

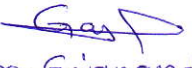
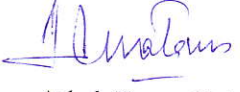
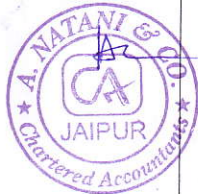


FORM A
Covering Letter of the Annual Report to be filed with BSE

S.NO	PARTICULARS	DETAILS
1.	Name of Company	POLYCON INTERNATIONAL LTD
2.	Annual financial statements for the year ended.	31 st MARCH, 2014
3.	Type of Audit Observation.	Un-Qualified Report
4.	Frequency of Observation.	Nil
5.	To be signed by :	
	MANAGING DIRECTOR	 Mr. Lal Chand Baid
	AUDIT COMMITTEE CHAIRMAN	 Mr. Vinod Sacheti
	CFO/ HEAD OF FINANCE	 Mr. Gajananand Gupta
	AUDITOR OF THE COMPANY	For A. Natani & Co. Chartered Accountants (Firm Registration No. 07347C)  Ashok Kumar Natani (Partner) (Membership No. 74692)



23rd ANNUAL REPORT
2013-2014



POLYCON International Ltd.

CONTENTS	PAGE (Nos)
• Financial Highlights	2
• Notice	3-7
• Directors' Report	8-10
• Management Discussion & Analysis Report }	
• Corporate Governance Report	11-16
• Independent Auditors' Report	17
• Annexure to the Auditors' Report	18-19
• Balance Sheet	20
• Statement of Profit & Loss	21
• Cash Flow Statement	22
• Notes to Balance Sheet and Statement of Profit & Loss	23-29
• Proxy Form & Polling Paper	31-32
• Attendance Slip	33

COMPANY INFORMATION

Board of Directors

CA L.C. Baid	Chairman & Managing Director
Mr. Rajiv Baid	Executive Director
Mr. Vinod Sacheti	Independent Director
Mr. Adarsh Singhanian	Independent Director

Board Committees

Audit Committee	Remuneration Committee	Shareholders'/Investors' Grievance Committee
Mr. Vinod Sacheti Mr. Adarsh Singhanian CA L. C. Baid	Mr. Vinod Sacheti Mr. Adarsh Singhanian	Mr. Adarsh Singhanian Mr. Rajiv Baid CA L.C. Baid

Finance Controller & Company Secretary CS Gajanand Gupta

Auditors

A. Natani & Co.
Chartered Accountants
6-7, Samod Tower
2nd Floor, Dudu Bagh
S.C. Road, JAIPUR

Bankers

Indian Overseas Bank
Bank of Baroda
ICICI Bank

Registered Office

Rotary Bhawan, Church Road, M.I. Road, Jaipur-302 001
Tel. : 0141-2363048, 2363049, Fax : 91-141-2377046
e-mail : guptag@polycon.in CIN : L28992RJ1991PLC006265

Registrar & Share Transfer Agents

Link Intime India Pvt. Ltd.
44, Community Centre, Naraina Industrial Area,
Phase-I, New Delhi-110028

Works

Unit I - F-11, Hirawala Industrial Area, P.O. Kanota, Jaipur-303 012
Unit II - F-97,98,99 & G-96, Hirawala Industrial Area, P.O. Kanota, Jaipur-303 012
Unit-III - Plot No. F-954(A), Chopanki Industrial Area, Bhiwadi-301019
Unit-IV - Plot No. 17, Sector-4, IIE, SIDCUL, Pantnagar-263153, Uttarakhand

TEN YEARS FINANCIAL HIGHLIGHTS (2005-2014)

(Amount Rs. in Lac)

Particulars	2005	2006	2007	2008	2009	2010	2011	2012	2013	2014
PROFIT & APPROPRIATIONS										
Sales & Other Income	2099.97	2404.26	2712.03	2929.65	3432.23	3678.89	3085.02	3972.56	3952.83	4409.69
Profit Before Depreciation & Tax	166.99	170.56	179.74	191.34	229.34	266.81	170.63	189.50	138.46	146.82
Depreciation	145.72	139.29	139.37	160.30	188.64	218.43	134.62	146.75	123.39	108.71
Profit before Tax	21.27	31.27	40.37	31.04	40.70	48.38	36.01	42.75	15.07	38.11
Taxation	27.21	-6.02	15.01	14.60	15.53	15.43	10.01	12.50	6.30	11.11
Profit after Tax	-5.94	37.29	25.36	16.44	25.17	32.95	26.00	30.25	8.77	27.00
Dividend	-	-	-	-	-	-	-	-	-	-
Earning per Share	-0.09	0.76	0.52	0.34	0.51	0.67	0.53	0.62	0.18	0.55
ASSETS EMPLOYED										
Fixed Assets Gross	2277.48	2370.52	2909.34	3272.76	3426.87	3746.15	3083.40	3254.07	3330.08	3528.37
Depreciation	1535.52	1667.43	1777.41	1920.74	2103.41	2318.23	2269.75	2416.50	2357.15	2438.54
Net	741.96	703.09	1131.93	1352.02	1323.46	1427.92	813.65	837.57	972.93	1089.83
Capital work in progress	-	-	120.70	-	-	6.48	-	4.48	-	61.33
Investment	20.05	20.82	21.04	21.04	21.04	21.04	1.04	5.98	5.98	5.55
Net Current Assets	998.08	1070.63	1254.93	1439.10	1385.97	1521.39	1214.86	1445.74	1770.21	2085.10
Miscellaneous Expenditure	71.85	26.35	16.14	12.27	8.40	4.52	0.65	1.28	1.28	1.02
	1831.94	1820.89	2544.74	2824.43	2738.87	2981.35	2030.20	2295.05	2750.40	3242.83
FINANCED BY										
Equity Shares	543.50	543.55	543.55	543.55	543.55	543.55	543.55	543.55	543.55	543.55
Reserves & Surplus	243.50	243.55	256.68	273.13	298.29	331.24	43.00	73.25	82.02	109.03
Loan Funds	990.34	995.38	1700.69	1955.72	1842.73	2051.43	1418.33	1653.93	2102.05	2565.87
Deferred Tax Liability	54.60	38.41	43.82	52.03	54.30	55.13	25.32	24.32	22.78	24.38
	1831.94	1820.89	2544.74	2824.43	2738.87	2981.35	2030.20	2295.05	2750.40	3242.83

NOTICE

Notice is hereby given that the Twenty Third Annual General Meeting of the Members of POLYCON INTERNATIONAL LIMITED will be held at Rotary Bhawan, Church Road, M. I. Road, Jaipur - 302 001, the Registered Office of the Company, on Saturday, the 20th day of September, 2014 at 1.00 P.M., to transact the following business :-

ORDINARY BUSINESS

1. To receive, consider and adopt the Balance Sheet as at 31st March, 2014, the Statement of Profit and Loss for the year ended on that date and the Report of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Rajiv Baid (DIN: 00212265) who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint M/s. A. Natani & Co., Chartered Accountants as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix their remuneration.

