

## NOTICE

Notice is hereby given that the Twenty Sixth 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 29th Day of September, 2017 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, 2017, and the Reports of Board and the Auditors thereon.
2. To appoint a Director in place of Shri Rajiv Baid (DIN : 00212265), who retires by rotation and is eligible, offers himself for re-appointment.
3. To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution :

"RESOLVED THAT pursuant to the provisions of Sections 139, , 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) M/s. Tambi Ashok & Associates, Chartered Accountants (Firm Registration No. 5301C) be and are hereby appointed as Statutory Auditors of the company for the term of 5 years commencing from the conclusion of this 26th Annual General Meeting till the conclusion of the Thirty first Annual General Meeting in the year 2022 subject to ratification of their appointment at every Annual General Meeting at a remuneration as may be agreed upon by the Board of Directors of the Company and the Auditors.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all the acts, deeds and things as may be required in this regard to give effect to this resolution"

### SPECIAL BUSINESS

4. **Re-appointment of Mr. Rajiv Baid (DIN: 00212265) as an Executive Director and Chief Financial Officer**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution.

"RESOLVED THAT pursuant to the provisions of section 196, 197 and 203 read with schedule v and all other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re- enactment(s) thereof, for the time being in force), the approval of the members be and is hereby accorded to re-appoint Shri Rajiv Baid (DIN : 00212265) as whole time Director, designated as

Executive Director and Chief Financial Officer of the company for a period of five years with effect from 01st October, 2017 on such remuneration and terms & conditions as set out in the explanatory statement annexed to the notice with liberty to the Board of Directors (including any committee of the Board constituted to exercise its powers) to alter and vary the terms and conditions of appointment and/or remuneration, subject to the same not exceeding the overall limits as prescribed under the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts & deeds and take all such steps as may be necessary, proper or expedient to give effect to this resolution".

5. **Re-appointment of Mr. Lal Chand Baid (DIN: 00210010) as a Chairman & Managing Director :**

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

"RESOLVED THAT pursuant to the provisions of section 196, 197 and 203 read with schedule V and all other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re- enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to re-appoint Shri Lal Chand Baid (DIN: 00210010), as Chairman & Managing Director of the company for a period of five years with effect from 01st December, 2017 on such remuneration and terms & conditions as set out in the explanatory statement annexed to the notice with liberty to the Board of Directors (including any Committee of the Board constituted to exercise its powers) to alter and vary the terms and conditions of appointment and/or remuneration, subject to the same not exceeding the overall limits as prescribed under the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof. .

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts & deeds and take all such steps as may be necessary, proper or expedient to give effect to this resolution".

Place: Jaipur

By order of the Board

Date : 30.05.2017

**CS Gajanand Gupta**  
Finance Controller &  
Company Secretary

**NOTES :**

1. The relative Explanatory Statement, pursuant to Section 102 of the Companies Act 2013, ("the Act") setting out the material facts in respect of the Business under Item Nos. 4 & 5 to be transacted at the meeting is annexed thereto.
2. 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 Members not exceeding 50(fifty) 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.
3. 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.
4. Members/ proxies are requested to bring their attendance slips together with their copies of Annual Report duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No. at the meeting.
5. 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.
6. The Register of Members and Share Transfer Books will remain closed from 23rd day of September, 2017 to 29th day of September, 2017 (both days inclusive).
7. In terms of Articles of Association of the Company read with Section 152 of the Companies Act, 2013 Mr. Rajiv Baid (DIN: 00212265), 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 directors proposed to be re-appointed are as under:-

Name of the Director	Rajiv Baid	Lal Chand Baid
Date of Birth	17.10.1961	20.01.1937
Date of First Appointment on Board	01.08.1997	01.08.1997
Designation	Executive Director & CFO	Chairman and Managing Director
Qualification(s)	B.Com	B.Com, FCA
Expertise in specific Functional Areas	Marketing & Sales Management For more than 20 years	More than 36 years in Practice as CA and 20 Years in Financial Management
Terms and conditions of reappointment	As per Explanatory Statement of Item No. 4 of Notice	As per Explanatory Statement of Item No. 5 of Notice
Details of Remuneration sought to be paid	As per Explanatory Statement of Item No. 4 of Notice	As per Explanatory Statement of Item No. 5 of Notice
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	Son of Mr Lal Chand Baid (Chairman & Managing Director)	Father of Mr. Rajiv Baid (Executive Director & CFO)
Name of other Companies in which directorship held as on March 31, 2017	None	None
Chairman/Member of the Committee of the Board of other companies	None	None
Number of Equity Shares held in the Company as on 31st March, 2017	141000	219970
Number of Board Meetings attended during the year	6	6

