

NOTICE

Notice is hereby given that the **Twenty Fifth** Annual General Meeting of the Members of **POLYCON INTERNATIONAL LIMITED** will be held at Rotary Bhawan, Church Road, M.I. Road, Jaipur - 302 001, Rajasthan, the Registered Office of the Company, on Friday, the 30th Day of September, 2016 at 1.00 P.M., to transact the following business :-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements for the year ended 31st March, 2016, and the Reports of Board and the Auditors thereon.
2. To appoint a Director in place of Shri K.C. Bhandari (DIN : 07291163), who retires by rotation and is eligible, offers himself for re-appointment.
3. To ratify the appointment of Auditors of the Company and, if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the resolution passed by the shareholders in the 24th Annual General Meeting of the Company held on 30th September, 2015, the appointment of M/s. A.Natani & Co., Chartered Accountants (Firm Registration No. 007347C) as Statutory Auditors of the Company to hold office till the conclusion of the 26th Annual General Meeting of the Company be and is hereby ratified (for the financial year 2016-17) and that the Board of Directors be and are hereby authorized to fix the remuneration payable to them for the financial year 2016-17 as recommended by the Audit Committee in consultation with the Auditors".

Place: Jaipur
Date : 30.05.2016

By order of the Board

CS Gajanand Gupta
Finance Controller &
Company Secretary

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING

A person can act as a proxy on behalf of not more than 50(fifty) members and holding in aggregate not more than 10(ten) percent of total share capital of the company. A member holding more than 10(ten) percent of the total share capital of the company may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder. A proxy form is annexed to this report.

2. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
3. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
4. Members desirous of getting any information on the accounts or operations of the company are requested to write to the Company at least seven days before the date of meeting to enable the company to furnish the required information at the meeting.
5. The Register of Members and Share Transfer Books will remain closed from 26th day of September, 2016 to 30th day of September, 2016 (both days inclusive).
6. Shareholders are requested to please bring their attendance slips together with their copies of annual report at the meeting.
7. In terms of Articles of Association of the Company read with Section 152 of the Companies Act, 2013 Mr. K.C. Bhandari (DIN : 07291163) Director of the Company, retires by rotation at the ensuing meeting and being eligible, offers himself for re-appointment. The Board of Directors of the Company recommends his re-appointment. Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, and Secretarial Standard-2 issued by the Institute of Company Secretaries of India, the information about the director proposed to be re-appointed as under :-

Name of the Director	K.C. Bhandari
Date of Birth	14.08.1946
Date of First Appointment on Board	30.09.2015
Designation	Director
Qualification(s)	B.Com
Brief Resume including experience	Mr. K.C. Bhandari is Director of the Company.
Expertise in specific Functional Areas	Mr. K.C. Bhandari having experience of more than 25 years of business.
Name of other Companies in which directorship held as on March 31, 2016	None
Member of the Committee of Board of other companies	None
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	None
Number of Equity Shares held in the Company as on 31 st March, 2016	NIL
Number of Board Meetings attended during the year	2
Terms and conditions of reappointment	Non-Executive Director liable to retire by rotation

8. The Notice of the AGM along with the Annual Report 2015-16 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Annual Report and Notice of Annual General Meeting is available at the website of the Company at www.polyconltd.com and website of Central Depository Services Ltd. at www.cdslindia.com
9. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
10. For shares in physical form, shareholders can register their e-mail address with the Company at polycon@polycon.in mentioning their name(s) and folio no(s). Shares held in multiple folios in identical names or joint holdings in the same order of names are requested to send the share certificate to RTA for consolidation into single folio.
11. In case of Joint Holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
12. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rules of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administrations) Amendment Rules 2015 & Regulations 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide its members the facility to exercise their right to vote at the 25th Annual General Meeting (AGM) by remote e-voting and all the businesses may be transacted through remote e-Voting Services provided by Central Depository Services (India) Limited. (CDSL)
13. Mr. B K Sharma, Practicing Company Secretaries (Membership No. FCS-6206), has been appointed as the Scrutinizer to scrutinize the voting at AGM and remote e-voting process in a fair and transparent manner.

14. The facility for voting through Ballot/polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
15. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

16. The instructions for Members for voting electronically are as under:-

- (i) The voting period begins on September 26, 2016 at 9.00 A.M. and ends on September 29, 2016 by 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 23, 2016, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot/Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-voting available for android based mobiles. The m-voting app can be downloaded from google play store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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

17. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 23, 2016.
18. The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than two days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.polyconltd.com The results shall simultaneously be communicated to the Stock Exchanges.
19. Any Member(s) who require any special assistance of any kind at the venue of the Twenty Fifth AGM are requested to send details of their special needs in writing to the Company email Id- guptag@polycon.in at least three days before the date of the AGM.