SPECIAL BUSINESS

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 Sections 149, 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force and clause 49 of Listing Agreement), Smt. Tiyana Sacheti in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5(five) consecutive Years w.e.f. 20th September, 2014 not liable to retire by rotation.

RESOLVED FURTHER that the board be and is hereby authorized to do all the acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution".

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 Sections 149, 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force and clause 49 of Listing Agreement), Shri Kamal Bordia in respect of

whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5(five) consecutive Years w.e.f. 20th September, 2014 not liable to retire by rotation.

RESOLVED FURTHER that the board be and is hereby authorized to do all the acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution".

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 149, 152, and any other applicable provisions if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV to the said Act, as amended from time to time, Shri. Adarsh Singhania (DIN 00738940), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 20th September, 2014 upto 19th September, 2014 not liable to retire by rotation.

RESOLVED FURTHER that the board be and is hereby authorized to do all such acts, deeds, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution"

Date : 30.05.2014

By order of the Board

**Registered Office :-
Rotary Bhawan, Church Road,
M.I. Road, Jaipur-302 001**

**CS Gajanand Gupta
Finance Controller &
Company Secretary**

NOTES :

1. AN EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RELATION TO THE SPECIAL BUSINESS OF THE MEETING IS ANNEXED HERETO AND FORMS PART OF THIS NOTICE.
2. 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.

A person can act as a proxy on behalf of not more than 50(fifty) members 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.

3. 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.
4. Corporate Members intending to send their authorized representative to attend and vote at the meeting are requested to send a duly certified copy of the Board Resolution.
5. Members who hold shares in Dematerialized form are requested to bring their CLIENT ID & DPID Number for easy identification at the meeting.
6. 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.
7. The Register of Members and Share Transfer Books will remain closed from 17th day of September, 2014 to 20th day of September, 2014 (both days inclusive).
8. In respect of equity shares held in physical mode, members are requested to lodge the transfer, transmission of shares at the registered office or to the Registrar & Transfer Agent Link Intime India Pvt. Ltd., 44, Community Centre, Naraina Industrial Area Phase-I, NEW DELHI-110 028 and to inform any change in their address immediately so as to enable the Company to do future communications at their correct addresses.
9. Shareholders are requested to please bring their attendance slips together with their copies of annual report at the meeting.
10. Information of Director seeking re-appointment/appointment at the forth coming Annual General Meeting pursuant to Clause 49 of the Listing Agreement are as under :-

Name of Director	Date of Birth	Date of original appointment	Expertise in specific functional areas	Qualification	Directorship in other Public Limited Companies incorporated in India	Other information	Remarks
Sh. Rajiv Baid	17.10.1961	01.08.1997	Marketing & Sales Management	B.Com	—	Presently designated as Executive Director. Relative of CA L.C. Baid, Managing Director	Retires by rotation at the forthcoming Annual General Meeting & being eligible offers himself for re-appointment.
Smt. Tiyana Sacheti	04.07.1967	Seeking appointment in ensuing AGM	Independent Director	M.A., B.ED	—	—	Received candidature for appointment as Independent Director at the ensuing Annual general meeting
Sh. Kamal Bordia	24.02.1949	Seeking appointment in ensuing AGM	Independent Director	B.com	—	—	Received candidature for appointment as Independent Director at the ensuing Annual general meeting
Sh. Adarsh Singhania	02.0.1966	29.03.2010	Independent Director	Graduate	—	Presently designated as Non Executive Independent Director	Pursuant to section 149 & other applicable provisions of the the Companies Act, 2013 re-appointment for a period of five years

11. Electronic copy of the Annual Report for 2014 including notice of Annual General Meeting inter-alia with attendance slip & proxy form is being sent to all the members whose email IDs are registered with Company/Depository Participant(s) for communication purpose unless any member has requested for a hard copy of the same. Even members are entitled to receive such communication in physical form upon making a request for the same by post free of cost. For members who have not registered their email address, physical copies of the Annual Report for 2014 is being sent in the permitted mode.
12. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 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.

For shares in physical form, shareholders can register their e-mail address with the Company at polycon@polycon.in mentioning their name(s) and folio no(s).

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.
14. Voting through Electronic means :
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rules of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote at the 23rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited. (CDSL) :

The instructions for Members for voting electronically are as under:-

- (A) In case of Members receiving e-mail :
 - (i) If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any Company, then your existing login id and password are to be used.
 - (ii) Log on to the e-voting website www.evotingindia.com.
 - (iii) Click on "Shareholders" tab to cast your votes.
 - (iv) Now Select the relevant Electronic Voting Sequence Number (EVSN) - alongwith "Polycon International Limited" from the drop down menu and click on the "SUBMIT" for voting
 - (v) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL : 16 digits beneficiary ID	Folio Number registered with the Company
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)	
DOB#	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio.	
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.	

*Members who have not updated their PAN with the Company/ Depository Participant(s) are requested to use the first two letters of their name and 8 digit of the sequence number in the PAN field, in case the sequence number is less than 8 digits enter the 0's before the applicable number. The number after the first two characters of the name in CAPITAL LETTERS. E.g. - if your name is Rakesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

Please enter any one of the details in order to login.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Members holding shares in physical form will then reach directly to the EVSN selection screen. However, members holding shares in demat 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 (@ # \$ % & *). 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. Kindly note that this changed password is to be also used by the Demat holders for voting for resolutions for the Company or any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform.
- (viii) Now Select the relevant Electronic Voting Sequence Number (EVSN) - along with "Polycon International Limited".
- (ix) 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.
- (x) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (xi) 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.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.

(B) In case of Members receiving the physical copy:

Please follow all steps from sl. no. (ii) to sl. no. (xiii) above, to cast vote.