8. The Notice of the AGM along with the Annual Report 2017 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](http://www.polyconltd.com) and website of Central Depository Services Ltd. at [www.cdslindia.com](http://www.cdslindia.com)
9. Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit their PAN to their Depository Participants with whom they are maintained their demat accounts. Members holding shares in physical form can submit their PAN details to the company along with the proof thereof.
10. As per the provision of section 72 of the Act, facility for making nomination is available for the Members in respect of the shares held by them. Members holding shares in single name and who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record fresh nomination, he/she may submit the same in Form No. SH-14. Members holding shares in physical form are requested to submit the forms to the Company.
11. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (11.00 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.
12. For shares in physical form, shareholders can register their e-mail address with the Company at [polycon@polycon.in](mailto:polycon@polycon.in) mentioning their names(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.
13. 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.
14. 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 26th 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)
15. Mr. B K Sharma, Practicing Company Secretary (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.
16. The facility for voting through Ballot/polling paper shall also be made available at the meeting and Members attending the meeting, who have not casted their vote by remote e-voting, shall be able to exercise their right at the meeting.
17. 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.
18. The route map showing direction to reach the venue of the 26th AGM is annexed at the end of the Report.
19. The instructions for Members for voting electronically are as under:-
  - A (i) The voting period begins on September 26, 2017 at 9.00 A.M. and ends on September 28, 2017 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 22, 2017, 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](http://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](http://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	<ul style="list-style-type: none"> <li>● Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</li> <li>● 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.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> <li>● 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.</li> <li>● 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).</li> </ul>

- (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](http://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](mailto: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](mailto: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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- B. For members whose shareholding is in the dematerialization form and whose e-mail address is not registered with the Company/Depository Participants, members holding shares in physical form as well as those members who have requested for a physical copy of the notice --and annual report, the following instructions may be noted:-
- (i) Login details is provided at the bottom of the attendance slip for the AGM :EVSN (Electronic Voting Sequence Number );
  - (ii) Please follow all the steps from note 19A above to cast your vote.
20. 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 22, 2017.
21. 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 and the website of CDSL. The results shall simultaneously be communicated to BSE. The Resolutions set out in the Notice shall be deemed to be passed on the date of the Annual General Meeting.

22. Any Member(s) who require any special assistance of any kind at the venue of the Twenty Sixth 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.

**ANNEXURE TO NOTICE :**

**Explanatory Statement pursuant to Section 102 of Companies Act, 2013.**

**Item No. 4 :**

The Board of Directors of the Company ("the Board") at its meeting held on 30th May, 2017 has subject to approval of members, re-appointed Shri Rajiv Baid (DIN : 00212265) as Whole Time Director designated as Executive Director & Chief Financial Officer, for a further period of 5 (Five) years from the expiry of his present term, that is, 30.09.2017 on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee and approved by the Board.

It is proposed to seek members' approval for the re-appointment of and remuneration payable to Shri Rajiv Baid as a Whole-time-Director, designated as Executive Director of the Company, in terms of the applicable provisions of the Act.

Broad particulars of the terms of re-appointment of and remuneration payable to Shri Rajiv Baid are as under :

**(a) Salary, Perquisites and Allowances :**

Salary	Rs. 1.25 Lac per Month (in the range of Rs. 1.25 lac to 3.00 lac P.M)
Perquisites and Allowances	Up to Rs. 24.00 lac per annum

The perquisites and allowances, as aforesaid, shall include accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses and/or allowances for utilization of gas, electricity, water, furnishing and repairs, medical assistance and leave travel concession for self and family including dependents. The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

(b) The Company's contribution to provident fund, superannuation or annuity fund, gratuity payable and encashment of leave, as per the rules of the Company,

shall be in addition to the remuneration under (a) above.

(c) Increment in salary, perquisites and allowances and remuneration by way of incentive/ bonus/performance linked incentive, payable to Shri Rajiv Baid, as may be determined by the Board and/or the Committee of Nomination and Remuneration Committee of the Board, shall be in addition to the remuneration under (a) above. The Board may revise the salary from time to time within the maximum limits stipulated by these Resolutions.

(d) Reimbursement of Expenses :

Expenses incurred for travelling, board and lodging including for Shri Rajiv Baid's spouse and attendant(s) during business trips and provision of car(s) for use on Company's business and communication expenses at residence shall be reimbursed at actual and not considered as perquisites.

(e) General :

Shri Rajiv Baid shall exercise such powers and perform such duties as have been or may from time to time be vested in or entrusted to him by the Board

(f) Minimum Remuneration

Notwithstanding anything herein contained, wherein any financial year during period of his office as Executive Director & CFO, the Company has no Profits or its profits are inadequate. The company may, subject to the requisite approvals, pay Shri Rajiv Baid remuneration by way of salary, perquisites & allowances not exceeding the maximum limits laid down in section II of part II of schedule V of companies act 2013 and as may be amended from time to time.

