to internal control weaknesses;
- v. The appointment, removal and terms of remuneration of the Chief Internal Auditor is subject to review by Audit Committee;
- vi. Financial Statements and in particular the investments made by the unlisted subsidiaries of the Company; and
- vii. Significant Related Party Transactions on quarterly basis.

5. Remuneration Committee and Remuneration to Directors :

a) Composition :

The Remuneration Committee comprised of two Independent Directors and one Promoter Director i.e. Shri Sajiv Saraf (from Promoter category) Shri O.P. Mehra and Shri B.K. Soni.

After resignation of Shri O.P. Mehra the Remuneration Committee has been re-constituted and comprises of three independent Directors and one Promoter Director all of whom are non-executive i.e. Shri Sanjiv Saraf, Shri Jitender Balakrishnan, Shri Ravi Kumar and Shri B.K. Soni.

The Remuneration Committee recommends to the Board the Remuneration / Compensation payable to for the Whole Time/ Executive Director(s) of the Company.

During the Financial Year 2012-13 four meetings of the Remuneration Committee were held on May 29, 2012, August 14, 2012, September 13, 2012 and November 14, 2012.

Attendance of the Members at the Remuneration Committee Meetings was as follows:

Name of the Member	Meetings attended
Shri Sanjiv Saraf	3 out of 4
Shri O. P. Mehra	4 out of 4
Shri B. K. Soni	4 out of 4

b) Details of Remuneration and other terms of appointment of Directors:

i. Executive Director

a. Shri Pranay Kothari

Shri Pranay Kothari was re-appointed as Whole-Time Director designated as Executive Director of the Company for a period of three years w.e.f. September 7, 2012. The details of the remuneration paid/provided to Shri Pranay Kothari, Executive Director during the year 2012-13 are given below:

Salary and Allowances	Rs. 1,34,20,000
Perquisites and other	Rs. 8,42,696
Total	Rs. 1,42,62,696

Terms of appointment of Shri Pranay Kothari are for three years expiring on September 6, 2015. The appointment of Shri Pranay Kothari as Whole Time Director may be terminated by either party after giving to the other six calendar months notice in writing or salary in lieu thereof. No payment on account of severance fees has been stipulated.

No performance linked incentive has been paid to Shri Pranay Kothari during the year.

b. Shri Ranjit Singh

The details of the remuneration paid/provided to Shri Ranjit Singh, Whole Time Director designated as Chief Operating

Officer during the year 2012-13 are given below:

Salary and Allowances	Rs. 1,21,48,516
Perquisites and other	Rs. 25,45,491
Total	Rs. 1,46,94,007

Shri Ranjit Singh resigned from the Board of the Company w.e.f. October 31, 2012.

No Performance linked incentive has been paid to Shri Ranjit Singh during the year

Executive Director(s) are not liable to retire by rotation.

ii. Non-Executive Directors

Remuneration by way of Sitting Fees for attending meetings of the Board or any Committee(s) thereof are paid to Non-Executive directors. The details of payment of Sitting Fee to Non-Executive Directors during the year 2012-13 are given below:

Name of Non-Executive Director	Sitting Fee (Rs.)
Shri Sanjiv Saraf	2,20,000
Shri B.K. Soni	4,00,000
Shri O.P. Mehra	3,40,000
Shri Ravi Kumar*	1,00,000
Shri Sanjiv Chadha	40,000
Dr. Suresh I. Surana**	40,000
Shri Jitender Balakrishnan	60,000

* Sitting fee paid to nominating institution i.e. IDBI Bank Limited

** Amount aggregating to Rs.24,73,849/- was paid to firms in which Dr. Suresh I. Surana is a partner towards professional fee, including service tax and reimbursement of expenses.

All Non-Executive Directors except Shri Ravi Kumar, Nominee Director of IDBI Bank Limited, are liable to retire by rotation.

In addition to payment of Sitting Fee, Board of Directors have approved the payment of Commission of Rs. 6.00 Lacs for the Financial Year 2012-13 to

Shri Sanjiv Saraf, Chairman and Non Executive Director in terms of Special Resolution passed by the Shareholders in the Annual General Meeting held on September 25, 2010.