(C) Other Instructions

- I. The voting period begins on September 10, 2014 (10:00 am) and ends September 12, 2014 (6:00 p.m.). During this period Members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of August 1, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- II. 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.
- III. 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 August 1, 2014.
- IV. Mr. Manoj Maheshwari, Practicing Company Secretary (Membership No. FCS3355) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- V. The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- VI. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.polyconltd.com and on the website of CDSL within two(2) days of passing of the resolutions at the Annual General Meeting of the Company and communicated to the BSE Limited.

ANNEXURE TO NOTICE

Explanatory Statement under Section 102 of the Companies Act, 2013

ITEM NO.4

The company has received a notice in writing from a member along with the deposit of requisite amount under section 160 of the act, proposing the candidature of Smt. Tiyana Sacheti For the office of Director of the Company. Smt. Tiyana Sacheti is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

Smt. Tiyana Sacheti is Master in Arts and B.Ed.

Smt. Tiyana Sacheti has given a declaration to the Board that she meets the criteria of independence as provided under section 149(6) of the Act.

The matter regarding appointment of Smt. Tiyana Sacheti as Independent Director was placed before the Remuneration Committee, which recommended her appointment as an Independent Director upto 19th September, 2019. In the opinion of the Board, she fulfill the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and she is independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, her appointment as an Independent Director is now being placed before the Members in General Meeting for their approval. The draft letter of appointment of the above Director shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

Except Smt. Tiyana Sacheti, being an appointee, none of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board recommends the resolution at Item No. 4 for your approval as an ordinary resolution.

ITEM NO.5

The company has received a notice in writing from a member along with the deposit of requisite amount under section 160 of the act, proposing the candidature of Shri Kamal Bordia For the office of Director of the Company. Shri Kamal Bordia is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Shri Kamal Bordia is Bachelor in Commerce and having vast experience of business.

Shri Kamal Bordia has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act.

The matter regarding appointment of Shri Kamal Bordia as Independent Director was placed before the Remuneration Committee, which recommended his appointment as an Independent Director upto 19th September, 2019. In the opinion of the Board, he fulfill the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and he is independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, his appointment as an Independent Director is now being placed before the Members in General Meeting for their approval. The draft letter of appointment of the above Director shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

Except Shri Kamal Bordia, being an appointee, none of the Directors/Key Managerial Personnel of the Company/ their

relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board recommends the resolution at Item No. 5 for your approval as an ordinary resolution.

ITEM NO. 6

Shri Adarsh Singhania has been a Non-Executive Director of the Company since 29.03.2010 and is considered as an independent Director under Clause 49 of the Listing Agreements entered with the Stock Exchanges.

Pursuant to the provisions of section 149 of the Act, which came into effect from April 1, 2014, an Independent Director shall hold office for a term upto five consecutive years on the Board of Company and not liable to retire by rotation.

Shri Adarsh Singhania has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act.

The matter regarding appointment of Shri Adarsh Singhania as Independent Director was placed before the Remuneration Committee, which recommended his appointment as an Independent Director upto 19th September, 2019. In the opinion of the Board, he fulfill the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and he is independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, his appointment as an Independent Director is now being placed before the Members in General Meeting for their approval. The terms and conditions of appointment of the above Director shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

Except Shri Adarsh Singhania, being an appointee, none of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board recommends the resolution at Item No. 6 for your approval as an ordinary resolution.

Date : 30.05.2014

By order of the Board

**Registered Office :-
Rotary Bhawan, Church Road,
M.I. Road, Jaipur-302 001**

**CS Gajanand Gupta
Finance Controller &
Company Secretary**

DIRECTORS' REPORT

To,
The Members,

Your Directors have the pleasure of presenting the 23rd Annual Report of the company together with Audited Accounts and Cash Flow Statement for the financial year ended 31st March, 2014.

REVIEW OF OPERATIONS

Your company has effectively utilized its capacity and has recorded net sales of Rs. 4405.51 lacs against Rs. 3947.49 lacs in the previous financial year and registered an overall increases of 11.60 %.

FINANCIAL RESULTS :

The financial results for the year ended 31st March, 2014 are summarized below :

	Amount Rs. In lacs	
	<u>2013-2014</u>	<u>2012-2013</u>
Net Sales Turnover	4405.51	3947.49
Gross Profit before Interest and Depreciation	395.57	323.76
Less : Interest	248.75	185.30
Less : Depreciation	108.71	123.39
Profit/(Loss) for the year	38.11	15.07
Less : Provision for Taxation	11.10	6.30
Profit/(Loss) after Taxation	27.00	8.77
Add: Balance brought forward from Previous Year	82.03	73.26
Balance carried to the Balance Sheet	109.03	82.03

CORPORATE DEVELOPMENTS / GROWTH & EXPANSION :

All the units of the company are running well, but unfortunately, a fire has occurred in Kanota Unit on 01.02.2014, thereby causing damage to the fixed assets & Stock of the Company.

With the continuous research and development, understanding the customer needs and preferences for design and quality remained another focus area. Improvement of overall product performance by implementing the planned strategies, bringing in new developments and product improvements based on consumer research have helped your company to achieve an unprecedented performance during the year under review. The improved performance of your company over the last few years is a testimony to the fact that the company is moving in the right direction and has adopted the right model of doing its business.

DIVIDEND :

In view of marginal profits, the Board of Directors does not recommend payment of Dividend for the year under review.

MANAGEMENT DISCUSSION AND ANALYSIS

Industry Structure & Development

As the wooden and glass items are being substituted by plastic items, manufacturing of plastic products have also

increased. Your company has been focusing on satisfying the customers by supplying the quality products well in time. This will bring your company in sync with the requirements of buyers and in turn, will bring great profits and values to its stakeholders.

Opportunity :

According to a study on plastics industry by Plast India Foundation increasing usage of plastics in automobiles, consumer packaging and impact of increased infrastructure spending, the plastics industry is expected to continue double-digit growth beyond 2016-17. The industry grew by 13 per cent annually in last five years and expected to continue double-digit growth beyond 2016-17. Your company is quick in realizing the latest trends and opportunities in the industry and has been in sync with the latest happenings in the market.

Polycon International Limited is continuously working over its capacity and effectiveness to increase its production and aims to provide better quality products to its consumers along with making strong position in domestic market.

