

August 29, 2016

To
The Manager Listing Department
BSE Limited
27th Floor, P. J. Towers,
Dalal Street, Fort,
Mumbai – 400 001

To
The Manager Listing Department
National Stock Exchange of India Limited
Exchange Plaza, NSE Building,
Bandra- Kurla Complex, Bandra (E),
Mumbai- 400 051

Dear Sir,

Subject: Furnishing of copy of Notice for the 31st Annual General Meeting.

Please find enclosed herewith a copy of the Notice convening the 31st Annual General Meeting of the Company scheduled to be held on Thursday, September 29, 2016 at 11.00 a.m. at the Registered Office of the Company.

We are also arranging to upload above on our website: www.polyplex.com.

Thanking You,

Yours faithfully,
For Polyplex Corporation Limited


A.K. Gurnani
Company Secretary

email: akgurnani@polyplex.com

Encl: As above

Polyplex Corporation Limited
(CIN: L25209UR1984PLC011596)

B-37, Sector-1, Noida - 201 301, Distt. Gautam Budh Nagar (U.P.) India
Board: +91.120.2443716-19, Fax: +91.120.2443723 & 24 Website : www.polyplex.com
Registered Office: Lohia Head Road, Khatima - 262308, Distt. Udham Singh Nagar, Uttarakhand, India

Notice

NOTICE is hereby given that the Thirty-first Annual General Meeting of the members of Polyplex Corporation Limited will be held at the Registered Office of the Company as per following details :

Day : Thursday
Date : September 29, 2016
Time : 11.00 a.m.
Venue : Lohia Head Road, Khatima-262308,
Distt. Udham Singh Nagar, Uttarakhand

to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the Financial Year ended March 31, 2016 together with the Reports of the Auditors' and Directors' thereon and Consolidated Audited Financial Statements of the Company for the Financial Year ended March 31, 2016 together with the Report of Auditors' thereon.
2. To declare dividend for the Financial Year 2015-16.
3. To appoint a Director in place of Mr. Sanjiv Chadha (DIN: 00356187) who retires by rotation and being eligible offers himself for reappointment.
4. 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 the Companies (Audit and Auditors) Rules, 2014, M/s. Lodha & Co., Chartered Accountants, New Delhi (Firm Registration No. 301051E) be and are hereby appointed as Auditors of the Company to hold office from the conclusion of Thirty-first Annual General Meeting until the conclusion of Thirty-second Annual General Meeting of the Company, at such remuneration as may be determined by the Board of Directors of the Company based on the recommendations of the Audit Committee, in addition to reimbursement of all out of pocket expenses in connection with the audit of accounts of the Company for the Financial Year 2016-17."

SPECIAL BUSINESS

5. 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 149, 150, 152 and Schedule IV to the Companies Act, 2013 ('the Act') and other applicable provisions of the Act, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Ranjit Singh (DIN: 01651357), who was appointed as an Additional Director of the Company with effect from May 12, 2016 be and is hereby appointed as an Independent Director of the Company upto May 11, 2021."

6. 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 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of ₹3,00,000/- plus Service Tax and reimbursement of actual out of pocket expenses, payable to M/s. Sanjay Gupta & Associates (Firm Registration No. 000212), Cost Accountants, Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company pertaining to products covered by Central Excise Tariff Act Heading 3901 to 3914; 3916 to 3921; and 3925, for the Financial Year 2016-17, be and is hereby approved and ratified."

By Order of the Board
For **Polyplex Corporation Limited**

Ashok Kumar Gurnani
Company Secretary
FCS-2210

Date : August 11, 2016
Place : NOIDA

Regd. Office: Lohia Head Road,
Khatima 262308,
Distt. Udham Singh Nagar,
Uttarakhand

Polyplex Corporation Limited

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NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IN THE ABOVE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND ON A POLL, TO VOTE INSTEAD OF HIMSELF/HERSELF AND PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the Company. In case of a Member who is holding more than 10% 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 members. The instrument appointing a proxy shall be signed by the appointer or his attorney duly authorised in writing or if the appointer is a body corporate, it shall be under its seal or be signed by an officer or an attorney duly authorised by it.

2. Proxies in order to be effective should be lodged with the Company at the Registered Office at least 48 hours before the commencement of the Annual General Meeting (AGM).
3. Corporate Members intending to send their authorised representatives to attend the AGM are requested to send to the Company, a duly certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the AGM.
4. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act), relating to the Special Business to be transacted at this AGM, is annexed.
5. The Register of Members and Share Transfer Books of the Company will remain closed from September 24, 2016 to September 29, 2016 (both days inclusive).
6. In case of joint holders attending the meeting only such joint holders who are higher in the order of names shall be entitled to vote.
7. The Register of Directors and Key Managerial Personnel

and their shareholding maintained under Section 170 of the Act, will be available for inspection by the Members at the Registered Office of the Company during the business hours except on holidays upto and including the date of AGM.

