

October 1, 2018

To

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| The Manager, Listing Department, National Stock Exchange of India Ltd., Exchange Plaza, NSE Building Bandra Kurla Complex, Bandra East Mumbai 400 051 Scrip Code NSE: POLYPLEX | The Manager - Listing Department, BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street Fort, Mumbai 400 001 Scrip Code BSE : 524051 |
|---|--|

Dear Sir,

Subject: Voting Results of 33rd Annual General Meeting (33rd AGM) of the Company held on September 29, 2018 pursuant to regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

Pursuant to Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the details of the Results of e-voting as well as poll conducted at the 33rd AGM of the Company held on Saturday, September 29, 2018 at 11.05 a.m. and concluded at 12.15 p.m. at the registered office of the Company, Lohia Head Road, Khatima – 262308, District Udham Singh Nagar, Uttarakhand.

All the resolutions contained in the Notice dated August 14, 2018 of the 33rd AGM of the Company were approved by the requisite majority of Shareholders through e-voting and poll conducted in this behalf.

| | |
|---|---|
| Date of the AGM | September 29, 2018 |
| Total number of shareholders on record date (i.e. September 21, 2018 Cut-off date for voting purpose) | 15,281 |
| Number of shareholders present in the meeting either in person or through proxy: | 37 (Including 6 proxies) |
| Promoters and Promoter Group: Public: | 05 (Corporate Representative) 32 (Including 6 proxies) |
| Number of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public: | Nil/ Not Applicable Nil/ Not Applicable |
| Number of Shareholders voted through e-voting: Promoters and Promoter Group: Public: | 58 09 49 |

(Agenda-wise)

The Mode of Voting for all the Resolutions was:

(1) E-voting conducted between September 26, 2018 [9.00 AM] to September 28, 2018 [5.00 PM], and

(2) Poll conducted at venue of 33rd AGM (held on Saturday, September 29, 2018).

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

Ordinary Business:

| | |
|---------------------|--|
| Resolution 1 | Adoption of: (a) Standalone Audited Financial Statements of the Company for the Financial Year ended March 31, 2018 together with the Reports of the Auditors' and Directors' thereon; and (b) Consolidated Audited Financial Statements of the Company for the Financial Year ended March 31, 2018 together with the Report of Auditors' thereon by way of Ordinary Resolution . |
|---------------------|--|

| Promoter/Public | Mode of Voting | No. of shares held | No. of valid 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 |
|--------------------------------|----------------|--------------------|---------------------------|---|------------------------|----------------------|--------------------------------------|------------------------------------|
| | | 1 | 2 | (3)=[(2)/(1)]*100 | 4 | 5 | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E- Voting | 16001534 | 15997494 | 99.975% | 15997494 | 0 | 100.00% | 0.00% |
| | Poll | | 0 | 0.000% | 0 | 0 | 0.00% | 0.00% |
| | Total | 16001534 | 15997494 | 99.975% | 15997494 | 0 | 100.00% | 0.00% |
| Public – Institutional holders | E- Voting | 2125733 | 18,87,956 | 88.814% | 1887956 | 0 | 100.00% | 0.00% |
| | Poll | | 0 | 0.000% | 0 | 0 | 0.00% | 0.00% |
| | Total | 2125733 | 1887956 | 88.814% | 1887956 | 0 | 100.00% | 0.00% |
| Public-Others# | E- Voting | 13857333 | 4308 | 0.031% | 4308 | 0 | 100.00% | 0.00% |
| | Poll | | 1431 | 0.010% | 1431 | 0 | 100.00% | 0.00% |
| | Total | 13857333 | 5739 | 0.041% | 5739 | 0 | 100.00% | 0.00% |
| Total | | 31984600 | 17891189 | 55.937% | 17891189 | 0 | 100.00% | 0.00% |

| Promoter/Public | No. of Votes Abstained | No. of Votes Invalid |
|--------------------------------|------------------------|----------------------|
| Promoter and Promoter Group | - | - |
| Public – Institutional holders | 23,224 | - |
| Public-Others | - | - |

| | |
|---------------------|---|
| Resolution 2 | Declaration of Final Dividend of Rs.5 /-per equity share for the Financial Year 2017-18, by way of Ordinary Resolution . |
|---------------------|---|