Shri Sanjiv Saraf continued to be employed as General Manager & Chief Executive Officer with Polyplex (Asia) Pte Limited (PAPL) during the Financial Year 2012-13 and has received remuneration of USD 41,667 (Rs. 22.66 Lacs) from PAPL.

The Company has so far not issued any Stock options to any of the Directors.

6. Shareholders'/Investors' Grievance Committee :

a) Composition :

The Board had constituted Shareholders'/Investors' Grievance Committee consisting of Shri Pranay Kothari, Executive Director, Shri Ranjit Singh, Whole-time Directors and Shri B.K. Soni, Non-Executive Director. After resignation of Shri Ranjit Singh the Committee comprises of Shri Pranay Kothari and Shri B.K. Soni. The members of the Committee present elect the Chairman of the meeting. This Committee generally meets periodically.

The Committee, inter alia, looks into the Shareholders'/Investors' Grievances.

Shri A.K. Gurnani, Company Secretary is the Compliance Officer.

b) Meetings of Shareholders/Investors Grievance Committee :

During the Financial Year 2012-13, Seven such meetings were held on May 21, 2012, June 29, 2012, August 27, 2012, September 24, 2012, October 12, 2012, February 14, 2013 and March 22, 2013.

Attendance of the Members at the Shareholders'/Investors' Grievance Committee Meetings was as follows:

Name of the Member	Meetings attended
Shri Pranay Kothari	7 out of 7
Shri Ranjit Singh	4 out of 5
Shri B.K. Soni	3 out of 7

c) Investor Grievance Redressal :

Complaints received from Investors/ shareholders are promptly attended to.

Status of complaints received, resolved and pending during the Financial Year is as follows:

Opening	: Nil	Received	: 6
Resolved	: 6	Pending	: Nil

As on March 31, 2013, no request for registration of transfer of shares / dematerialization was pending.

7. Subsidiary Monitoring Framework :

All the subsidiary companies of the Company are Board managed. As a majority shareholder, the Company reviews and monitors the performances of its subsidiaries by way of :

- Approving, in principal, their capital expenditure and business expansion plans;
- Reviewing their operations vis a vis Budgets, Cash Flows and Balance Sheets;
- Reviewing all significant/ material transactions and arrangements;
- Minutes / significant resolutions are placed before the Company's Board.

8. General Body Meetings :

- The details about the last three Annual General Meetings are given below:

AGM	Financial Year	Date of Meeting	Location of the Meeting	Time
27th	2011-12*	28.09.2012	Registered Office at Khatima	10.00 a.m.
26th	2010-11	28.09.2011	Registered Office at Khatima	10.00 a.m.
25th	2009-10	25.09.2010	Registered Office at Khatima	10.00 a.m.

* Chairman of the Audit Committee could not attend the Annual General Meeting.

During the Financial Year 2012-13, No Extra Ordinary General Meeting was held.

- Special Resolutions passed at the previous three Annual General Meetings :

Financial Year/Date	Subject
2011-12/28.09.2012	Nil
2010-11/28.09.2011	Nil
2009-10/25.09.2010	Payment of Commission to Shri Sanjiv Saraf, Chairman & Non-Executive Director.

- There was no Special Resolution which was required to be passed by postal ballot. No Special Resolution is proposed to be passed

at the ensuing Annual General Meeting by postal ballot. Three Special Resolution are proposed at the ensuing Annual General Meeting.

9. Disclosures :

- (a) During the year, there were no transactions of material nature with the related parties that had potential conflict with the interest of the Company at large.
- (b) There were no instances of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets, during the last three years.
- (c) The Company has not yet formulated Whistle Blower Policy. No employee of the Company has been denied access to the Audit Committee to make any representation.
- (d) Company has complied with the mandatory requirements of Clause 49 and as regards non-mandatory requirements these would be adopted in due course of time.
- (e) The Company has established a comprehensive Enterprise Risk Management (ERM) Policy that includes risk identification, risk assessment, risk mitigation and monitoring on a periodic basis. External and internal risk factors that could potentially affect performance of the Company vis-a-vis stated objectives are identified and reported in the business review meetings periodically. These are subsequently reported to the Board.
- (f) This Annual Report has a detailed section on Management Discussion and Analysis.