8. The Register of Contracts or Arrangements in which directors are interested, maintained under Section 189 of the Act, will be available for inspection by the Members at the Registered Office of the Company and at the AGM.
9. The dividend declared at the meeting will be made payable on or after September 29, 2016 to those Members, whose names are on the Register of Members as Beneficial Owners as at the end of business on September 23, 2016 as per the lists to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form and as Members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company on or before September 23, 2016.
10. Pursuant to Section 205C of the Companies Act, 1956/ Section 124(5) of the Companies Act, 2013, amount of unpaid / unclaimed dividends upto Financial Year 2007-08 have been transferred to Investor Education and Protection Fund (IEPF) (established by the Government of India). In respect of these transfers no claim lies against the Company.
11. Pursuant to Section 205C of the Companies Act, 1956/ Section 125 of the Act, all unpaid dividends which have remained unclaimed for a period of seven years from the date they became due for payment, are required to be transferred to the Investor Education and Protection Fund (IEPF) (established by the Government of India). Shareholders are advised in their own interest to claim the unclaimed dividend for the Financial Year 2008-09 onward, details whereof are given hereunder from the Company failing which all unclaimed dividends shall be transferred to the IEPF within the time prescribed under the law.

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Financial Year	Dividend	Dividend per share of the face value of ₹10/- each	Declared on/ Record Date
2008-09	70% Final	₹7/-	30.09.2009
2009-10	80% Final	₹8/-	25.09.2010
2010-11	60% Interim	₹6/-	16.11.2010
2010-11	70% Final	₹7/-	28.09.2011
2011-12	40% Final	₹4/-	28.09.2012
2012-13	30% Final	₹3/-	30.09.2013
2013-14	20% Final	₹2/-	29.09.2014
2014-15	25% Final	₹2.50	28.09.2015

The Company has uploaded the details of unpaid/unclaimed dividend lying with the Company as on 28th September, 2015 (date of previous AGM) on the website of the Company (www.polyplex.com) and on the website of the Ministry of Corporate Affairs (MCA) along with Form 5 INV.

12. Members are requested to register their e-mail addresses with the Company/ Registrar & Transfer Agent and Beneficial Owners of shares are requested to update their email addresses with their respective depository participants for receiving the Report and Accounts, Notices etc. in electronic mode, as a measure of support to the Green Initiative in Corporate Governance of the Ministry of Corporate Affairs, Government of India.
13. a) Members holding shares in physical form are requested to notify to the Company/RTA for change/ correction in their address quoting their folio number.
- b) Members holding shares in dematerialized form are requested to notify to their Depository Participant, change/ correction in their address/ Bank Account particulars etc., as the Company uses the information provided by the Depositories in respect of shares held in demat form.

14. Nomination Facility: Section 72 of the Act, extends the nomination facility to individual shareholders of the Company. Therefore, the shareholders holding share certificates in physical form and willing to avail this facility may make nomination in Form SH 13, (available on Company's website www.polyplex.com) which may be sent on request. However, in case of demat holdings, the shareholders should approach their respective Depository Participants for making nominations.
15. Details required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2, in respect of Directors seeking appointment/ reappointments at the AGM are separately annexed hereto.
16. E-Voting: Pursuant to Section 108 of the Act read with Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility to the Members to cast their votes electronically on all resolutions set forth in this notice. The Company has fixed September 22, 2016 as "cut-off" date to record the entitlement of shareholders to cast their votes on the agenda items of the 31st Annual General Meeting (AGM). E-voting on the agenda items of AGM will take place from September 25, 2016 to September 28, 2016. Members who cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again. Members as on aforesaid cut-off date who are unable to cast their vote electronically would be entitled to cast their vote at the AGM. A separate enclosure, which forms an integral part of this notice, giving detailed procedure and instructions for e-voting is enclosed.
17. A route map and prominent land mark for easy location to the venue of AGM is given at the end of this notice.

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Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act) in respect of Special Business set out in the Notice.

Item No. 5

The Board of Directors of the Company at their meeting held on May 12, 2016, on the recommendations of the Nomination and Remuneration Committee, co-opted Mr. Ranjit Singh aged about 59 years as an Additional Director on the Board of the Company in the Independent Directors' category, in compliance with the requirements of Companies Act, 2013 (the Act) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with respect to appointment of an Independent Director on the Board.

