

NOTICE

Notice is hereby given that the **Twenty seventh** Annual General Meeting of the Members of **POLYCON INTERNATIONAL LIMITED** will be held at F-11, Hirawala Industrial Area, P.O.Kanota, Jaipur-303 012, Rajasthan, the Registered office of the Company, on Friday, the 28th Day of September, 2018 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, 2018, 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. Ratification of the appointment of Statutory Auditors

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 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with rules thereunder (as amended from time to time), the appointment of M/s. Tambi Ashok & Associates, Chartered Accountants (Firm Registration No. 005301C) be and is hereby ratified from the conclusion of 27th AGM till the conclusion of 31st AGM to conduct the statutory audit of the Company, without further annual ratification in subsequent AGM, at such remuneration as may be decided by Board of Directors of the Company from time to time.

Date : 13.08.2018

By order of the Board

Regd. Office :

F-11, Hirawala
Industrial Area,
P.O.Kanota, Jaipur-303012

**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 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.

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/ 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.
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 24rd day of September, 2018 to 28th day of September, 2018 (both days inclusive).
6. 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 directors proposed to be re-appointed are 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
Expertise in specific Functional Areas	Mr. K.C.Bhandari having experience of more than 25 years of business.
Terms and conditions of reappointment	Non-Executive Director liable to retire by rotation
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	None
Name of other Companies in which directorship held as on March 31, 2018	None
Chairman/Member of the Committee of the Board of other companies	None
Number of Equity Shares held in the Company as on 31 st March, 2018	NIL
Number of Board Meetings attended during the year	6
<p>7. The Notice of the AGM along with the Annual Report 2018 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</p> <p>8. 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.</p> <p>9. 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.</p> <p>10. With the aim of curbing fraud and manipulation risk in physical transfer of securities, SEBI has notified the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendments) Regulations, 2018 on June 8, 2018 to permit transfer of listed securities only in the dematerialized form with a depository. In view of the above and the inherent benefits of holding shares in electronic form, we urge the shareholders holding shares in physical form to opt for dematerialization.</p> <p>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.</p> <p>12. For shares in physical form, shareholders can register their e-mail address with the Company at 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.</p> <p>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.</p>	

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 27th 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 27th 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 25, 2018 at 9.00 A.M. and ends on September 27, 2018 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 21, 2018, 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
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - 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	<ul style="list-style-type: none"> Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first to letters of their name and the 8 digits of the sequence number in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> 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 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.
- 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 21, 2018.
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 Seventh AGM are requested to send details of their special needs in writing to the Company email ld-guptag@polycon.in at least three days before the date of the AGM.

Date : 13.08.2018
By order of the Board
Regd. Office :
 F-11, Hirawala
 Industrial Area,
 P.O.Kanota, Jaipur-303012

CS Gajanand Gupta
Finance Controller &
Company Secretary

**ANNUAL REPORT 2017-2018****PROXY FORM**
Form MGT-11**POLYCON INTERNATIONAL LIMITED**

CIN: L28992RJ1991PLC006265

Regd. Office : F-11, Hirawala Industrial Area, P.O. Kanota, Jaipur- 303012, Distt. Jaipur (Rajasthan)**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 27th Annual General Meeting (AGM) of the Company to be held on the Friday, 28th September, 2018 at 1.00 p.m. at F-11, Hirawala Industrial Area, P.O. Kanota, Jaipur-303012 and at any adjournment thereof in respect of such resolutions as are indicated overleaf :**ATTENDANCE SLIP****POLYCON INTERNATIONAL LIMITED**

CIN: L28992RJ1991PLC006265

Regd. Office : F-11, Hirawala Industrial Area, P.O. Kanota, Jaipur- 303012, Distt. Jaipur (Rajasthan)**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 27th Annual General Meeting of POLYCON INTERNATIONAL LIMITED at the Registered Office of the Company at F-11, Hirawala Industrial Area, P.O. Kanota, Jaipur-303012, on Friday, the 28th day of September, 2018 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.

**ANNUAL REPORT 2017-2018**

Resolutions No.	Resolutions	Option (✓)	
	Ordinary Business	for	against
1	Adoption of the Audited Financial Statements for the year ended 31st March, 2018 along with the Reports of Board and Auditors thereon.		
2	Appointment of a Director in place of Shri K. C. Bhandari, (DIN : 07291163) who retires by rotation and, being eligible, offers himself for re-appointment		
3	Ratification of the Appointment of Statutory Auditors.		