Threats :

- Cut-throat competition from the new entrants in the market, thereby squeezing the Company's profit margins.
- Price volatility of key raw material and fuel.
- Uncertainty in the economic environment.
- Unavailability of skilled manpower.
- Threat of substitutes.

The company's business activity falls within a single primary business segment viz. 'Plastic item' in India hence the disclosure requirement of Accounting standard-17 "Segment Reporting" are not applicable.

Outlook :

Your company is constantly striving to provide quality products and is looking forward to use improvised technology and innovative methods to increase its sales. Your company's endeavour to provide high quality products aiming to grant full value of money to the customer, expected to place in light of its refreshed mission and vision and clear strategic framework. Your Company will seize the opportunities and face the challenges prevailing in the industry and is confident to remain the market leader in the organized plastic industry.

Risks and Concerns :

In the normal course of business, the Company is exposed to external risks such as overall demand fluctuation in the market segment in which it operates reduction in relative market share for its products due to the impact of competition as well as internal risks such as limited product range, variation in operational efficiency and cost structure. The company is also exposed the financial risk in the form of interest rate variation. The Company is taking appropriate steps to guard itself against these identified risks.

In order to overcome such situations company is fully devoted in the preparation of appropriate programmes, adoption of suitable policies and to take corrective and precautionary measures for safeguarding the company's market position and further to strengthening it.

Corporate Social Responsibility :

As a part of the Corporate Social Responsibility plan, your company has been emphasizing on eco-friendly packaging solutions, that is, keeping in mind the economy as well as the environmental friendliness. Your company contributes to a healthy corporate culture in our country.

Adequacy of Internal Control System :

Your Company has adequate system of internal controls commensurate with its size and scale of operation, to ensure that all the assets of the Company are safeguarded and protected and that all the transactions are authorized, recorded and reported appropriately. The annual internal audit plan and internal audit reports are also shared with the statutory auditors.

Your company adheres to the following internal control system :-

- Properly conducts Board and general meetings
- Records data discussed during the meeting in proper manner.
- Properly constitutes committees in compliance with the acts, rules and regulations.
- Timely prepares records, reports, minutes and other financial and statutory documents.

It ensures that every employee of the Company is heard, in which decisive and standard reporting structure help the management to reach to all the classes of employees.

Discussion of financial Performance :

Your Company's net turnover for the year ended March 31, 2014 is Rs. 4405.51 lacs. The Profit before interest, depreciation and tax is Rs. 395.57 lacs. However, profit after tax is Rs. 27.00 lacs.

Your Company is engaged in the manufacturing of plastic containers since 1991 and the income also derived from the sale of these products. Your Company is hopeful of sustaining its performance through calibrated steps. Your directors are confident of the long-term business prospects of the Company.

Human Resources Development/Training :

Your company believes that Employees are its main strength. Accordingly your Company places people in the heart of its business strategy. Your Company is attracting and retaining the best people, creating a culture and environment where people are able to deliver their best and they are recognized and encouraged.

Your Company upholds the culture of trust and mutual respect in all its employees' relations endeavors. Your company has ensured that there is sustained communication and engagement with workforce through various forums. Company's human resources are mobilized to strengthen the company internally and to face future challenges. Your

company is providing a "state of art" working environment to the employees with a view to optimize their performance.

Employment Profile & Industrial Relations :

As on 31st March, 2014, the Company employed a total of 169 employees of which 13 were Officers and 156 belongs to non-executive cadre.

POLYCON International Ltd. believes in building teams across the business and functions with the aim to share knowledge and experience. Cross functional teams work with clear objectives to solve the issues and create value for the company. The company fosters open dialogue among the employees with the brief that the people, who communicate continuously and openly, build trust and mutual respect.

CAUTIONARY STATEMENT :

Some statements in this management discussion and analysis describing the Company's objectives, projections, estimate, and expectations may be "forward looking" statement within the meaning of applicable laws and regulations. These Statements are likely to address the company's growth strategy, financial results etc.

Actual results would differ substantially or materially from those expressed or implied. Important factors that could affect the company's operations include domestic and international economic conditions in the industry, significant changes in political and economic environment in India, changes in government regulations, tax regimes, litigation, labour relation and other statutes.

CAPITAL STRUCTURE :

The authorized share capital of the Company is Rs. 750 Lacs divided in 75 lacs Equity Shares of Rs. 10 each.

DEPOSITORY SYSTEM :

The ISIN No. allotted to the Company is INE262C01014. The Company has also established the required connectivity with both the NSDL & CDSL through its registrar and share transfer agent Link In-time India Pvt. Ltd., Delhi for both physical and demat segments.

The equity shares of the Company can be held in electronic form with any depository participant (DP) with whom the Members/Investors have their depository account.

DIRECTORS :

In terms of provisions of the Companies Act, 2013 and the articles of association of the company Shri Rajiv Baid Executive Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible offer himself for re-appointment. The Board recommended his re-appointment.

Pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 your Directors are seeking appointment of Smt. Tiyana Sacheti, Shri. Kamal Bordia and Shri Adarsh Singhania as independent Directors for the term given in the Notice of ensuing Annual General meeting. Details of the proposal for appointment of above Independent Directors are mentioned in the Explanatory Statement under Section 102 of the Act to the notice of Annual General Meeting.

A brief resume of expertise and details of other directorship of these directors is attached along with Notice of the ensuing Annual General Meeting.

PUBLIC DEPOSITS :

Your Company has not accepted any Public Deposits.

DIRECTORS' RESPONSIBILITY STATEMENT :

Pursuant to requirement under section 217 (2AA) of the Companies Act, 1956 and in respect of the annual accounts for the period under review your Directors hereby confirm that :-

- i) In the preparation of the annual accounts, the applicable accounting standards have been followed and no material departures have been made from the same;
- ii) Directors of the company selected such accounting policies and applied them consistently and made judgment and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and the Profit & Loss Account for the period under review;
- iii) They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) They have prepared the annual accounts on a "going concern basis".

AUDITORS :

M/s. A. Natani & Co., Chartered Accountants, retire at the forthcoming Annual General Meeting and being eligible, offer themselves for re-appointment. The Company has received the Letter from them that their re-appointment, if made, would be within the limits prescribed under section 141(3)(g) of the Companies Act, 2013 and that they are not disqualified for re-appointment with the meaning of Section 141 of the said Act.

