

October 1, 2014

To

The Manager, Listing Department, The National Stock Exchange of India Ltd., Exchange Plaza, NSE Building Bandra Kurla Complex, Bandra East, Mumbai 400 051 Fax : 022-26598237, 022-26598238 Email : cmlist@nse.co.in	The General Manager - Listing Department, BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001 Fax : 022-22722041, 022-22723719 Email : corp.compliance@bseindia.com
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Dear Sir,

Sub : **Clause 31(d)** – Furnishing of copy of proceedings of Annual General Meeting (AGM) held on Monday, September 29, 2014

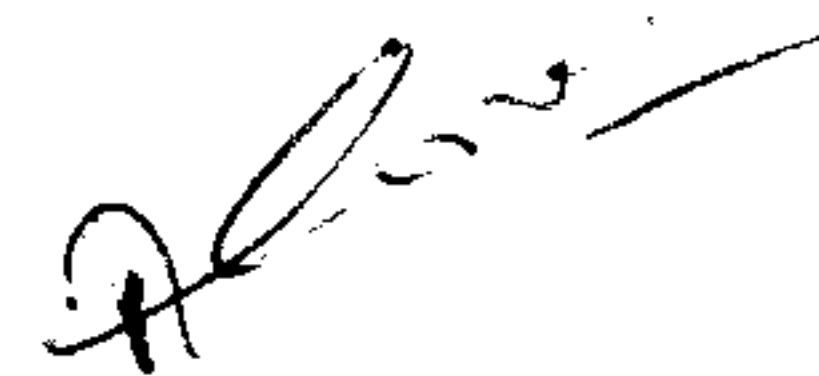
This is to inform you that 29th Annual General Meeting of the members of the Company was held on Monday, September 29, 2014 at 11.00 a.m. at the Registered Office of the Company at which the requisite quorum was present.

At the aforesaid AGM following business was transacted by way of e-voting (during 23.9.2014 and 25.9.2014) and Poll on 29.9.2014, and based on the report of the Scrutinizer, following items of the agenda contained in the Notice of AGM, have been passed with requisite majority:

Ordinary Business:

1. Adoption of Audited Balance Sheet as at March 31, 2014 and the Profit & Loss Statement for the year ended on that date together with the Reports of the Directors' and Auditors' thereon, by way of Ordinary Resolution.
2. Declaration of Dividend @ 20% (Rs.2/- on each equity share of the face value of Rs.10/-), by way of Ordinary Resolution.
3. Appointment of Mr. Sanjiv Chadha (DIN : 00356187) as Director liable to retire by rotation, by way of Ordinary Resolution.
4. Appointment of M/s. Lodha & Co., Chartered Accountants, (FRN. 301051E) as Auditors of the Company to hold office from the conclusion of 29th Annual General Meeting to the conclusion of next Annual General Meeting with the authority to the Board of Directors to fix their remuneration by way of Ordinary Resolution.

Contd....2



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

- : 2 : -

Special Business :

5. Appointment of Mr. Brij Kishore Soni (DIN : 00183432) as an Independent Director upto March 31, 2019, by way of Ordinary Resolution.
6. Appointment of Mr. Jitender Balakrishnan (DIN : 00028320) as an Independent Director upto March 31, 2019, by way of Ordinary Resolution.
7. Appointment of Dr. Suresh Inderchand Surana (DIN : 00009757) as an Independent Director upto March 31, 2019, by way of Ordinary Resolution.
8. Authority to Board of Directors to borrow money(ies) upto Rs.1500 Crores, pursuant to Section 180(1)(c) of the Companies Act, 2013, by way of Special Resolution.
9. Authority to Board of Directors to create charge on the properties of the Company to secure borrowings upto Rs.1500 Crores, pursuant to Section 180(1)(a) of the Companies Act, 2013, by way of Special Resolution.

Report on e-voting and on Poll received from Scrutinizer is being sent separately.