- (g) As required by Clause 49 IV(G)(i) particulars of directors seeking re-appointment are given in the Notice of the Annual General Meeting to be held on September 30, 2013.

10. CEO/CFO Certification :

As required by Clause 49 of the Listing Agreement, a Certificate from Shri Pranay Kothari, Executive Director and Shri Manish Gupta, Chief Financial Officer was placed before the Board of Directors at their meeting held on May 30, 2013.

11. Means of Communication :

- (a) Quarterly results/returns and official news releases are furnished to Stock Exchanges and are also put on the Company's Website www.polyplex.com .
- (b) The quarterly and half yearly results are generally published in the 'The Economic Times' and 'Uttar Ujala' Nainital.
- (c) Management Discussion and Analysis forms part of the Annual Report, which is emailed/ posted to the shareholders of the Company.

Declaration by the CEO under Clause 49 I (D) of the Listing Agreement regarding adherence to the Code of Conduct.

I hereby confirm that:

The Company has obtained affirmations from all the members of the Board and Senior Management that they have complied with the Code of Conduct for Directors and Senior Management for the Financial Year 2012-13.

Place : NOIDA
Date : August 14, 2013

Pranay Kothari
Executive Director

GENERAL SHAREHOLDERS INFORMATION

1. **Annual General Meeting Date & Time :** September 30, 2013 at 11.00 a.m. at the Registered Office at :

Lohia Head Road, Khatima-262 308
Distt. Udham Singh Nagar,
Uttarakhand
2. **Financial Year :** April 1, 2012 to March 31, 2013
3. **Book Closure Date :** September 21, 2013 to September 30, 2013
(both days inclusive)
4. **Dividend Payment Date :** Within 15 days from declaration by the shareholders in the Annual General Meeting.
5. **Listing on Stock Exchanges :**

Equity Shares of the Company are listed on following Stock Exchanges :

BSE Limited (BSE),
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

National Stock Exchange of India Limited (NSE),
Exchange Plaza, Plot No. C/1, G Block,
Bandra Kurla Complex,
Mumbai – 400 051

Listing Fees for the Financial Year 2013-14 has been paid to above Stock Exchanges.

6. **Scrip Code :**

The Company's equity shares have been allotted following scrip codes :-

BSE Limited
National Stock Exchange of India Limited
Reuters Code
NSDL/CDSL – ISIN

SCRIP CODE 524051
POLYPLEX
PLYP.BO
INE633B01018

7. Stock Market Data :

Share prices on BSE and NSE during 2012-13 were as follows:

Months	BSE			NSE		
	High Price Rs.	Low Price Rs.	Volume Nos.	High Price Rs.	Low Price Rs.	Volume Nos.
April 2012	192.20	173.35	1,87,543	194.95	173.45	6,63,223
May 2012	178.60	144.65	2,04,127	179.00	145.05	4,11,325
June 2012	168.45	143.00	2,48,267	167.90	143.00	5,11,766
July 2012	177.25	155.00	2,81,918	178.00	155.50	6,01,024
August 2012	165.75	150.00	1,79,450	165.85	150.00	6,51,157
September 2012	185.85	156.00	2,35,725	187.35	155.90	5,91,182
October 2012	216.00	179.00	5,50,281	216.90	179.15	13,74,076
November 2012	216.00	192.15	2,36,441	213.40	193.00	4,90,388
December 2012	226.00	200.00	1,64,605	226.95	200.00	4,93,775
January 2013	226.00	193.00	1,94,397	225.70	193.00	4,89,561
February 2013	205.00	173.00	1,79,668	204.95	172.15	3,59,162
March 2013	183.20	155.95	74,446	182.80	155.05	1,94,003
Total			27,36,868			68,30,642

Source: www.bseindia.com and www.nseindia.com

8. Registrars and Share Transfer Agents:

MCS Ltd.,
F-65, Okhla Industrial Area,
Phase I, New Delhi 110020
Phone: (011) 41406149, Fax: (011) 41709881
E-mail: admin@mcsdel.com

9. Share Transfer System:

All complete and valid requests for transfer of shares are approved by Share Transfer Committee comprising of Senior Executives and given effect to within the time stipulated in the Listing Agreement.