COMPLIANCE OFFICER :

CS Gajanand Gupta, Finance Contoller and Company Secretary is looking after all compliances under various laws and can be contacted for any investor related matter relating to the company. His contact No: 0141-2363048/2363049 and e-mail ID is guptag@polycon.in

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE

A. CONSERVATION OF ENERGY :-

Polycon International Limited is committed to follow high standards of environmental protection and provisions of a safe and healthy work place for workers, customers and other stakeholders.

Your company is striving continuously to conserve energy by adopting innovative measures to reduce wastage and optimize consumption. The manufacturing units of the company are well planned and adequately equipped for ensuring optimum energy utilization. Positive impact of measures already taken has been observed on the costs.

B. TECHNOLOGY ABSORPTION :-

Your company is committed to providing consumers with high quality products. The technology that is being used by your company is eco-friendly that conserves the environment. All the units of the company are well furnished with suitable equipments and self sufficient in the matter of manufacturing process and focus is to stay aligned with the best and continuously increase efficiency. We proactively and continuously invest in developing technology which adds value to our business. Sustained delivery has ensured that your company's products are trusted by consumers. During the year your company continued its focus on driving the quality culture and total productivity management across the factories.

C. FOREIGN EXCHANGE EARNINGS & OUTGO :-

Foreign Exchange Earnings

Export Sale	:	Rs.	NIL
OUT GO			
Expenses on foreign travels	:	Rs.	NIL
Interest on WCFC Loan	:	Rs.	NIL
Expenses on import on CIF basis for			
- Capital Goods	:	Rs.	NIL
- Raw Material	:	Rs.	NIL
- Stores & Spares	:	Rs.	NIL

PARTICULARS OF EMPLOYEES :-

Information in accordance with the provisions of Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 as amended, regarding Employees : NIL

CORPORATE GOVERNANCE :-

As required under clause 49 of Listing Agreement with the stock exchange, Corporate Governance Report is forms part of this report. Your company is in full compliance with the requirements and disclosure that have to be make in this regard. A certificate from the Statutory Auditors of the company confirming compliance of the corporate governance is appended to the report on corporate governance.

ACKNOWLEDGEMENT :-

The Board of Directors would like to thank Rajasthan Financial Corporation, Indian Overseas Bank and all Government authorities and Trade Associations for their continued support and also appreciate the contribution made by the employees at all levels for their hard work, dedication co-operation and support for the growth of the company.

Your Company continued to receive co-operation & unstinted support from the customers, vendors, investors and trading partners. The Directors wish to place on record their appreciation for the same and your company will continue in endeavour to build and nurture strong links with trade, based on mutuality, respect and cooperation with each other and consistent with consumer interests.

For and on behalf of the Board

Place : Jaipur
Date : 30.05.2014

CA L.C. BAID
CHAIRMAN & MANAGING
DIRECTOR

REPORT ON CORPORATE GOVERNANCE FOR THE YEAR 2013-14

(As required under Clause 49 of the Listing Agreements entered into with the Stock Exchange)

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Effective Corporate Governance is the key element ensuring investor's protection; providing finest work environment leading to highest standard of management and maximization of everlasting long-term values. Your Company believes in the philosophy on practicing code of corporate governance that provides a structure by which the rights and responsibilities of different constituents such as the board, employee and shareholders are carved out.

Your Company's philosophy on the Corporate Governance sets the goal of achieving the highest level of transparency, accountability and equal equity in all spheres of business activities, operations and in all its dealing with shareholders, employees, the government and other parties.

Your Company is in compliance with all the requirements of the code of governance, enshrined in clause 49 of Listing Agreements.

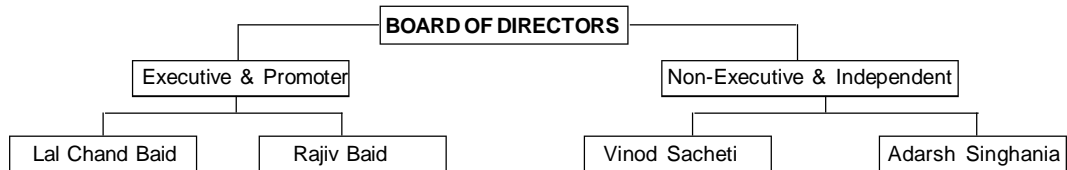
2. BOARD OF DIRECTORS

The Board consists of prominent persons with considerable professional experience and expertise in business & industries, finance, management, legal, marketing and strategy etc.

a) Composition of Board :-

The Board of Directors of the Company comprises of Executive, Non-Executive & Independent Directors. To enable better and more focused attention on the affairs of the corporation the Board may delegate particular matters to the committees of the Board.

The composition of board of Directors is as follows: -



Details of Directors, Categories are as under :

Name of Directors	Category #	No. of other Directorship in Public Limited Companies	No. of Committee Membership/Chairmanship	
			Chairman	Member
CA L.C. Baid, Managing Director	ED (P)	-	-	2
Sh. Rajiv Baid	ED (P)	-	-	1
Sh. Vinod Sacheti	NED (I)	-	2	-
Sh. Adarsh Singhania	NED (I)	-	1	2

ED(P) - Executive Director (Promoter)

NED(I) - Non-Executive Director (Independent)

(b) Board Meeting

During the financial year 2013-14 Six Meetings of Board of Directors were held on 8th April, 2013, 30th May, 2013, 12th August, 2013, 13th November, 2013, 30th December, 2013 & 14th February, 2014. The attendance of the Directors in these meetings were as follows :-

Name of Directors	Board Meeting		Whether Attended AGM held on 28.09.2013
	Held	Attended	
CA L.C. Baid	6	6	YES
Sh. Rajiv Baid	6	6	YES
Sh. Vinod Sacheti	6	5	YES
Sh. Adarsh Singhania	6	5	NO

(c) Information supplied to the Board among others -

The Board is presented with all relevant information that is materially significant. Inter alia, the following information is regularly provided to the Board as a part of the agenda papers well in advance of Board Meeting and is tabled in the course of Board Meeting :-

1. Review of annual operating plans of business, capital budget, updates.
2. Quarterly results of the company.
3. Any issue which involves possible public or product liability claims of a substantial nature.
4. Significant development in the human resources and industrial relations fronts.
5. Sale of material nature of investments, assets, which is not in the normal course of business.
6. Non-compliance of any regulatory or statutory provision or listing requirements as well as shareholders services, such as delay in share transfer and other grievances.
7. Minutes of meetings of Audit Committee and other committees of the Board
8. The information on recruitment and remuneration of senior officers just below the Board level.