Signed this..... day of..... 2018.

Affix
Re.1
Revenue
Stamp

Signature of Share holder

Signature of First Proxy holder

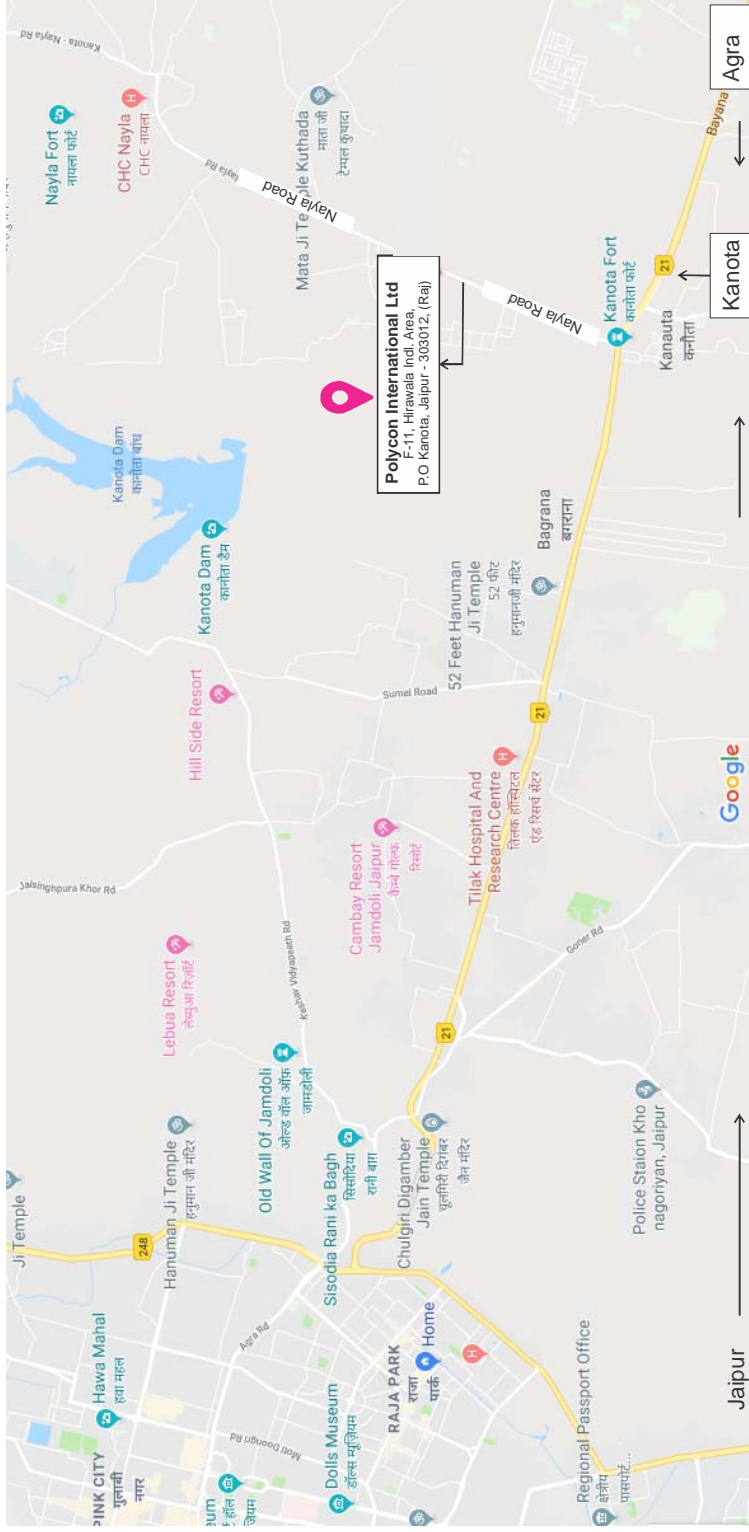
Signature of Second Proxy holder

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.

Route Map to the Venue of AGM

F-11, Hirawala Industrial Area, P.O.Kanota, Jaipur- 303012, Distt. Jaipur (Rajasthan)



If undelivered please return to :

POLYCON INTERNATIONAL LIMITED

C-98, Jagan Path, Chomu House, C-Scheme, Jaipur-302001