Thanking you,

Yours faithfully,
For Polyplex Corporation Limited


Ashok Kumar Gurnani
Company Secretary

Email : akgurnani@polyplex.com

Polyplex Corporation Limited

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October 1, 2014

To

The Manager, Listing Department, National Stock Exchange of India Ltd., Exchange Plaza, NSE Building Bandra Kurla Complex, Bandra East Mumbai 400 051	The Manager - Listing Department, BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street Fort, Mumbai 400 001
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Dear Sir,

Subject: Clause 35A of the Listing Agreement

Polyplex Corporation Limited: Scrip Code: BSE 524051 & NSE: POLYPLEX

With reference to Annual General Meeting (AGM) of the Company, We furnish below a report under Clause 35A of the Listing Agreement for your information and records.

Date of the AGM	September 29, 2014
Total number of shareholders on record date	15,207
Number of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	6 (including 2 proxies) 30 (including 4 proxies)
Number of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	Nil Nil
Number of Shareholders voted through e-voting Promoters and Promoter Group: Public:	6 (4 members also attended AGM) 24 (3 members also attended AGM)

(Agenda-wise)

The Mode of Voting for all the Resolutions was:

- (1) E-voting conducted between September 23, 2014 [8.00 AM] to September 25, 2014 [7.00 PM], and
- (2) Poll conducted at the AGM.

Polyplex Corporation Limited

(CIN: L25209UR1984PLC011596)



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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

Resolution 1	Adoption of Accounts for the Financial Year ended March 31, 2014, and the Reports of the Directors' and Auditors' thereon. (Ordinary Resolution)
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Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of Invalid Votes
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(8)
Promoter and Promoter Group	15010534	15006534	99.973%	15006534	0	100.00%	0.00%	0
Public – Institutional holders	1891060	1799311	95.148%	1786910	0	99.31%	0.00%	12401
Public-Others	15083006	270187	1.791%	269987	0	99.93%	0.00%	200
Total	31984600	17076032	53.388%	17063431	0	99.93%	0.00%	12601

Resolution 2	Declaration of Dividend @ Rs. 2/- per share on Equity Shares for the Financial Year ended March 31, 2014. (Ordinary Resolution)
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Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of Invalid Votes
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(8)
Promoter and Promoter Group	15010534	15006534	99.973%	15006534	0	100.00%	0.00%	0
Public – Institutional holders	1891060	1799311	95.148%	1786910	0	99.31%	0.00%	12401
Public-Others	15083006	270187	1.791%	269987	0	99.93%	0.00%	200
Total	31984600	17076032	53.388%	17063431	0	99.93%	0.00%	12601

Resolution 3	Re-appointment of Mr. Sanjiv Chadha (DIN: 00356187) who retires by rotation and, being eligible, offers himself for re-appointment. (Ordinary Resolution)
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Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of Invalid Votes
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(8)
Promoter and Promoter Group	15010534	15006534	99.973%	15006534	0	100.00%	0.00%	0
Public – Institutional holders	1891060	1799311	95.148%	1744603	42307	96.96%	2.35%	12401
Public-Others	15083006	270187	1.791%	269987	0	99.93%	0.00%	200
Total	31984600	17076032	53.388%	17021124	42307	99.68%	0.25%	12601



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Resolution 4	Re-appointment of M/s. Lodha & Co., Chartered Accountants (Firm Registration Number: 301051E), as Auditors. (Ordinary Resolution)
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Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of Invalid Votes
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(8)
Promoter and Promoter Group	15010534	15006534	99.973%	15006534	0	100.00%	0.00%	0
Public – Institutional holders	1891060	1776963	93.967%	1764562	0	99.30%	0.00%	12401
Public-Others	15083006	270187	1.791%	269787	200	99.85%	0.07%	200
Total	31984600	17053684	53.318%	17040883	200	99.92%	0.00%	12601

