



# POLYCON International Ltd.

Regd. Office : C-98, Jagan Path, Chomu House, C-Scheme, JAIPUR-302 001 (INDIA)  
Phone : 0141-2363048, 2363049 • E-mail : info@polyconltd.com  
CIN : L28992RJ1991PLC006265 • GSTIN : 08AADCP3163H1ZG

PIL/BSE/2020-21/  
September 5<sup>TH</sup>, 2020

The Secretary  
Bombay Stock Exchange Ltd.  
Floor 25, P.J. Towers,  
Dalal Street,  
Fort, MUMBAI : 400 001

## Sub : Annual Report and Notice of 29<sup>th</sup> Annual General Meeting

Dear Sir,

We wish to inform you that the 29<sup>th</sup> Annual General Meeting of M/s. Polycon International Ltd. scheduled on Wednesday, 30<sup>th</sup> September, 2020 at 2:00 p.m. IST via video conferencing (VC) / other audio visual means (OAVM).

In this regard, please find attached.

1. The Notice convening the Annual General Meeting of the Company.
2. Annual Report 2019 – 2020.

This information is being submitted pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended.

Above attachment are also available at Company's website [www.polyconltd.com](http://www.polyconltd.com).

Further, this to inform you that in compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the companies (Management & Administration) Rules, 2014, as amended, the Company has fixed Wednesday 23<sup>rd</sup> September, 2020, as the cut-off date for the Purpose of offering remote e-voting facility to the Members in respect of Resolutions to be transacted at the Annual General Meeting scheduled to be held on 30<sup>th</sup> September, 2020 through video conferencing (VC)/ other audio visual means (OAVM).

You are kindly requested to take the same on record and to inform all those concerned accordingly.

Thanking you,

Yours faithfully,  
For Polycon International Ltd.

Gajanand Gupta  
CFO & Company Secretary



Plant-I : F-11, Hirawala Industrial Area, P.O. Kanota-303 012, Distt. Jaipur (Rajasthan)  
Plant-II : F-97, 98, 99 & G-96, Hirawala Industrial Area, P.O.Kanota.-303 012, Distt. Jaipur (Rajasthan)  
Plant-III: F-954 (A), Chopanki Industrial Area, Bhiwadi-301019 (Rajasthan)

Website : [www.polyconltd.com](http://www.polyconltd.com)



## POLYCON INTERNATIONAL LIMITED

**Registered office:** C-98, Jagan Path, Chomu House, C-Scheme, Jaipur-302001

Tel : 0141-2363048, 2363049, 2377046

e-mail : guptag@polycon.in Website : www.polyconltd.com

CIN : L28992RJ1991PLC006265

### NOTICE

NOTICE is hereby given that the **Twenty-ninth** Annual General Meeting of the Members of **POLYCON INTERNATIONAL LIMITED** will be held, on Wednesday, the 30<sup>th</sup> Day of September, 2020 at 2.00 P.M. through video conferencing (VC) / Other Audio Visual Means (OAVM) to transact the following business:-

#### ORDINARY BUSINESS

##### 1. ADOPTION OF FINANCIAL STATEMENTS

To receive, consider and adoption of Audited Financial Statements of the company for the year ended 31<sup>st</sup> March, 2020, together with the Reports of Board and Auditors thereon.

##### 2. RE- APPOINTMENT OF MR. VARUN BAID AS DIRECTOR, LIABLE TO RETIRE BY ROTATION.

To appoint a Director in place of Mr. Varun Baid (DIN: 08268396) who retires by rotation and being eligible, offers himself for Re- appointment

#### Regd. Office :

C-98, Jagan Path,  
Chomu House,  
C-Scheme,  
Jaipur-303001 (Raj)

Place : Jaipur

Date : 14.08.2020

#### By order of the Board

**CS Gajanand Gupta**

CFO & Company Secretary  
(Membership NO:  
FCS 3913)

#### NOTES :

- The information require pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 read with Secretarial Standard 2 issued by the ICSI, regarding the Director seeking reappointment in the ensuing AGM is as under :-