The Board has established procedures to enable the Board to periodically review compliance reports of all laws applicable to the company prepared by the company as well as steps taken by the company to rectify instances of non-compliances.

3. AUDIT COMMITTEE
Composition

As on 31st March, 2014, the Audit Committee comprises Three directors. Two directors are non-executive Independent Directors.

(1) Shri Vinod Sacheti (2) Shri Adarsh Singhania (3) CA L.C.Baid

The Committee is chaired by Shri Vinod Sacheti, an independent director. The Company Secretary is the de-facto secretary of the Audit Committee.

The committee reviewed the financial policies of the company and expressed its satisfaction with the same. The management represented to the committee that the company's financial statements were prepared in accordance with prevailing laws and regulations. The committee discussed the company's audited financial statement, the rationality of significant judgments and clarity of disclosures in the financial statements.

The Committee has also reviewed the internal controls to ensure that the accounts of the company are properly maintained and that the accounting transactions are in accordance with the prevailing laws and regulations. In conducting such reviews, the committee found no material discrepancy or weakness in the internal control systems of the company.

The committee, after review expressed its satisfaction on the independence of both the internal and the statutory auditors. The committee has also reviewed company's financial and risk management policies. The audit committee also performs such other functions as may be covered in the listing agreement with the stock exchange or as may be required pursuant to Section 292A of Companies Act, 1956 or any other amendment thereof, from time to time over and above any specific functions that may be requested by Board of Directors.

Meetings & Attendance

The following Five meetings held during the year 2013-14

(1) 20th April, 2013 (2) 29th May, 2013 (3) 10th August, 2013 (4) 12th November, 2013 (5) 13th February, 2014

The attendance of each member of the Committee is given below :-

Name	Category	Held	Attended
Sh. Vinod Sacheti	Non-Executive Independent Director	5	5
Sh. Adarsh Singhania	Non-Executive Independent Director	5	5
CA L.C. Baid	Promoter & Managing Director	5	5

4. REMUNERATION COMMITTEE

The terms and reference of the Remuneration Committee are as under :

- a) Review and recommend to the Board the remuneration policy of company and corporate officers and whole member time directors and the company.
- b) Recommend to the Board from time to time, a compensation structure for directors, Senior management members and relative of Directors.

There are two directors in the Remuneration Committee.

1. Shri Vinod Sacheti : Chairman
2. Shri Adarsh Singhania : Member

Shri Vinod Sacheti is the Chairman of the Committee. The Secretary of the company is acting as the Secretary of the Committee.

Remuneration paid to Directors :-

(a) Remuneration paid to non-executive Directors :

Name of Non-Executive Director	Sitting Fee (Rs)
Sh. Vinod Sacheti	2500
Sh. Adarsh Singhania	2500

(b) Remuneration paid to Managing Director & Executive Directors

Name of Executive Director	Salary * (Rs)	Contribution to P/F (Rs)	Total (Rs)
CA L.C. Baid	1380365	129600	1509965
Sh. Rajiv Baid	1380365	129600	1509965

*Salary Includes bonus, allowances & perquisites.

NOTES

- (1) No commission has been paid to any Directors.
- (2) The service contract with Managing/Whole time Directors are normally for a period of five years. The contract may be terminated by either party giving the other party three months notice or the company paying 3 months salary in lieu thereof.

Severance Fees : NIL

- (3) Presently, the company does not have any stock option scheme.

5. SHARE TRANSFER AND SHAREHOLDERS/INVESTORS GRIEVANCE COMMITTEE

The company has a share transfer and Shareholder/Investors Grievance Committee under the chairmanship of Shri Adarsh Singhania, a non-executive director. The other members are Shri L.C. Baid and Shri Rajiv Baid., Shri Gajanand Gupta, the Company Secretary is the Compliance Officer for the stock exchange requirements and he also acts as the secretary to this committee.

Brief description of the terms of reference of the committee -

The Committee :

- a) Approves and monitors transfers and transmission of shares, consolidation of folio/transposition of names and issue new share certificates in lieu of lost/mutilated share certificates.
- b) Looks into various shareholders'/investors' complaints including non-receipt of share after transfer/transmission, non-receipt of annual reports, change in address etc.

The committee had 3 meetings. The attendance of each member is given below :-

Name of Directors	Nature of Directorship	No. of Meetings Attended
Sh. Adarsh Singhania	Non-Executive Independent Director	3
CA L.C. Baid	Promoter & Managing Director	3
Sh. Rajiv Baid	Promoter & Executive Director	3

No. of Shareholder's complaints received during the year 2013-14 - NIL

No. of complaints resolved to the satisfaction of shareholders by 31.03.2014 - N.A

No. of pending complaints as on 31.03.2014 - NIL

6. GENERAL BODY MEETING

(i) Details of location of last three Annual General Meetings of the company are given below :-

Nature of the Meeting	Date	Venue	If Special Resolution Passed
Annual General Meeting	28.09.2013	Rotary Bhawan, Church Road, M.I. Road, Jaipur-1	Yes
Annual General Meeting	25.08.2012	Rotary Bhawan, Church Road, M.I. Road, Jaipur-1	Yes
Annual General Meeting	30.09.2011	Rotary Bhawan, Church Road, M.I. Road, Jaipur-1	No

- (ii) No Postal ballot was put through during the last three years and as of now there is no Proposal pending for passing any resolution through postal ballot at the ensuing Annual General Meeting.
- (iii) No Extra Ordinary General Meeting was held during the financial year.

7. DISCLOSURES :

(a) Related party transactions

Details of transactions of a material nature with any of the related parties as specified in Accounting Standard-18 issued by the Institute of Chartered Accountants of India have been reported in the Notes to the accounts. There is no transaction of a material nature with any of the related party, which is in conflict with the interest of the company.

(b) Details of Non-compliance

Your company has complied with all the requirements with stock exchanges including guidelines and regulations of SEBI. No penalties or strictures have been imposed on the company by stock exchange or SEBI or any statutory authority on any matter related to capital market during the last three years.

(c) Reconciliation of Share Capital

A qualified practicing Company Secretary carried out the Share Capital Reconciliation Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) & Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The audit confirms that the total issued/paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL & CDSL.

(d) Code of Conduct

Code of conduct for the Board members and senior management personnel has been adopted by Board and same available at the website of the company.