Resolution 5	Appointment of Mr. Brij Kishore Soni (DIN: 00183432) as an Independent Director. (Ordinary Resolution)
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Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of Invalid Votes
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(8)
Promoter and Promoter Group	15010534	15006534	99.973%	15006534	0	100.00%	0.00%	0
Public – Institutional holders	1891060	1799311	95.148%	1764562	22348	98.07%	1.24%	12401
Public-Others	15083006	270187	1.791%	269987	0	99.93%	0.00%	200
Total	31984600	17076032	53.388%	17041083	22348	99.80%	0.13%	12601

Resolution 6	Appointment of Mr. Jitender Balakrishnan (DIN: 00028320) as an Independent Director. (Ordinary Resolution)
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Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of Invalid Votes
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(8)
Promoter and Promoter Group	15010534	15006534	99.973%	15006534	0	100.00%	0.00%	0
Public – Institutional holders	1891060	1799311	95.148%	1744603	42307	96.96%	2.35%	12401
Public-Others	15083006	270187	1.791%	269987	0	99.93%	0.00%	200
Total	31984600	17076032	53.388%	17021124	42307	99.68%	0.25%	12601



Resolution 7	Appointment of Dr. Suresh Inderchand Surana (DIN: 00009757) as an Independent Director. (Ordinary Resolution)
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Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of Invalid Votes
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(8)
Promoter and Promoter Group	15010534	15006534	99.973%	15006534	0	100.00%	0.00%	0
Public – Institutional holders	1891060	1799311	95.148%	1744603	42307	96.96%	2.35%	12401
Public-Others	15083006	270187	1.791%	269987	0	99.93%	0.00%	200
Total	31984600	17076032	53.388%	17021124	42307	99.68%	0.25%	12601

Resolution 8	Authority to Board of Directors to borrow upto Rs. 1,500 Crores, pursuant to Section 180(1)(c) of the Companies Act, 2013, (Special Resolution)
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Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of Invalid Votes
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(8)
Promoter and Promoter Group	15010534	15006534	99.973%	15006534	0	100.00%	0.00%	0
Public – Institutional holders	1891060	1799311	95.148%	1786910	0	99.31%	0.00%	12401
Public-Others	15083006	270187	1.791%	269587	400	99.78%	0.15%	200
Total	31984600	17076032	53.388%	17063031	400	99.92%	0.00%	12601


Resolution 9	Authority to Board of Directors to create charge on the properties of the Company pursuant to Section 180(1)(a) of the Companies Act, 2013, (Special Resolution)
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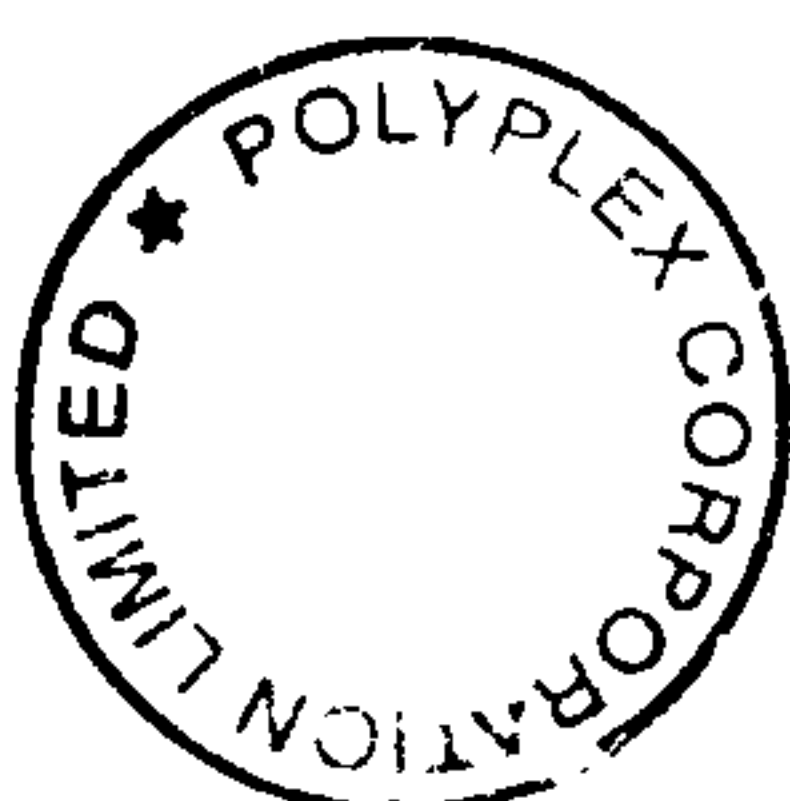
Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of Invalid Votes
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(8)
Promoter and Promoter Group	15010534	15006534	99.973%	15006534	0	100.00%	0.00%	0
Public – Institutional holders	1891060	1799311	95.148%	1786910	0	99.31%	0.00%	12401
Public-Others	15083006	270187	1.791%	269787	200	99.85%	0.07%	200
Total	31984600	17076032	53.388%	17063231	200	99.93%	0.00%	12601