Name of the Director	Mr. Varun Baid
DIN	08268396
Date of Birth	17.12.1986
Date of first Appointment	30.10.2018
Designation	Executive Director
Terms and conditions of reappointment	Executive Director liable to retire by rotation
Qualification	B.Tech
Expertise in specific Functional Areas	Manufacturing & Production Management for more than 7 years
Board Meeting held & attended during the FY 2019-20	HELD - 5 ATTENDED - 5
Directorship held in other public companies	NONE
Membership / Chairmanships of committees of other	

public companies	NONE
Number of Equity Shares held in the Company as on 31 <sup>st</sup> march 2020	130000
Relationship with other directors/KMP	Son of Mr. Rajiv Baid Chairman & Managing Director of the Company

- The 29<sup>TH</sup> Annual General Meeting (AGM) to be convened through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") pursuant to General Circular numbers 14/2020, 17/2020 and 20/2020, dated 08.04.2020, 13.04.2020 and 05.05.2020 respectively, issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12.05.2020 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as 'Circulars'), which allow the companies to hold AGM through VC/OAVM, which does not require physical presence of members at a common venue. The deemed venue for the 29<sup>th</sup> AGM shall be the Registered office of the company i.e., C-98, Jagan Path, Chomu House, C-Scheme, Jaipur-302001, (Rajasthan).
- The Company has availed the services of the Central Depository Services (India) limited ('CDSL'), as the authorized agency for conducting the AGM through VC/OAVM and providing e-voting facility.
- In compliance with the aforesaid Circulars, the Notice of 29<sup>th</sup> AGM along with the Annual Report for the financial year 2019-20 is sent only through electronic mode to those Members whose E-mail addresses are registered with the Company / Depositories / RTA as on 28<sup>th</sup> August, 2020. The AGM notice and Annual Report of the Company are made available on the Company's website at www.polyconltd.com and also on the website of the Stock Exchanges where the shares of the Company have been listed viz., BSE Limited at - www.bseindia.com

The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-voting facility and e-voting system during the AGM i.e., www.evotingindia.com)

- Though a Member entitled to attend and vote at the meeting, is entitled to appoint one or more proxies (proxy need not be a member of the Company to attend and vote instead of himself / herself), the facility of appointment of Proxies is not available as the AGM is convened through VC/ OAVM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body

- corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
  7. In case of joint holders only such joint holder who is higher in the order of names will be entitled to vote during the meeting.
  8. The Register of Members and Share Transfer Books will remain closed from 26<sup>th</sup> day of September, 2020 to 30<sup>th</sup> day of September, 2020 (both days inclusive) for the purpose of AGM.
  9. As a part of the green initiatives, the Members who have not yet registered their E-mail addresses are requested to register their E-mail addresses with their DPs in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form. Upon such Registration, all communication from the Company/RTA will be sent to the registered E-mail address.
  10. Members are requested to intimate, indicating their folio number, the changes, if any, in their registered address, either to the Company's Registrar and Share Transfer Agents or to their respective Depository Participant ("DP") in case the shares are held in dematerialized form.
  11. As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's RTA. In respect of shares held in demat form, the nomination form may be filed with the respective DP. If a Member desires to cancel the earlier nomination and record fresh nomination, he/she may submit the same in Form No. SH-14.
  12. As per Regulation 40 of SEBI (LODR) Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. Hence, the Members holding shares in physical form are requested to consider converting their holdings in the dematerialized form. The Members who are desirous to convert their physical holdings into dematerialized form, may contract the Depository Participant of their choice.
  13. The Register of Directors and KMP and their shareholding and Register of contracts or arrangements in which Directors are interested maintained under Sections 170 and 189 of the Companies Act, 2013 respectively will be available electronically for inspection by the members at the AGM. All documents referred in the accompanying Notice and Statement setting out material facts will be available for electronic inspection for Members on all working days (except Holiday) between 11.00 A.M. and 1.00 P.M. (IST) up to date of 29<sup>th</sup> AGM. Members seeking to inspect such documents can send an E-mail to [info@polyconltd.com](mailto:info@polyconltd.com)
  14. Updation of Members' details: The format of the Register of Members prescribed by the MCA under the Act requires the Company/RTA to record additional details of Members, including their PAN details, E-mail address, bank details for payment of dividend, etc. Members holding shares in physical form are requested to furnish the above details to the Company or RTA. Members holding shares in electronic form are requested to furnish the details to their respective DP.
  15. Since the AGM being held through VC/OAVM, the Route Map, Attendance Slip and proxy form are not attached to this Notice.
  16. **Instructions for attending the AGM through VC /OAVM and viewing webcast of AGM:**
    - i. Shareholders will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
    - ii. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
    - iii. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
    - iv. The members can join the AGM in the VC/OAVM mode 15 minutes before and after the time scheduled for the AGM and will be available for Members on first-come first-served basis.
    - v. However, the participation of members holding 2% or more shares, promoters, Institutional Investors, Directors, key managerial personnel, chairpersons of Audit Committee, Stakeholders Relationship Committee, Nomination, Remuneration Committee and Auditors are not restricted on first come first served basis.
    - vi. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
    - vii. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their requesting advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [guptag@polycon.in](mailto:guptag@polycon.in). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [guptag@polycon.in](mailto:guptag@polycon.in). These queries will be replied to by the company suitably by email.
    - viii. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
    - ix. Members who have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, 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 or contact Mr. Nitin Kunder (022-23058738 ) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