| Promoter/Public | Mode of Voting | No. of shares held | No. of valid 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 |
|--------------------------------|----------------|--------------------|---------------------------|---|------------------------|----------------------|--------------------------------------|------------------------------------|
| | | 1 | 2 | (3)=[(2)/(1)]*100 | 4 | 5 | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E- Voting | 16001534 | 15997494 | 99.975% | 15997494 | 0 | 100.00% | 0.00% |
| | Poll | | 0 | 0.000% | 0 | 0 | 0.00% | 0.00% |
| | Total | 16001534 | 15997494 | 99.975% | 15997494 | 0 | 100.00% | 0.00% |
| Public – Institutional holders | E- Voting | 2125733 | 1911180 | 89.907% | 1911180 | 0 | 100.00% | 0.00% |
| | Poll | | 0 | 0.000% | 0 | 0 | 0.00% | 0.00% |
| | Total | 2125733 | 1911180 | 89.907% | 1911180 | 0 | 100.00% | 0.00% |
| Public-Others# | E- Voting | 13857333 | 4308 | 0.031% | 4308 | 0 | 100.00% | 0.00% |
| | Poll | | 1431 | 0.010% | 1431 | 0 | 100.00% | 0.00% |
| | Total | 13857333 | 5739 | 0.041% | 5739 | 0 | 100.00% | 0.00% |
| Total | | 31984600 | 17914413 | 56.009% | 17914413 | 0 | 100.00% | 0.00% |

| Promoter/Public | No. of Votes Abstained | No. of Votes Invalid |
|--------------------------------|------------------------|----------------------|
| Promoter and Promoter Group | - | - |
| Public – Institutional holders | - | - |
| Public-Others | - | - |

Resolution 3 Reappointment of Mr. Sanjiv Chadha (DIN: 00356187) as Director liable to retire by rotation, by way of **Ordinary Resolution**.

| Promoter/Public | Mode of Voting | No. of shares held | No. of valid 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 |
|--------------------------------|----------------|--------------------|---------------------------|---|------------------------|----------------------|--------------------------------------|------------------------------------|
| | | 1 | 2 | (3)=[(2)/(1)]*100 | 4 | 5 | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E- Voting | 16001534 | 15997494 | 99.975% | 15997494 | 0 | 100.00% | 0.00% |
| | Poll | | 0 | 0.000% | 0 | 0 | 0.00% | 0.00% |
| | Total | 16001534 | 15997494 | 99.975% | 15997494 | 0 | 100.00% | 0.00% |
| Public – Institutional holders | E- Voting | 2125733 | 1911180 | 89.907% | 1466940 | 444240 | 76.76% | 0.00% |
| | Poll | | 0 | 0.000% | 0 | 0 | 0.00% | 0.00% |
| | Total | 2125733 | 1911180 | 89.907% | 1466940 | 444240 | 76.76% | 0.00% |
| Public-Others# | E- Voting | 13857333 | 4308 | 0.031% | 4308 | 0 | 100.00% | 0.00% |
| | Poll | | 1431 | 0.010% | 1431 | 0 | 100.00% | 0.00% |
| | Total | 13857333 | 5739 | 0.041% | 5739 | 0 | 100.00% | 0.00% |
| Total | | 31984600 | 17914413 | 56.009% | 17470173 | 444240 | 97.52% | 2.48% |

| Promoter/Public | No. of Votes Abstained | No. of Votes Invalid |
|--------------------------------|------------------------|----------------------|
| Promoter and Promoter Group | - | - |
| Public – Institutional holders | - | - |
| Public-Others | - | - |

Special Business:

Resolution 4 Reappointment of Mr. Pranay Kothari (DIN 00004003) as Whole Time Director designated as Executive Director and fixation of remuneration, for a term of three years w.e.f. September 7, 2018, by way of **Special Resolution**.