Report of Scrutinizer Mr. Ravi Sharma, Partner, RSM & Co. Company Secretaries, on e-voting and poll is also enclosed.

Thanking you,

Yours faithfully,
For Polyplex Corporation Limited


A.K. Gurnani
Company Secretary
Encl : as above.



R S M & CO.

COMPANY SECRETARIES

D-63, JFF COMPLEX,
JHANDEWALAN, NEW DELHI 110 055
PHONE 011 236 238 13, 9911919008
Email. info@csrsm.com, ravi@csrsm.com

COMBINED SCRUTINIZER'S REPORT FOR E-VOTING & POLL
FOR
POLYPLEX CORPORATION LIMITED

To,

The Chairman of 29th Annual General Meeting of Members of
POLYPLEX CORPORATION LIMITED
Registered Office: Lohia Head Road, Khatima 262308,
Distt. Udham Singh Nagar, Uttarakhand

**Subject: Passing of Resolution through e Voting and poll conducted at the
Annual General Meeting (AGM) of POLYPLEX CORPORATION LIMITED
held on Monday, September 29, 2014.**

Dear Sir,

I, Ravi Sharma, PCS, holding Membership Number FCS 4468 and Certificate of Practice Number-3666 Partner of RSM & Co. Company Secretaries, having office at D-63, JFF Complex, Jhandewalan, New Delhi 110 055 was appointed by the Board of Directors of **POLYPLEX CORPORATION LIMITED** as a Scrutinizer for conducting the e-voting and for the purpose of the Poll taken on the below mentioned resolution(s), at the Annual General Meeting of the Company to be held on Monday, September 29, 2014.

The Company has appointed Central Depository Services Limited (CDSL) as the Service Provider, for extending the facility for the electronic voting to the shareholder from Wednesday, 23rd September 2014 [8.00 AM] to 25th September 2014 [7.00 PM]. The E voting results were unblocked by me on 28th September 2014 in the presence of two witnesses. For further details kindly refer my Scrutinizer report dated 28th September 2014 attached herewith.

At the AGM, it was facilitated to the members present in the meeting who could not participate in the e-voting cast their votes through poll process. For details kindly refer to my Scrutinizer report in MGT 13 dated September 30, 2014.



The consolidated result of the E-voting together with that of the Poll is as under:

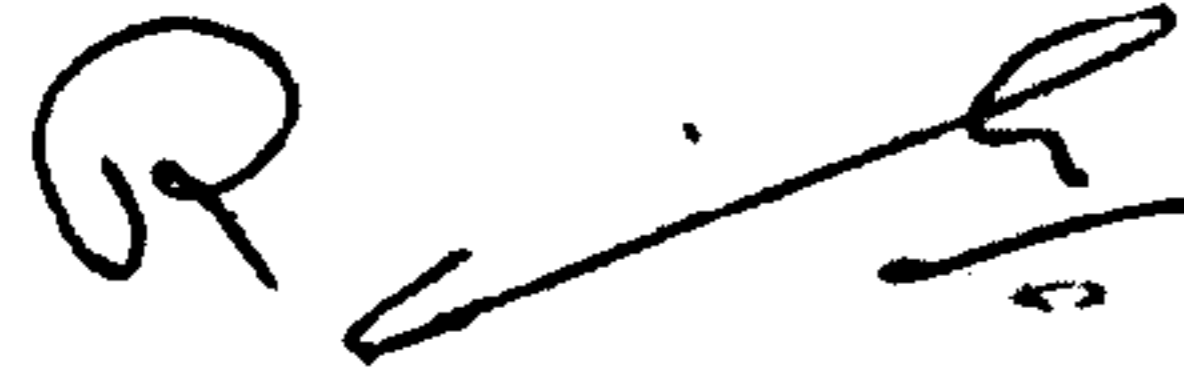
Resolution No	Subject matter of the Resolution	Mode of Voting	Voted in Favour of the Resolution			Voted in against the Resolution			Invalid votes	
			Number of members voted through e voting and Poll	Number of votes cast (Shares) by them	% of total number of valid votes cast	Number of members voted through e voting and Poll	Number of votes cast (Shares) by them	% of total number of valid votes cast	Number of members voted through e voting and Poll whose votes were declared	Number of votes cast (Shares) by them
1	Adoption of Accounts for the Financial Year ended March 31, 2014, and the Reports of the Directors' and Auditors' thereon. (Ordinary Resolution)	E Voting	30	17057069	100.000%	0	0	0	0	0
		Poll (including Proxies)	27	6362	100.000%	0	0	0	2	12601
		Total	57	17063431	100.000%	0	0	0	2	12601
2	Declaration of Dividend @ Rs. 2/- per Equity Share for the Financial Year ended March 31, 2014. (Ordinary Resolution)	E Voting	30	17057069	100.000%	0	0	0	0	0
		Poll (including Proxies)	27	6362	100.000%	0	0	0	2	12601
		Total	57	17063431	100.000%	0	0	0	2	12601
3	Re-appointment of Mr. Sanjiv Chadha (DIN: 00356187) who retires by rotation and, being eligible, offers himself for re-appointment. (Ordinary Resolution)	E Voting	26	17018162	99.772%	4	38907	0.228%	0	0
		Poll (including Proxies)	26	2962	46.558%	1	3400	53.442%	2	12601
		Total	52	17021124	99.752%	5	42307	0.248%	2	12601
4	Re-appointment of M/s. Latha & Co., Chartered Accountants (Firm Registration Number: 301051E), as Auditors. (Ordinary Resolution)	E Voting	28	17034521	99.999%	1	200	0.001%	0	0
		Poll (including Proxies)	27	6362	100.000%	0	0	0.000%	2	12601
		Total	55	17040883	99.999%	1	200	0.001%	2	12601
5	Appointment of Mr. Brij Kishore Soni (DIN: 00183432) as an Independent Director. (Ordinary Resolution)	E Voting	29	17034721	99.869%	1	22348	0.131%	0	0
		Poll (including Proxies)	27	6362	100.000%	0	0	0.000%	2	12601
		Total	56	17041083	99.869%	1	22348	0.131%	2	12601
6	Appointment of Mr. Jitender Balakrishnan (DIN: 00028320) as an Independent Director. (Ordinary Resolution)	E Voting	26	17018162	99.772%	4	38907	0.228%	0	0
		Poll (including Proxies)	26	2962	46.558%	1	3400	53.442%	2	12601
		Total	52	17021124	99.752%	5	42307	0.248%	2	12601
7	Appointment of Dr. Suresh Inderchand Surana (DIN: 00009757) as an Independent Director. (Ordinary Resolution)	E Voting	26	17018162	99.772%	4	38907	0.228%	0	0
		Poll (including Proxies)	26	2962	46.558%	1	3400	53.442%	2	12601
		Total	52	17021124	99.752%	5	42307	0.248%	2	12601
8	Authority to Board of Directors to borrow upto Rs. 1,500 Crores, pursuant to Section 180(1)(c) of the Companies Act, 2013, (Special Resolution)	E Voting	28	17056669	99.998%	2	400	0.002%	0	0
		Poll (including Proxies)	27	6362	100.000%	0	0	0.000%	2	12601
		Total	55	17063031	99.998%	2	400	0.002%	2	12601
9	Authority to Board of Directors to create charge on the properties of the Company pursuant to Section 180(1)(e) of the Companies Act, 2013, (Special Resolution)	E Voting	29	17056869	99.999%	1	200	0.001%	0	0
		Poll (including Proxies)	27	6362	100.000%	0	0	0.000%	2	12601
		Total	56	17063231	99.999%	1	200	0.001%	2	12601