10. Distribution of shareholdings as on March 31, 2013 :

Share holding in Number of Shares	Number of Shareholders	% of total Shareholders	Nominal Amount (in Rs.)	% of Total Nominal Amount
1 to 500	15,079	89.06	1,89,94,470	5.94
501 to 1000	950	5.61	74,40,080	2.32
1001 to 2000	455	2.69	71,28,130	2.23
2001 to 3000	127	0.75	32,21,220	1.01
3001 to 4000	91	0.54	33,28,370	1.04
4001 to 5000	44	0.26	20,45,560	0.64
5001 to 10000	88	0.52	65,79,870	2.05
10001 & above	97	0.57	27,11,08,300	84.77
Total	16,931	100.00	31,98,46,000	100.00

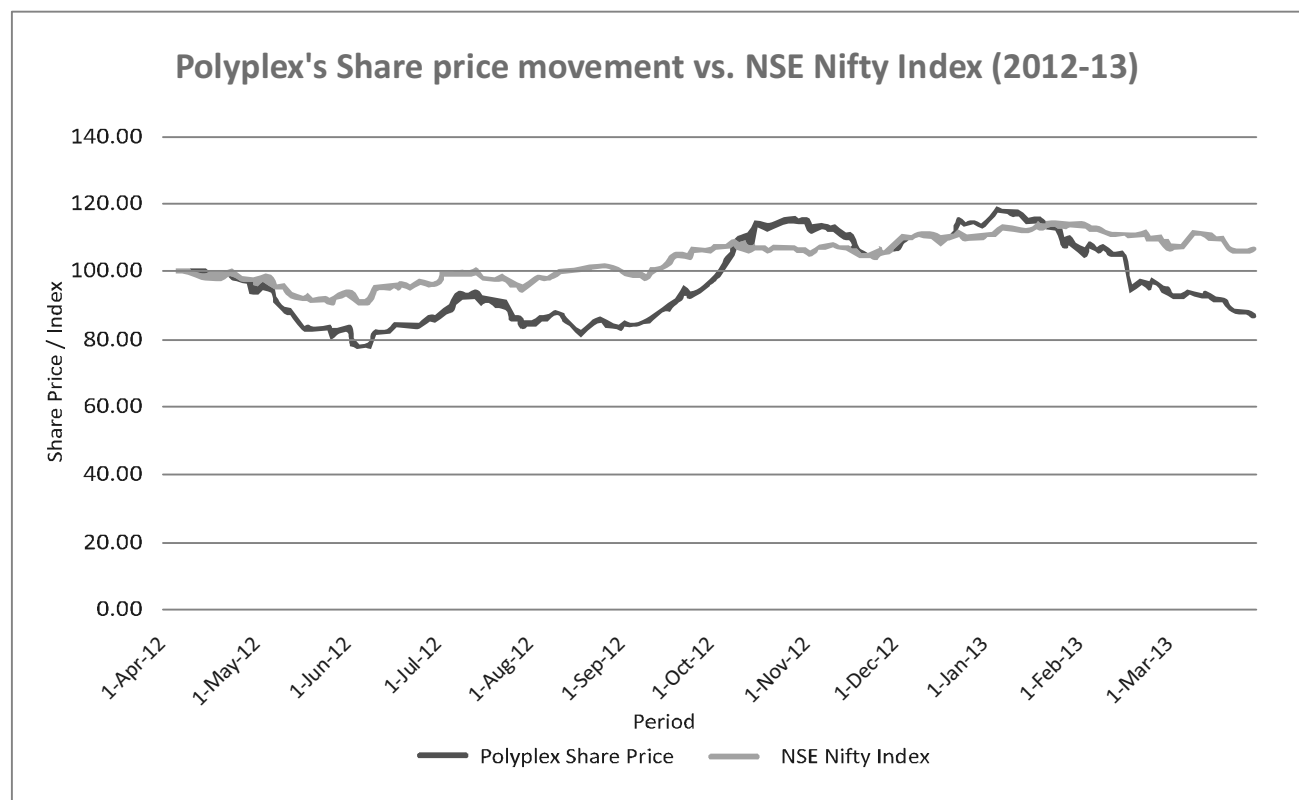
11. Categories of shareholders as on March 31, 2013 :