Mr. Ranjit Singh is B.E. (Mechanical) from BITS, Pilani and PGDM from IIM, Ahmedabad.

His last employment was with Kalpataru Power Transmission Limited as Managing Director from November 1, 2012 to May 31, 2015.

Prior to his employment with aforesaid company, Mr. Ranjit Singh had been working with the Company from 1996 to October 31, 2012, in different capacities including as Chief Operating Officer/ Whole Time Director from July 13, 2007 to October 31, 2012.

In terms of Article 117 of Articles of Association of the Company and Section 161(1) of the Act he holds office upto the date of ensuing Annual General Meeting. The Company has received a notice under Section 160 of the Act alongwith deposit of requisite amount proposing the candidature of Mr. Ranjit Singh as an Independent Director at the ensuing Annual General Meeting.

Mr. Ranjit Singh has consented to be reappointed as Director and has furnished his affirmation to the Code of Independent Directors as prescribed under Schedule IV of the Act.

Mr. Ranjit Singh is proposed to be appointed as Non-Executive

Independent Director upto May 11, 2021.

In the opinion of the Board, Mr. Ranjit Singh fulfills the conditions specified in the Act and Rules made thereunder for the proposed appointment.

Information required by the SEBI (LODR) Regulations, 2015 is given separately.

Mr. Ranjit Singh does not hold any shares in his name in the Company.

Except Mr. Ranjit Singh, none of the Directors, Key Managerial Personnel or their relatives are financially or otherwise concerned or interested in this resolution.

Your directors accordingly commend this resolution for the approval of the Members.

Item No. 6

The Board of Directors, on the recommendations of the Audit Committee, have approved the appointment of M/s. Sanjay Gupta & Associates, Cost Accountants, as Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year 2016-17 at the remuneration provided in the said resolution.

As provided in Section 148 of the Act, read with Companies (Audit and Auditors) Rules, 2014 the remuneration payable to the Cost Auditors has to be ratified by the members of the Company.

None of the Directors or Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

Yours directors accordingly commend this resolution for the approval of the Members.

By Order of the Board
For **Polyplex Corporation Limited**

Ashok Kumar Gurnani
Company Secretary
FCS-2210

Date : August 11, 2016
Place : NOIDA

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Notes on Directors seeking appointment / re-appointment pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015 and additional information required by Secretarial Standard -2 (SS-2) is as under.

Particulars/ Names	Mr. Sanjiv Chadha	Mr. Ranjit Singh
Date of Birth	03-Sep-1956	14-Sep-1957
Date of Appointment	17-Jun-2005	12-May-2016
Qualification	B.Arch (IIT-KGP), M.S.(Arch), Illinois, USA	B.E. (Mech.), PGDM (IIM-Ahm)
Expertise in specific functional areas	General Management	General Management.
Directorship of other companies (excluding Foreign Companies and Section 8 Companies)	Nil	Nil
Chairmanship/ Membership of Committees of other Public Companies :		
Audit Committee	N.A.	N.A.
Nomination and Remuneration Committee	N.A.	N.A.
Stakeholders Relationship Committee	N.A.	N.A.
Number of shares held in the company in his own name	4,000	Nil
Number of Board Meetings attended during 2015-16	3 out of 5	N.A.
Remuneration last drawn	N.A.	N.A.
Directors' inter se relationship with other Directors/Key Managerial Personnel	Not related to any other Director or KMP	Not related to any other Director or KMP

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PROCEDURE AND INSTRUCTIONS FOR E-VOTING

The procedure and instructions for e-voting are as follows:

I. In case of members receiving e-mail:

- Open your web browser during the voting period and navigate to 'https://evoting.karvy.com'
- Enter the login credentials (i.e., user-id & password) mentioned in email forwarded through the electronic notice. Your Folio No./DP Client ID will be your User-ID.

User – ID	For Members holding shares in Demat Form:- a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- • Event No. followed by Folio Number registered with the Company
Password	Your Unique password is mentioned on the email forwarded through the electronic notice.
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- After entering these details appropriately, click on "LOGIN".
- Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc). Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Computershare Private Limited e-Voting platform. System will prompt you to change your password and update any contact details like mobile number, email ID etc on first login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to

share your password with any other person and take utmost care to keep your password confidential.