All the resolutions stand passed under e voting and poll with requisite majority.



I hereby confirm that I am maintaining the Register received from the Service Provider both electronically and manual, in respect of the votes cast through e-voting and poll by the shareholder of the company. I shall be arranging to hand over these records to the Chairman or such other person as authorized by him in due course as prescribed in the said Rules.

Thanking you,



(CS RAVI SHARMA)

SCRUTINIZER

PARTNER RSM & CO.

COMPANY SECRETARIES

FCS NO. 4468, C. P. No. 3666



Place : Delhi

Dated : 01.10.2014

R S M & CO.

COMPANY SECRETARIES

D-63, JFF COMPLEX,
JHANDEWALAN, NEW DELHI 110 055
PHONE 011 236 238 13, 9911919008
Email. Info@csrsm.com, ravi@csrsm.com

FORM No. MGT-13: Report of Scrutinizer(s)
[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2)
of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman of 29th Annual General Meeting of Members of
POLYPLEX CORPORATION LIMITED
Registered Office: Lohia Head Road, Khatima 262308,
Distt. Udham Singh Nagar, Uttarakhand

Polling Result: 29th ANNUAL GENERAL MEETING of the Equity Shareholders of POLYPLEX CORPORATION LIMITED held on Monday, September 29, 2014 at registered Office of the Company at Lohia Head Road, Khatima 262308, Distt. Udham Singh Nagar, Uttarakhand

Dear Sir,

I Ravi Sharma, PCS, holding Membership Number FCS 4468 and Certificate of Practice Number -3666 Partner of RSM & Co. Company Secretaries, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 29th Annual General Meeting of the Equity Shareholders of **POLYPLEX CORPORATION LIMITED**, held on Monday, September 29, 2014 at the Registered Office of the Company at Lohia Head Road, Khatima 262308, Distt. Udham Singh Nagar, Uttarakhand, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, One ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. At the meeting seven members were present who had cast their vote through e-voting.



5. The result of the Poll is as under:

Resolution 1: Adoption of Accounts for the Financial Year ended March 31, 2014, and the Reports of the Directors' and Auditors' thereon. (Ordinary Resolution)

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
27	6362	100%

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL

(III) INVALID VOTES OF THE RESOLUTION:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them
2	12601

Resolution 2: Declaration of Dividend @ Rs. 2/- per share on Equity Shares for the Financial Year ended March 31, 2014. (Ordinary Resolution).

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
27	6362	100%

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL

(III) INVALID VOTES OF THE RESOLUTION:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them
2	12601

Resolution 3: Re-appointment of Mr. Sanjiv Chadha (DIN: 00356187) who retires by rotation and, being eligible, offers himself for re-appointment. (Ordinary Resolution)



(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
26	2962	46.558%

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
1	3400	53.442%

(III) INVALID VOTES OF THE RESOLUTION:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them
2	12601

Resolution 4: Re-appointment of M/s. Lodha & Co., Chartered Accountants (Firm Registration Number: 301051E), as Auditors. (Ordinary Resolution)

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
27	6362	100%

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL

(III) INVALID VOTES OF THE RESOLUTION:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them
2	12601



Resolution 5: Appointment of Mr. Brij Kishore Soni (DIN: 00183432) as an Independent Director. (Ordinary Resolution)

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
27	6362	100%

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL

(III) INVALID VOTES OF THE RESOLUTION:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them
2	12601