The appointments and remuneration of Shri Rajiv Baid as Executive Director & Chief Financial Officer of the company require the approval of the members of the company in General Meeting in terms of Schedule-V to the Act and the remuneration payable also requires the approval of the Company in General Meeting under section 197 of the Act.

Shri Rajiv Baid satisfies all the other conditions set out in Part-I of schedule V to the Act as also conditions set out under sub section (3) of section 196 of the Act for being eligible for this re-appointment. He is not disqualified from being appointed as Director in terms of section 164 of the act.

Details of Shri Rajiv Baid are provided in Notes to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Shri Rajiv Baid is concerned or interested in the Resolution concerning his appointment. Shri Lal Chand Baid as his relative may also be deemed to be concerned or interested respectively. Save as aforesaid none of the Directors or Key Managerial Personnel of the company or their relative is concerned or interested financially or otherwise in the Resolution except of their shareholding.



The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members.

**Item No. 5 :**

The Board of Directors of the Company ("the Board") at its meeting held on 30th May, 2017 has subject to approval of members, re-appointed Shri Lal Chand Baid (DIN : 00210010) as Whole Time Director designated as Chairman & Managing Director, for a further period of 5 (Five) years from the expiry of his present term, that is, 30.11.2017 on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee and approved by the Board.

It is proposed to seek members' approval for the re-appointment of and remuneration payable to Shri Lal Chand Baid as a Whole-time-Director, designated as Chairman & Managing Director of the Company, in terms of the applicable provisions of the Act.

Broad particulars of the terms of re-appointment of and remuneration payable to Shri Lal Chand are as under :

**(a) Salary, Perquisites and Allowances :**

Salary	Rs. 1.25 Lac per Month (in the range of Rs. 1.25 lac to 3.00 lac P.M)
Perquisites and Allowances	Up to Rs. 24.00 lac per annum

The perquisites and allowances, as aforesaid, shall include accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses and/or allowances for utilization of gas, electricity, water, furnishing and repairs, medical assistance and leave travel concession for self and family including dependents. The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

- (b) The Company's contribution to provident fund, superannuation or annuity fund, gratuity payable and encashment of leave, as per the rules of the Company, shall be in addition to the remuneration under (a) above.
- (c) Increment in salary, perquisites and allowances and remuneration by way of incentive/ bonus/performance linked incentive, payable to Shri Lal Chand Baid, as may be determined by the Board and/or the Committee of Nomination and Remuneration Committee of the Board, shall be in addition to the remuneration under (a) above. The Board may revise the salary from time to time within the maximum limits stipulated by these Resolutions.
- (d) Reimbursement of Expenses :

Expenses incurred for travelling, board and lodging including for Shri Lal Chand Baid's attendant(s) during business trips and provision of car(s) for use on Company's business and communication expenses at residence shall be reimbursed at actual and not considered as perquisites.

(e) General :

Shri Lal Chand Baid shall exercise such powers and perform such duties as have been or may from time to time be vested in or entrusted to him by the Board.

(f) Minimum Remuneration

Notwithstanding anything herein contained, wherein any financial year during period of his office as Chairman & Managing Director, the Company has no Profits or its profits are inadequate. The company may, subject to the requisite approvals, pay Shri Lal Chand Baid remuneration by way of salary, perquisites & allowances not exceeding the maximum limits laid down in section II of part II of schedule V of companies act 2013 and as may be amended from time to time.

Shri Lal Chand Baid has attained age of seventy Years on 20th January 2007. Shri Lal Chand Baid has rich and varied experience in the industry and has been involved in the operations of the company. It would be in the interest of the company to continue to avail of his considerable expertise and to re-appoint Shri Lal Chand Baid as a Chairman & Managing Director. Accordingly approval of the members is sought for passing a Special Resolution for re-appointment of Shri Lal Chand Baid as a Managing Director, as set out in Part-I of Schedule V to the act as also under sub-section (3) of section 196 of the Act.

Save and except as provided in the foregoing paragraph, Shri Lal Chand Baid satisfies all the other conditions set out in Part-I of schedule V to the Act as also conditions set out under sub section (3) of section 196 of the Act for being eligible for this re-appointment. He is not disqualified from being appointed as Director in terms of section 164 of the act.

Details of Shri Lal Chand Baid are provided in Notes to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Shri Lal Chand Baid is concerned or interested in the Resolution concerning his appointment. Shri Rajiv Baid as his relative may also be deemed to be concerned or interested respectively. Save as aforesaid none of the Directors or Key Managerial Personnel of the company or their relative is concerned or interested financially or otherwise in the Resolution except of their shareholding.