| Promoter/Public | Mode of Voting | No. of shares held | No. of valid 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 |
|--------------------------------|----------------|--------------------|---------------------------|---|------------------------|----------------------|--------------------------------------|------------------------------------|
| | | 1 | 2 | (3)=[(2)/(1)]*100 | 4 | 5 | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E- Voting | 16001534 | 15997494 | 99.975% | 15997494 | 0 | 100.00% | 0.00% |
| | Poll | | 0 | 0.000% | 0 | 0 | 0.00% | 0.00% |
| | Total | 16001534 | 15997494 | 99.975% | 15997494 | 0 | 100.00% | 0.00% |
| Public – Institutional holders | E- Voting | 2125733 | 1911180 | 89.907% | 1911180 | 0 | 100.00% | 0.00% |
| | Poll | | 0 | 0.000% | 0 | 0 | 0.00% | 0.00% |
| | Total | 2125733 | 1911180 | 89.907% | 1911180 | 0 | 100.00% | 0.00% |
| Public-Others# | E- Voting | 13857333 | 4308 | 0.031% | 4308 | 0 | 100.00% | 0.00% |
| | Poll | | 1431 | 0.010% | 1431 | 0 | 100.00% | 0.00% |
| | Total | 13857333 | 5739 | 0.041% | 5739 | 0 | 100.00% | 0.00% |
| Total | | 31984600 | 17914413 | 56.009% | 17914413 | 0 | 100.00% | 0.00% |

| Promoter/Public | No. of Votes Abstained | No. of Votes Invalid |
|--------------------------------|------------------------|----------------------|
| Promoter and Promoter Group | - | - |
| Public – Institutional holders | - | - |
| Public-Others | - | - |

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| Resolution 5 | Approval and ratification of remuneration payable to M/s. Sanjay Gupta & Associates, Cost Accountants (FRN: 000212) for the FY 2018-19, by way of Ordinary Resolution. |
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| Promoter/Public | Mode of Voting | No. of shares held | No. of valid 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 |
|--------------------------------|----------------|--------------------|---------------------------|---|------------------------|----------------------|--------------------------------------|------------------------------------|
| | | 1 | 2 | (3)=[(2)/(1)]*100 | 4 | 5 | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E- Voting | 16001534 | 15997494 | 99.975% | 15997494 | 0 | 100.00% | 0.00% |
| | Poll | | 0 | 0.000% | 0 | 0 | 0.00% | 0.00% |
| | Total | 16001534 | 15997494 | 99.975% | 15997494 | 0 | 100.00% | 0.00% |
| Public – Institutional holders | E- Voting | 2125733 | 1911180 | 89.907% | 1911180 | 0 | 100.00% | 0.00% |
| | Poll | | 0 | 0.000% | 0 | 0 | 0.00% | 0.00% |
| | Total | 2125733 | 1911180 | 89.907% | 1911180 | 0 | 100.00% | 0.00% |
| Public-Others# | E- Voting | 13857333 | 4308 | 0.031% | 4308 | 0 | 100.00% | 0.00% |
| | Poll | | 1431 | 0.010% | 1431 | 0 | 100.00% | 0.00% |
| | Total | 13857333 | 5739 | 0.041% | 5739 | 0 | 100.00% | 0.00% |
| Total | | 31984600 | 17914413 | 56.009% | 17914413 | 0 | 100.00% | 0.00% |


| Promoter/Public | No. of Votes Abstained | No. of Votes Invalid |
|--------------------------------|------------------------|----------------------|
| Promoter and Promoter Group | - | - |
| Public – Institutional holders | - | - |
| Public-Others | - | - |

Includes 60,000 number of equity shares in public category which are registered in favour of "Polyplex Corporation Limited-Unclaimed Suspense Account" and 93,684 number of equity shares in public category which are registered in favour of "Investor Education and Protection Fund Authority, Ministry Of Corporate Affairs" on which voting rights are frozen pursuant to Regulation 39 (4) read with Schedule VI of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Report of Scrutinizer Mr. Mahesh Kumar Rustogi, Partner, RSM & Co. Company Secretaries, is also enclosed.

Thanking you,

Yours faithfully,
For Polyplex Corporation Limited


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

akgurnani@polyplex.com

SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(ix) of the Companies (Management and Administration) Amendment Rules, 2015]

The Chairman of the 33rd Annual General Meeting
Polyplex Corporation Limited

33rd Annual General Meeting of the Members of Polyplex Corporation Limited held on Saturday, the September 29, 2018 at 11.00 A.M. at Lohia Head Road, Khatima, Distt.- Udham Singh Nagar, Uttarakhand-262308.