- You need to login again with the new credentials.
- On successful login, system will prompt to select the E-Voting Event Number (EVEN)/'Event No.' for Polyplex Corporation Limited.
- If you are holding shares in Demat form and had logged on to "https://evoting.karvy.com" and casted your vote earlier for any company, then your exiting login id and password are to be used.
- On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) as on Cut-off date under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the shareholder do not wants to cast, select 'ABSTAIN'.
- 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.
- Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote or cast the vote again. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- Corporate/Institutional Members (corporate/FIs/FILs/Trust/Mutual Funds/Banks, etc.) are required to send scan (PDF format) of the relevant Board Resolution etc. to the Scrutinizer through e-mail at info@csrms.com with a copy to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format "Polyplex_EVEN No. 2589".
- Members can cast their vote online from September 25, 2016 (from 9.00 a.m. IST) to September 28, 2016 (upto 5.00 p.m. IST). The e-voting module shall be disabled by Karvy thereafter.

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II. In case of members receiving the physical copy:

- i) User-ID and initial password are provided on the attendance slip.
- ii) Please follow steps as mentioned above.

Notes:

- a) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") for Shareholders and e-voting user manual for Shareholders available at download section of 'https://evoting.karvy.com' or contact Mr. Varghese P.A. of Karvy Computershare Private Limited, at 040-67162222 or at Tel. No. 1-800-3454-001 (Toll free).
- b) The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company, as on the cut-off date, being Thursday, September, 22, 2016.
- c) Any person who acquires shares of the Company and becomes a shareholder of the Company after dispatch of the Notice of Annual General Meeting and holds shares as on the cut-off date i.e. September 22, 2016 may obtain the User-ID and password in the manner as mentioned below:
 - i) If the mobile number of the member is registered against Folio No./ DPID Client ID, the member may send SMS:

MYEPWD<space> E-Voting Event Number +Folio no. or DPID Client ID to +91-9212993399

Example for NSDL:
MYEPWD<SPACE>IN12345612345678

Example for CDSL:
MYEPWD<SPACE>1402345612345678

Example for Physical:
MYEPWD<SPACE>XXXX1234567890
 - ii) If e-mail address or mobile number of the member is registered against Folio No. / DPID Client ID, then on the home page of https://evoting.karvy.com, the member may click "Forgot Password" and enter Folio No. or DPID Client ID and PAN to generate a password.
 - iii) Member may Call Karvy's Toll free number 1-800-3454-001

- iv) Member may send an e-mail request to evoting@karvy.com
- v) If the member is already registered with Karvy for e-voting, he can use his existing User-ID and password for casting the vote through e-voting.
- d) A member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
- e) The Board of Directors has appointed Mr. Ravi Sharma, Partner of M/s. R S M & Co., Company Secretaries, New Delhi as Scrutinizer, to scrutinize the physical voting and e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same.
- f) The Scrutinizer(s) shall immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least 2 (two) witnesses not in the employment of the Company. The Scrutinizer(s) shall submit a consolidated Scrutinizers' Report of the total votes cast in favour or against, if any, not later than 3 (three) days of conclusion of the meeting to the Chairman or a person authorized by him in writing who shall countersign the same. The Chairman or any other person authorized by him in writing shall declare the results of the voting forthwith.
- g) The Results on resolutions shall be declared on or after the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.
- h) The Results declared along with the Scrutinizers' Report shall be placed on the Company's website **www.polyplex.com** and on the website of Karvy immediately after the results are declared by the Chairman or any other person authorized by him. The Company shall, simultaneously, forward the results to the concerned stock exchanges where its equity shares are listed.