# **17. E-VOTING**

1. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended & provision of Regulation 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 29<sup>th</sup> Annual General Meeting (AGM) by remote e-voting in respect of the businesses to be transacted at the AGM. The facility of casting votes by members using remote e-voting as well as the e-voting system on the AGM will be provided by Central Depository Services (India) Limited. (CDSL).
2. The voting period begins on September 27<sup>th</sup>, 2020 at 9.00 A.M. and ends on September 29<sup>th</sup>, 2020 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<sup>rd</sup>, 2020, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
3. Instructions for Remote e-voting are as under:-
  - (i) Shareholders who have already vote prior to the Meeting date would not be entitled to vote at the meeting.
  - (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. OR

Alternatively, if you are registered for CDSL's **EASI/ EASIEST** e-services, you can log-in at https://www.cdslindia.com from Login - Myeasiusing yourlogin credentials. Once you successfully log-in to CDSL's **EASI/ EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.
  - (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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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> </ul>

	<ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	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 ❖ 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 " The m-voting app can be downloaded from respective store. Please follow the instructions as prompted by the Mobile App while Remote 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [guptag@polycon.in](mailto:guptag@polycon.in), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

(xx) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

**4. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM/EGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

**18. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id.** [delhi@linkintime.co.in](mailto:delhi@linkintime.co.in)
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **Company/RTA email id.** [delhi@linkintime.co.in](mailto:delhi@linkintime.co.in)
19. 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, 2020.
20. Mr. Brij Kishore 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.
21. The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than 48 hours of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman.
22. The results shall be declared by the Chairman or the person authorized by the Chairman in writing and the resolutions will be deemed to have been passed on the AGM date subject to receipt of the requisite number of votes in favor thereof. Promptly after declaration of results the same shall be placed along with scrutinizer's report on the website of the Company [www.polyconltd.com](http://www.polyconltd.com) and the website of CDSL. The results shall simultaneously be communicated to BSE limited for placing the same on their website.
23. Any Member(s) who require any special assistance of any kind of the Twenty Ninth AGM are requested to send details of their special needs in writing to the Company email Id- [guptag@polycon.in](mailto:guptag@polycon.in) in at least three days before the date of the AGM.

**Regd. Office :**  
C-98, Jagan Path,  
Chomu House,  
C-Scheme, Jaipur-303001 (Raj)

**By order of the Board**  
**CS Gajanand Gupta**  
CFO & Company Secretary

Place : Jaipur  
Date : 14.08.2020