Dear Sir,

I, Mahesh Kumar Rustagi, Partner of RSM & Co, Company Secretaries, New Delhi, appointed by the Board of Directors of the Company at the meeting held on August 14, 2018 to act as the Scrutinizer in terms of Section 108 of the Companies Act, 2013 read with Rule 20(4)(ix) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of scrutinizing the process of remote e-voting and voting at the 33rd Annual General Meeting (AGM) of the Company in respect of the Resolutions for approval at the said AGM, do hereby submit my report as follows:-

1. All the Resolutions for approval at the AGM were transacted through remote e-voting and also voting at the AGM venue through ballot paper, for e-voting purpose the Board of Directors of the Company engaged the services of Karvy Computershare Private Limited ("KCPL").
2. Members whose names were recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. September 21, 2018 were entitled to cast their votes by remote e-voting or voting at the AGM venue.
3. Voting through remote e-voting commenced at 9.00 a.m. on September 26, 2018 and closed at 5.00 p.m. on September 28, 2018 when remote e-voting was blocked by KCPL.
4. Members of the Company present at the AGM, who did not cast their votes by remote e-voting prior to the AGM, were provided physical voting facility through ballot papers at the AGM venue.
5. After the conclusion of voting at the AGM venue, the votes cast through voting at the AGM venue and remote e-voting were unblocked on September 29, 2018 at 12.20 P.M. in the presence of 2 (two) witnesses, **Mr. Kundan Giri and Mr. Tara Singh** neither of whom are in the employment of the Company.
6. Based on the reports generated from KCPL's e-voting website www.evoting.karvy.com and on the basis of physical voting done at the venue of AGM, which I have scrutinized, the consolidated results of voting are reported as under:



ORDINARY BUSINESS**Item No. 1- Ordinary Resolution****ADOPTION OF STANDALONE AND CONSOLIDATED FINANCIAL STATEMENT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2018 AND THE REPORTS' OF THE DIRECTORS' AND AUDITORS' THEREON.**

| Voted in favour/ against/ Invalid | Remote e-voting | | Voting at the AGM venue | | Consolidated voting results | | |
|---------------------------------------|-----------------------------------|--|---|--|---|---|--|
| | Number of Members who voted | Number of Shares for which votes cast | Number of Members who voted (in person or by proxy) | Number of Shares for which votes cast | Total Number of Members who voted (in person or by proxy) | Total number of Shares for which votes cast | Percentage of votes to total number of valid votes cast |
| Voted in favour of the resolution | 57 | 17889758 | 29 | 1431 | 86 | 17891189 | 100.00 |
| Voted against the resolution | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| Total | 57 | 17889758 | 29 | 1431 | 86 | 17891189 | 100.00 |
| Invalid Votes/ Abstain from Voting | 1 | 23224 | - | - | - | - | - |

Item No. 2 - Ordinary Resolution**DECLARATION OF FINAL DIVIDEND @ RS. 5.00 PER SHARE ON EQUITY SHARES FOR THE FINANCIAL YEAR 2017-18.**

| Voted in favour/ against/ Invalid | Remote e-voting | | Voting at the AGM venue | | Consolidated voting results | | |
|---------------------------------------|-----------------------------------|--|---|--|---|---|---|
| | Number of Members who voted | Number of Shares for which votes cast | Number of Members who voted (in person or by proxy) | Number of Shares for which votes cast | Total Number of Members who voted (in person or by proxy) | Total number of Shares for which votes cast | Percentage of votes to total number of valid votes cast |
| Voted in favour of the resolution | 58 | 17912982 | 29 | 1431 | 87 | 17914413 | 100.00 |
| Voted against the resolution | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| Total | 58 | 17912982 | 29 | 1431 | 87 | 17914413 | 100.00 |
| Invalid Votes/ Abstain from Voting | 0 | 0 | 0 | 0 | 0 | 0 | - |