Resolution 6: Appointment of Mr. Jitender Balakrishnan (DIN: 00028320) as an Independent Director. (Ordinary Resolution)

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
26	2962	46.558%

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
1	3400	53.442%

(III) INVALID VOTES OF THE RESOLUTION:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them
2	12601



Resolution 7: Appointment of Dr. Suresh Inderchand Surana (DIN: 00009757) as an Independent Director. (Ordinary Resolution)

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
26	2962	46.558%

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
1	3400	53.442%

(III) INVALID VOTES OF THE RESOLUTION:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them
2	12601

Resolution 8: Authority to Board of Directors to borrow upto Rs. 1,500 Crores, pursuant to Section 180(1)(c) of the Companies Act, 2013, (Special Resolution)

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
27	6362	100%

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL

(III) INVALID VOTES OF THE RESOLUTION:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them
2	12601



Resolution 9: Authority to Board of Directors to create charge on the properties of the Company pursuant to Section 180(1)(a) of the Companies Act, 2013, (Special Resolution)

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
27	6362	100%

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL

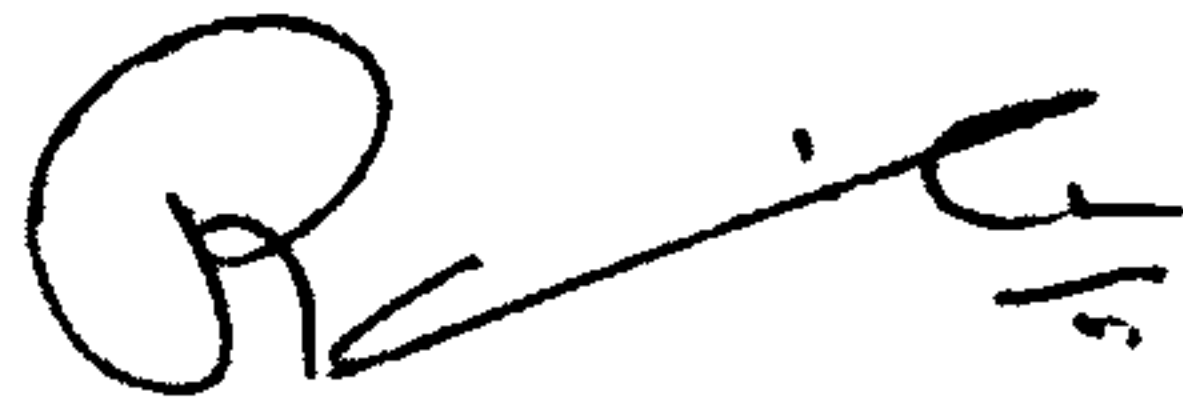
(III) INVALID VOTES OF THE RESOLUTION:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them
2	12601

The poll papers and all other relevant records were sealed and handed over to the Company Secretary of the Company, authorised by the Board for safe keeping.

Consolidated Scrutinizer Report for e-voting and poll is being sent separately.

Thanking you,



(CS RAVI SHARMA)
SCRUTINIZER
PARTNER
RSM & CO.
COMPANY SECRETARIES



FCS NO. 4468, C. P. No. 3666

Place : Delhi

Dated : 30.09.2014

R S M & CO.

COMPANY SECRETARIES

D-63, JFF COMPLEX,
JHANDEWALAN, NEW DELHI 110 055
PHONE 011 236 238 13, 9911919008
Email. Info@csrsm.com, ravi@csrsm.com

SCRUTINIZER'S REPORT

To,

The Chairman of 29th Annual General Meeting of Members of
POLYPLEX CORPORATION LIMITED
Registered Office: Lohia Head Road, Khatima 262308,
Distt. Udham Singh Nagar, Uttarakhand

**Subject: Report on the e-Voting Process for the Annual General Meeting of
POLYPLEX CORPORATION LIMITED.**

Dear Sir,

I Ravi Sharma, PCS, holding Membership Number FCS 4468 and Certificate of Practice Number - 3666 Partner of RSM & Co. Company Secretaries, with office at D-63, JFF Complex, Jhandewalan, New Delhi 110 055 was appointed by the Board of Directors of **POLYPLEX CORPORATION LIMITED** as a Scrutinizer for conducting the e-voting process for the Annual General Meeting of the Company to be held on Monday, September 29, 2014.