Category		Shares held (Nos.)	Percentage holding
1.	Promoters		
a)	Indian Promoters	18,02,262	5.63
b)	Foreign Promoters	1,32,08,272	41.30
	Sub-Total	15,010,534	46.93
2.	Non-Promoters		
a)	Mutual Funds and UTI	27,09,459	8.47
b)	Banks, Financial Institutions, Insurance Companies	11,904	0.04
c)	Foreign Institutional Investors (FIIs)	6,96,919	2.18
d)	Bodies Corporates	41,63,278	13.02
e)	NRIs/OCBs	33,72,381	10.55
f)	Indian Public	60,20,125	18.81
	Sub-Total	1,69,74,066	53.07
	Grand Total	3,19,84,600	100.00

Note: Total Foreign shareholding as at March 31, 2013 was 1,72,77,572 shares constituting 54.02%.

Above shareholding is as per shares held in physical form and details of Beneficial Owners received from NSDL and CDSL.

12. Stock Performance of the Company in comparison to NSE Nifty :



13. Dematerialisation of shares and liquidity

Shares of the Company are available for dematerialisation and are being traded in dematerialised form by all investors w.e.f. April 30, 2001. Shareholders of the Company are advised to avail the facility of electronic shares through dematerialisation of physical scrips by opening an account with any of the recognized Depository Participants.

Status of Dematerialisation as on March 31, 2013

Particulars	No. of Shares	% of Total Capital	No. of Accounts
National Securities Depository Limited	2,90,63,865	90.87	10,217
Central Depository Services (India) Limited	23,12,363	7.23	4,879
Total Dematerialised	3,13,76,228	98.10	15,096
Physical	6,08,372	1.90	1,835
Grand Total	3,19,84,600	100.00	16,931

The Company has not issued GDRs and there are no convertible bonds outstanding as at the year-end.

14. As required by Clause 5A.II of the Listing Agreement the Company has opened a demat account with a Depository Participant in the name of "Polyplex Corporation Limited - Unclaimed Suspense Account" to which all the unclaimed shares have been transferred in terms of the requirements of the said Clause. Details of shareholders/ shares dematerialized in the said account are as follows :

Particulars	Number of Shareholders	Number of Shares
Aggregate number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account at the time of opening of account.	362	62,900
Number of shareholders who approached the Company for transfer of shares from the Unclaimed Suspense Account during the year	3	700
Number of shareholders to whom shares were transferred from the Unclaimed Suspense Account during the year	3	700
Aggregate number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account at the end of the year.	359	62,200

Voting rights in respect of above shares shall remain frozen till the rightful owner claims the shares.

15. Plant Locations :

The Company's Polyester Chips and Polyester/BOPP Coated Film manufacturing facility are located at :

Lohia Head Road,
Village Amau,
Khatima 262 308,
Distt. Udham Singh Nagar,
Uttarakhand

and

Plot No.227 MI 228 MI,
Banna Khera Road,
Village Vikrampur - 262401,
Tehsil Bajpur,
Distt. Udham Singh Nagar,
Uttarakhand

16. Investor Correspondence :

For any assistance regarding share transfers, transmissions, issue of duplicate share certificate(s), change of address, non-receipt of dividend, issue of duplicate dividend warrants, dematerialisation of shares etc., please contact / write to: -

Shares Department
Polyplex Corporation Limited
Lohia Head Road,
Khatima 262 308,
Distt. Udham Singh Nagar,
Uttarakhand

or

Shares Department,
Polyplex Corporation Limited
B-37, Sector -1,
NOIDA 201 301,
Gautam Budh Nagar,
Uttar Pradesh

Phone: (05943) 250136
Fax : (05943) 250281
Email: investorrelations@polyplex.com

Phone: (0120) 2443716 to 19
Fax : (0120) 2443724