Item No. 3 - Ordinary Resolution**RE-APPOINTMENT OF MR. SANJIV CHADHA (DIN: 00356187), AS DIRECTOR LIABLE TO RETIRE BY ROTATION.**

| Voted in favour/ against/ Invalid | Remote e-voting | | Voting at the AGM venue | | Consolidated voting results | | |
|---------------------------------------|-----------------------------------|--|---|--|---|---|---|
| | Number of Members who voted | Number of Shares for which votes cast | Number of Members who voted (in person or by proxy) | Number of Shares for which votes cast | Total Number of Members who voted (in person or by proxy) | Total number of Shares for which votes cast | Percentage of votes to total number of valid votes cast |
| Voted in favour of the resolution | 23 | 17468742 | 29 | 1431 | 52 | 17470173 | 97.52 |
| Voted against the resolution | 35 | 444240 | 0 | 0 | 35 | 444240 | 2.48 |
| Total | 58 | 17912982 | 29 | 1431 | 87 | 17914413 | 100.00 |
| Invalid Votes/ Abstain from Voting | 0 | 0 | 0 | 0 | 0 | 0 | - |



SPECIAL BUSINESS**Item No. 4 - Special Resolution**

RE-APPOINTMENT OF MR. PRANAY KOTHARI (DIN: 00004003), AS WHOLE TIME DIRECTOR OF THE COMPANY DESIGNATED AS EXECUTIVE DIRECTOR FOR A PERIOD FROM SEPTEMBER 7, 2018 TO SEPTEMBER 6, 2021 AND FIXATION OF REMINERATION.

| Voted in favour/ against/ Invalid | Remote e-voting | | Voting at the AGM venue | | Consolidated voting results | | |
|---------------------------------------|-----------------------------------|--|---|--|--|--|--|
| | Number of Members who voted | Number of Shares for which votes cast | Number of Members who voted (in person or by proxy) | Number of Shares for which votes cast | Total Number of Members who voted (in person or by proxy) | Total number of Shares for which votes cast | Percentage of votes to total number of valid votes cast |
| Voted in favour of the resolution | 58 | 17912982 | 29 | 1431 | 87 | 17914413 | 100.00 |
| Voted against the resolution | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| Total | 58 | 17912982 | 29 | 1431 | 87 | 17914413 | 100.00 |
| Invalid Votes/ Abstain from Voting | 0 | 0 | 0 | 0 | 0 | 0 | - |

Item No. 5 - Ordinary Resolution

APPROVAL & RATIFICATION OF REMUNERATION TO M/S SANJAY GUPTA & ASSOCIATES (FIRM REGISTRATION NO 000212), COST ACCOUNTANTS, COST AUDITOR FOR THE FINANCIAL YEAR 2018-19.

| Voted in favour/ against/ Invalid | Remote e-voting | | Voting at the AGM venue | | Consolidated voting results | | |
|---------------------------------------|-----------------------------------|--|---|--|---|--|--|
| | Number of Members who voted | Number of Shares for which votes cast | Number of Members who voted (in person or by proxy) | Number of Shares for which votes cast | Total Number of Members who voted (in person or by proxy) | Total number of Shares for which votes cast | Percentage of votes to total number of valid votes cast |
| Voted in favour of the resolution | 58 | 17912982 | 29 | 1431 | 87 | 17914413 | 100.00 |
| Voted against the resolution | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| Total | 58 | 17912982 | 29 | 1431 | 87 | 17914413 | 100.00 |
| Invalid Votes/ Abstain from Voting | 0 | 0 | 0 | 0 | 0 | 0 | - |



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

I hereby confirm that I am maintaining the records/ registers received from the Service Provider both electronically and manually, in respect of the votes cast through e-voting and poll by the shareholders of the Company.

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.

Thanking you
Yours Sincerely



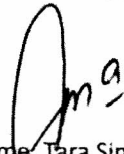
MAHESH KUMAR RUSTAGI
SCRUTINIZER C. P. NO. 5203
PARTNER, RSM & CO., COMPANY SECRETARIES,
NEW DELHI

Date : 01/10/2018
Place : NOIDA

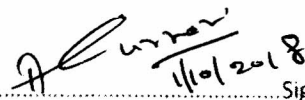
We the undersigned have witnessed that the votes cast through remote e-voting and voting through ballot at the AGM venue were unblocked in our presence on 29TH September, 2018 at 12.20 P.M.



Name: Kundan Giri
Address: D-63, JFF Complex,
Jhandewalan, New Delhi 110055



Name: Tara Singh
Address: D-63, JFF Complex,
Jhandewalan, New Delhi 110055



.....Signed by
Mr. Ashok Kumar Gurnani, Chairman of the 33rd Annual General Meeting