Polyplex Corporation Limited

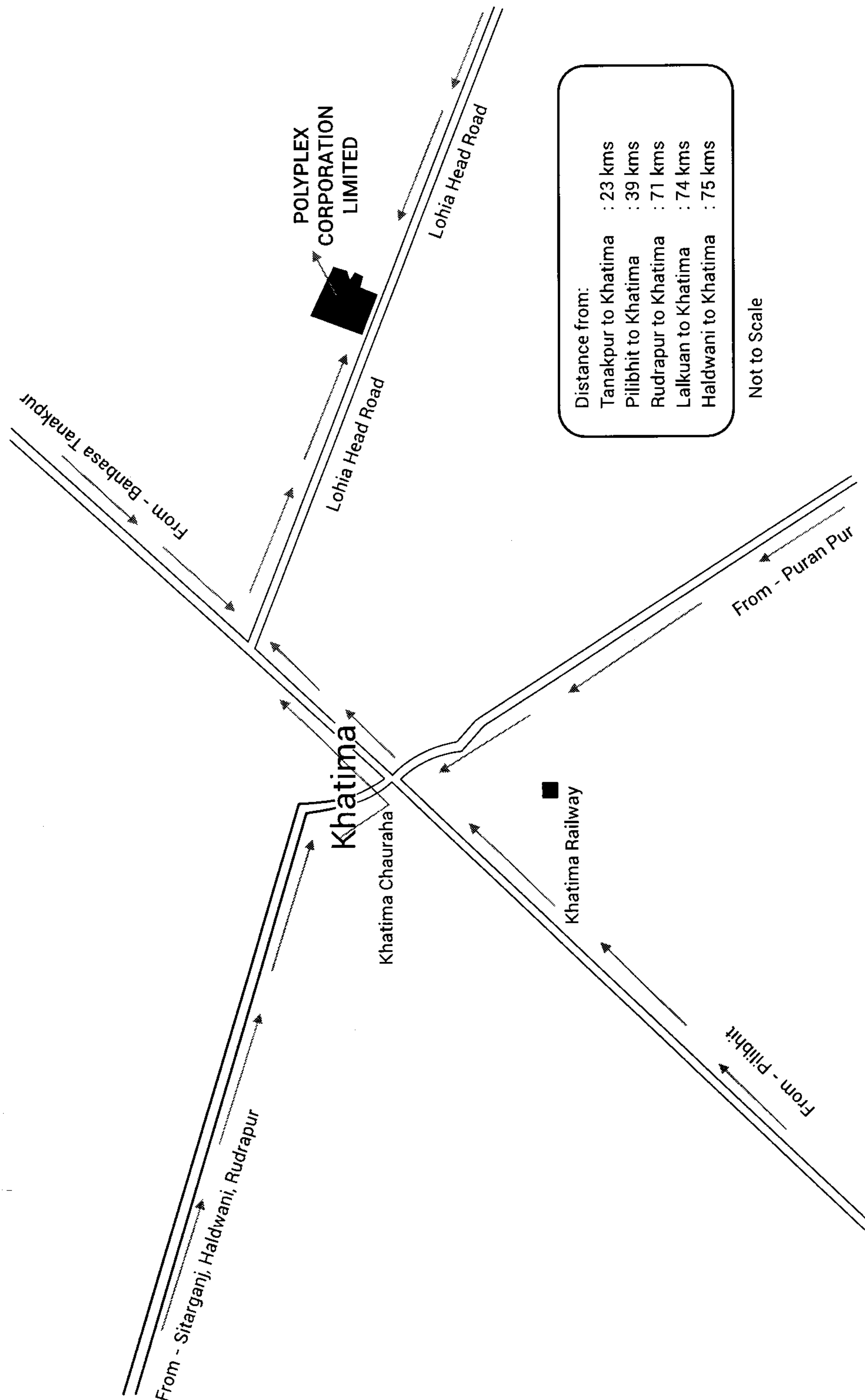
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THIRTY-FIRST ANNUAL GENERAL MEETING Thursday, September 29, 2016, at 11:00 a.m.

Form No. MGT-11 PROXY FORM

*[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014]*

1. Name(s) of Member(s) including joint holders, if any :	
2. Registered address of the sole / first named Member :	
3. E-mail ID :	
4. DP ID No. & Client ID No./ Registered Folio No. :	

I / We, being the Member(s), holding _____ shares of Polyplex Corporation Limited, hereby appoint

(1) Name: _____ Address: _____

E-mail ID: _____ Signature: _____, or failing him/her

(2) Name: _____ Address: _____

E-mail ID: _____ Signature: _____, or failing him/her

(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 31st Annual General Meeting (AGM) of the Company to be held on Thursday, September 29, 2016, at 11:00 a.m. at the Registered Office of the Company at Lohia Head Road, Khatima- 262 308, Distt. Udham Singh Nagar, Uttarakhand and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business	
1.	Adoption of Standalone and Consolidated Financial Statements for the Financial Year ended March 31, 2016, and the Reports of the Directors' and Auditors' thereon.
2.	Declaration of Dividend for the Financial Year 2015-16.
3.	Re-appointment of Mr. Sanjiv Chadha (DIN: 00356187) who retires by rotation and, being eligible, offers himself for re-appointment.
4.	Re-appointment of M/s. Lodha & Co., Chartered Accountants (Firm Registration Number: 301051E), as Auditors.
Special Business	
5.	Appointment of Mr. Ranjit Singh (DIN: 01651357) as an Independent Director.
6.	Ratification of remuneration to M/s. Sanjay Gupta & Associates (Firm Registration No. 000212), Cost Accountants as Cost Auditor for the Financial Year 2016-17.

Signed this _____ day of September, 2016

Signature of the Member(s) _____

Signature of Proxy holder(s) _____

Affix
Revenue
Stamp

Note:

1. 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.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Thirty First Annual General Meeting.
3. Please complete all the details including details of member(s) in above box before submission.