8. MEANS OF COMMUNICATION :

The Quarterly and annual results are usually published in Statesmen (English), Mahaka Bharat/Morning News(Hindi) and are displayed on its website www.polyconltd.com shortly after its submission to the Stock Exchange.

9. GENERAL SHAREHOLDERS INFORMATION :

Annual General Meeting

Date & Time	20th September, 2014 at 1:00 p.m
Venue	Polycon International Ltd., Rotary Bhawan, Church Road, M.I. Road, Jaipur-302 001.

Financial Calendar (tentative) for Financial Year 2014-15

Details		On or Before
(a)	1st Quarterly Result	14.08.2014
(b)	2nd Quarterly Result & Half Yearly Result	15.11.2014
(c)	3rd Quarterly Result	15.02.2015
(d)	4th Quarterly Result & Yearly Audited Result	30.05.2015

Date of Book Closure : 17th September, 2014 to
20th September, 2014
(Both days inclusive)

Dividend : In view of marginal profit during the year under review, the Board of Directors decided not to recommend any dividend on equity shares of the company.

Listing on stock Exchange : The Bombay Stock Exchange Ltd.
Floor 25, Phiroze Jeejeebhoy Towers,
Dalal Street, Fort Mumbai-400 001

NOTE : The Company has paid listing fees, as applicable for the financial year 2014-15 to the concerned Stock Exchange.

Stock Code : Bombay Stock Exchange Ltd. : 531397

ISIN No. of the Company's Equity Shares : INE262C01014

Stock Price Data

The Company's shares are listed on Bombay Stock Exchange Ltd. The monthly high & low quotations of shares traded during the year 2013-14 are as under :-

Month	High	Low
April, 2013	-	-
May, 2013	7.48	7.48
June, 2013	7.85	7.85
July, 2013	8.00	8.00
August, 2013	8.66	8.25
September, 2013	9.40	9.00
October, 2013	9.86	9.86
November, 2013	10.76	10.25
December, 2013	11.85	10.76
January, 2014	13.68	11.82
February, 2014	13.60	10.00
March, 2014	10.75	9.51

*As per website of the Stock Exchange Mumbai i.e. www.bseindia.com

The Registrar and Share Transfer Agent of the Company

M/s. Link Intime India Pvt. Ltd.

44, Community Centre, 2nd Floor, Naraina Industrial Area,
Phase-I, Near PVR Cinema, NEW DELHI-110 028

Share Transfer System

All the transfer, if received are processed and approved by the Share Transfer Committee.

Distribution of shareholding & shareholding pattern as on 31st March, 2014 :

Range - No. of Shares	No. of Shareholders	No. of Shares	Percentage to total
Upto - 500	497	138575	2.8344
501 - 1000	109	99128	2.0275
1001 - 2000	94	145789	2.9819
2001 - 3000	22	55211	1.1293
3001 - 4000	6	21468	0.4391
4001 - 5000	5	24515	0.5014
5001 -10000	7	50926	1.0416
10001 & above	27	4353488	89.0448
Total	767	4889100	100.00

Shareholding Pattern as on 31.03.2014

Category Code	Category of Shareholder	Total number of Share	Total Shareholding as a percentage of total number of Shares As a percentage of (A+B+C)
(A)	Shareholding of Promoter and Promoter Group		
(1)	Indian		
a)	Individuals/Hindu Undivided Family	1862781	38.10
b)	Central Government/State Government	0	0
c)	Bodies Corporate	572500	11.71
d)	Financial Institution & Banks	0	0
e)	Any Other (Specify)		
	Sub Total(A) (1)	2435281	49.81
(2)	Foreign		
a)	Individuals (Non-Resident / Foreign Individuals)	0	0
b)	Bodies Corporate	0	0
c)	Institutions	0	0
d)	Any Other (Specify)	0	0
	Sub Total (A) (2)	0	0
	Total Shareholding of Promoter and Promoter Group(A)=(A)(1)+(A)(2)	2435281	49.81
B)	Public Shareholding		
(1)	Institutions		
a)	Mutual Funds/UTI	0	0
b)	Financial Institutions /Banks	0	0
c)	Central Government/State Government	0	0
d)	Venture Capital	0	0
e)	Insurance Companies	0	0
f)	Foreign Institutional Investors	0	0
g)	Foreign Venture Capital Investors	0	0
h)	Any Other(Specify)	0	0
	Sub Total(B)(1)	0	0
(2)	Non-Institutions		
a)	Bodies Corporate	1659483	33.94
b)	Individuals:-		
	i) Individual Shareholders holding nominal share capital upto Rs. 1 lakh	502419	10.28
	ii) Individual Shareholders holding nominal share capital in excess of Rs. 1 lakh	287288	5.88
c)	Any Other :-		
	i) Non Resident Indians	2000	0.04
	ii) Clearing Members	2819	0.06
	iii) Hindu Undivided family	0	0
	Sub Total(B)(2)	2453819	50.19
	Total Public Shareholding(B)=(B)(1)+(B)(2)	2453819	50.19
	Total(A)+(B)	4889100	100.00
C)	Shares Held by Custodian and against which Depository Receipts have been issued	0	0
	Grand Total(A)+(B)+(C)	4889100	100.00

Dematerialisation of equity shares and liquidity

The Company's shares are currently traded only in dematerialized form at Bombay Stock Exchange Ltd.. To facilitate trading in dematerialised form the company has tied up arrangements with both the present depositories, National Securities Depository Ltd. (NSDL) & Central Depository Services (India) Ltd. (CDSL). Shareholders can open account with any of the depository participants registered with any of these depositories. As on 31st March, 2014 about 92.47% of the company's shares were held in dematerialised form.

None of the company's shares are lock in period for any purpose.

Plant Locations (Manufacturing Units)

Address	Item produced
<u>UNIT - I</u> F-11, Hirawala Industrial Area, Kanota, Jaipur - 303 012	- Water Storage Tanks
<u>UNIT-II</u> F-97, 98, 99 & G-96 Hirawala Industrial Area Kanota, Jaipur - 303 012	- PET Containers like Bottles & Jars - PVC Profiles
<u>UNIT-III</u> Plot No. F-954(A), RIICO Industrial Area, Chopanki, Bhiwadi, Rajasthan.	- PET Containers like Bottles & Jars
<u>UNIT-IV</u> Plot No. 17, Sector-4, IIE, SIDCUL, Pantnagar-263153 Uttarkhand	- PET Containers like Bottles & Jars (under implementation)

Address for Correspondence : M/s. Polycon International Limited
Rotary Bhawan, Church Road, M.I. Road, Jaipur-302 001, RAJASTHAN
Tel. : 91-141-2363048/2363049, Fax : 91-141-2377046
e-mail : polycon@polycon.in

Auditors' Certificate on Corporate Governance

To,
The Members,
Polycon International Limited

We have examined the compliance of conditions of Corporate Governance by Polycon International Limited, for the year ended on 31st March 2014, as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of the Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement.