PROXY FORM
Form MGT-11

POLYCON INTERNATIONAL LIMITED

CIN: L28992RJ1991PLC006265

Regd. Office : Rotary Bhawan, Church Road, M. I. Road, Jaipur- 302001

Email : info@polyconltd.com **Website:** www.polyconltd.com

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the member(s) :		E-mail id:	
Registered Address:		Folio No./ * Client Id:	
		*DP Id:	

I/We, being the member(s) of _____ shares of Polycon International Limited, hereby appoint:

- 1) Name : _____ Address : _____
E-mail id : _____ Signature : _____ or falling him
- 2) Name : _____ Address : _____
E-mail id : _____ Signature : _____ or falling him
- 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 25th Annual General Meeting (AGM) of the Company to be held on the Friday, 30th September, 2016 at 1.00 p.m. at Rotary Bhawan, Church Road, M.I.Road, Jaipur-302001 and at any adjournment thereof in respect of such resolutions as are indicated overleaf :

Resolution No.	Resolutions	Option(✓)	
		For	Against
1.	Ordinary Business		
	Consider and adopt the Audited Financial Statements for the year ended 31 st March, 2016 along with the Reports of Board and Auditors thereon.		
	Re-appointment of Shri K.C. Bhandari, who retires by rotation and, being eligible, offers himself for re-appointment		
3.	Ratify the appointment of Auditors and fixing their remuneration.		

Signed this.....day of.....2016.

Revenue Stamp here

Signature of Share holder

Signature of First Proxy holder

Signature of Second Proxy holder

Signature of Third Proxy holder

Note: 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.

ATTENDANCE SLIP

POLYCON INTERNATIONAL LIMITED

CIN: L28992RJ1991PLC006265

Regd. Office : Rotary Bhawan, Church Road, M. I. Road, Jaipur- 302001

Email : info@polyconltd.com **Website:** www.polyconltd.com

Registered Folio No./DPID No./Client ID No. : _____

No. of Shares held : _____

I certify that I am a member/proxy for the member of the company.

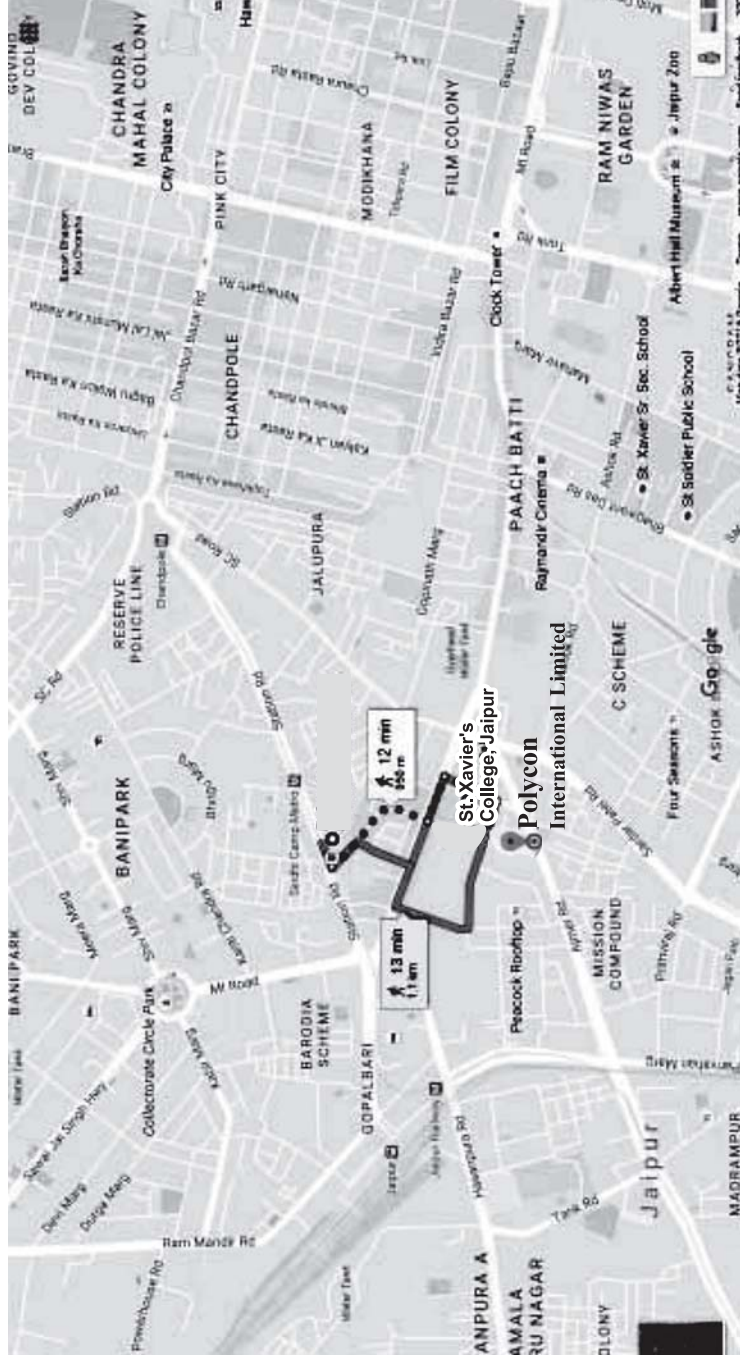
I/We hereby record my/our presence at the 25th Annual General Meeting of POLYCON INTERNATIONAL LIMITED at the Registered Office of the Company at Rotary Bhawan, Church Road, M. I. Road, Jaipur- 302001, on Friday, the 30th day of September, 2016 at 1.00 p.m.

Name of the shareholder/proxy:
(in block letters)

Signature of shareholder/proxy

Note : Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the AGM.

Route Map to the Venue of AGM



If undelivered please return to :

POLYCON International Ltd.

Rotary Bhawan, Church Road, M.I. Road, Jaipur-302 001 (India)