The Board commends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

**By order of the Board**

Date : 30.05.2017

Registered Office :- **CS Gajanand Gupta**  
Rotary Bhawan, Church Road, **Finance Controller &**  
M.I. Road, Jaipur-302 001 **Company Secretary**



**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 failing him

2) Name : \_\_\_\_\_ Address :

E-mail id : \_\_\_\_\_ Signature : \_\_\_\_\_ or failing 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 26th Annual General Meeting (AGM) of the Company to be held on the Friday, 29th September, 2017 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 :

Resolutions No.	Resolutions	Option (✓)	
		for	against
1	Adoption of the Audited Financial Statements for the year ended 31st March, 2017 along with the Reports of Board and Auditors thereon.		
2	Appointment of a Director in place of Shri Rajiv Baid, (DIN : 00212265) who retires by rotation and, being eligible, offers himself for re-appointment		
3	Appointment of Statutory Auditors and fixing their remuneration.		
	<b>Special Bussiness</b>		
4.	Re-appointment of <b>Shri Rajiv Baid</b> (DIN 00212265) as Whole Time Director designated as Executive Director & Chief Financial Officer of the Company.		
5.	Re-appointment of <b>Shri Lal Chand Baid</b> , (DIN 00210010) as Whole Time Director designated as Chairman & Managing Director of the Company.		

Signed this..... day of..... 2017.

\_\_\_\_\_  
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 member/proxy for the member of the company.

I/We hereby record my/our presence at the 26<sup>th</sup> 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 29<sup>th</sup> day of September, 2017 at 1.00 p.m.

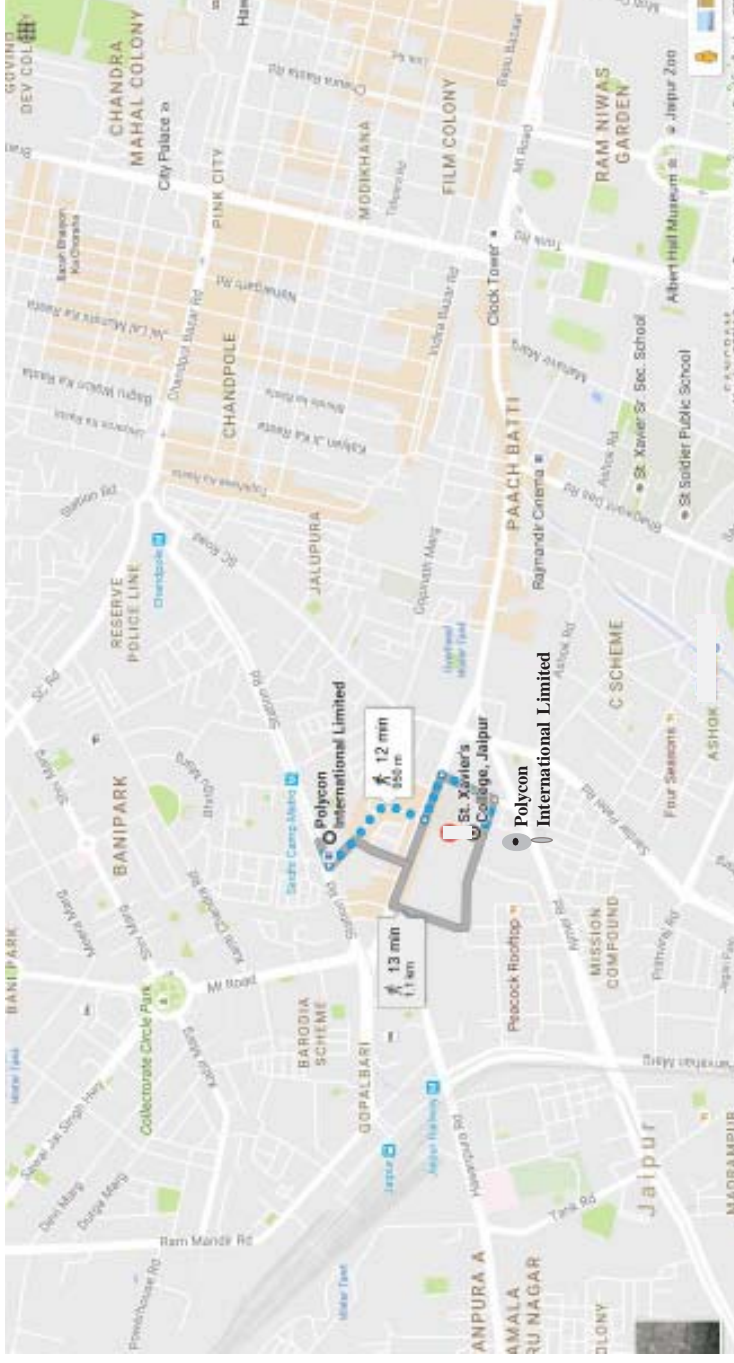
Name of the shareholder/proxy : \_\_\_\_\_  
(in block letters)


Signature of the 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 LIMITED**

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