As Scrutinizer, I report that in compliance with the provisions of Rule 20(3) (vi) of the Companies (Management and Administration) Rule 2014, the above electronic voting remained open to the members from 23rd September 2014 [8.00 AM] to 25th September 2014 [7.00 PM]. Further the e-voting period was completed three days prior to the date of meeting, as per the above Rule.

On completion of the E-voting period, in compliance with the provisions of Rule 20(3)(xi) of the Companies (Management and Administration) Rule 2014, the votes cast under e-voting facility were then unblocked in the presence of two witnesses, who were not the employees of the Company. The names and signatures of the witnesses are given in this report.




Resolution No	Subject matter of the Resolution	Voted in Favour of the Resolution			Voted in against the Resolution			Invalid votes	
		Number of members voted in e voting	Number of votes cast (Shares) by them	% of total number of valid votes cast	Number of members voted through e voting	Number of votes cast (Shares) by them	% of total number of valid votes cast	Number of members voted through e voting whose votes were declared Invalid	Number of votes cast (Shares) by them
1	Adoption of Accounts for the Financial Year ended March 31, 2014, and the Reports of the Directors' and Auditors' thereon. (Ordinary Resolution)	30	17057069	100.000%	0	0	0	0	0
2	Declaration of Dividend @ Rs. 2/- per Equity Share for the Financial Year ended March 31, 2014. (Ordinary Resolution)	30	17057069	100.000%	0	0	0	0	0
3	Re-appointment of Mr. Sanjiv Chadha (DIN: 00356187) who retires by rotation and, being eligible, offers himself for re-appointment. (Ordinary Resolution)	26	17018162	99.772%	4	38907	0.228%	0	0
4	Re-appointment of M/s. Lodha & Co., Chartered Accountants (Firm Registration Number: 301051E), as Auditors. (Ordinary Resolution)	28	17034521	99.999%	1	200	0.001%	0	0
5	Appointment of Mr. Brij Kishore Soni (DIN: 00183432) as an Independent Director. (Ordinary Resolution)	29	17034721	99.869%	1	22348	0.131%	0	0
6	Appointment of Mr. Htender Balakrishnan (DIN: 00028320) as an Independent Director. (Ordinary Resolution)	26	17018162	99.772%	4	38907	0.228%	0	0
7	Appointment of Dr. Suresh Inderchand Surana (DIN: 00009757) as an Independent Director. (Ordinary Resolution)	26	17018162	99.772%	4	38907	0.228%	0	0
8	Authority to Board of Directors to borrow upto Rs. 1,500 Crores, pursuant to Section 180(1)(c) of the Companies Act, 2013, (Special Resolution)	28	17056669	99.998%	2	400	0.002%	0	0
9	Authority to Board of Directors to create charge on the properties of the Company pursuant to Section 180(1)(a) of the Companies Act, 2013, (Special Resolution)	29	17056869	99.999%	1	200	0.001%	0	0

In respect of resolution no. 4 one member holding 22348 numbers of shares has not voted.



You may accordingly consider the above result of e-voting for declaring the final results after considering the results of poll on above resolutions.

Thanking you,



(CS RAVI SHARMA)
SCRUTINIZER
PARTNER [RSM & CO.]
COMPANY SECRETARIES
FCS NO. 4468, C. P. No. 3666

Place : Delhi

Dated : 28.09.2014

Witnesses to the unblocking of Votes:

- | | |
|---------------------------|--------------------------------|
| 1. Ms. Suman Pandey | 2. Mr. Amit Sharma |
| D-307A, Lajpat Nagar, | D-63, JFF Complex, Jhandewalan |
| Sahibabad, Ghaziabad U.P. | New Delhi 110 055 |