We state that such compliance is neither an assurance as to future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place : JAIPUR
Date : 30.05.2014

FOR A. NATANI & CO.
Chartered Accountants
Firm Reg. No. 07347C

ASHOK KUMAR NATANI
PARTNER
Membership No. 74692

INDEPENDENT AUDITORS' REPORT

To,
The Members
Polycon International Limited

REPORT ON FINANCIAL STATEMENTS

We have audited the accompanying financial statements of M/s. Polycon International Ltd. ('the Company') which comprises the Balance Sheet as at 31st March, 2014, the Statement of Profit and Loss and Cash Flow Statement for the year ended, and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the company in accordance with the Accounting Standards notified under the companies Act, 1956 ("the Act") (which continue to be applicable in respect of section 133 of the companies Act, 2013 in terms of General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs) and in accordance with the accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with conformity with the accounting principles generally accepted in India :

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2014
- (b) In the case of Statement of Profit and Loss, of the Profit of the company for the year ended on that date; and
- (c) In the case of the Cash Flow Statement, of the Cash flows of the company for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2003 (the Order) issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Act, we give in the annexure a statement on the matters specified in paragraphs 4 and 5 of the order.
2. As required by section 227(3) of the Act, we report that:
 - (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of the audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the company so far as appears from our examination of the books of account.
 - (c) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account.
 - (d) In our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report comply with the Accounting Standards notified under the Act (which continue to be applicable in respect of section 133 of the companies Act, 2013 in terms of General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs)
 - (e) On the basis of written representations received from the directors as on 31st March, 2014, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March, 2014 from being appointed as a director in terms of clause(g) of sub-section(1) of section 274 of the Companies act, 1956.

FOR A.NATANI & CO.
Chartered Accountants
Firm Reg. No. 07347C

Place : JAIPUR
Date : 30.05.2014

ASHOK KUMAR NATANI
PARTNER
MEMBERSHIP No. 74692

ANNEXURE TO THE AUDITORS' REPORT

The Annexure referred to in our report of even date to the members of M/s. Polycon International Ltd. (the Company) for the year ended on 31st March, 2014 We report that :-

- 1 (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.
- (b) As explained to us, all the fixed assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.
- (c) The fixed assets disposed off during the year in our opinion, do not constitute a substantial part of the fixed assets of the Company and such disposal has, in our opinion, not affected the going concern status of the Company.
2. In respect of its inventories :
 - (a) As explained to us, the inventories of raw-material, finished goods, traded goods and stores and spares were physically verified during the year by the Management. In our opinion, having regard to the nature and location of the stocks, the frequency of verification is reasonable.
 - (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
 - (c) The Company has maintained proper records of the inventories. As explained to us, there were no material discrepancies noticed on physical verification of inventories as compared to the book records.
3. The Company has neither granted nor taken any loans, secured or unsecured, to/from companies, firms or other parties covered in the register maintained under Section 301 of the Act. Consequently, clauses (iii)(b), (iii)(c), (iii)(d), (iii)(f) and (iii)(g) of paragraph 4 of the Order are not applicable.
4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchases of inventory and fixed assets and for the sale of goods. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system.
5. In respect of the contracts or arrangements

referred to in Section 301 of the Companies Act, 1956 :

- (a) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements that need to be entered in the register maintained under Section 301 of the Companies Act, 1956 have been so entered.
- (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the Register maintained under section 301 of the Companies Act, 1956 and exceeding the value of Rs. 5,00,000 in respect of each party during the year have been made at prices which appear reasonable as per information available with the Company.
6. The Company has not accepted any deposits from the public within the meaning of Section 58A and 58AA of the Act and the rules framed there under.
7. In our opinion, the Company has an internal audit system commensurate with its size and the nature of its business.
8. We have broadly reviewed the books of accounts maintained by the Company in respect of products where, pursuant to the rules made by the Central Government of India, the maintenance of cost records has been prescribed under clause (d) of sub-section(1) of Section 209 of the Act, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
9. In respect of statutory dues :
 - (a) According to the records of the Company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, CESS and other statutory dues have been generally regularly deposited with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March, 2014 or a period of more than six months from the date of becoming payable.
 - (b) The disputed statutory dues aggregating Rs. 1,09,255 that have not been deposited on account of disputed matters pending before appropriate authorities are -

Sr. No.	Name of the Statute	Nature of the Dues	Amount (Rs.)	Period to which the amount relates	Forum where dispute is pending
1	Rajasthan Sales Tax	Sales Tax	97422	2000-01	Dy.Commissioner
2	Central Excise Act,1944	Excise Duty	11833	2007-08	Dy.Commissioner Central Excise & Customs Appellate Tribunal
TOTAL			1,09,255		

10. The Company does not have accumulated losses at the end of the financial year. The Company has not incurred cash losses during the financial year covered by the audit and in the immediately preceding financial year.
11. Based on our audit procedures and according to the information and explanations given to us, we are of the opinion that the Company has not defaulted in repayment of dues to financial institutions and banks.
12. In our opinion and according to the explanations given to us and based on the information's available, no loans and advances have been granted by the Company on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion, the Company is not a chit fund/nidhi/mutual benefit fund/society. Therefore, the provisions of clause (xiii) of paragraph-4 of the Order are not applicable to the Company.
14. The Company has maintained proper records of the transactions and contracts in respect of dealing or trading in shares, securities, debentures and other investments and timely entries have been made therein. All shares, securities, debentures and other investments have been held by the Company in its own name.
15. In our opinion, and according to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions during the year.
16. The Company has raised new term loans during the year. The term loans outstanding at the beginning of the year and those raised during the year have been applied for the purposes for which they were raised.
17. According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, we are of the opinion that there are no funds raised on short-term basis that have been used for long-term investment.
18. The Company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under Section 301 of the Companies Act, 1956.
19. The Company has not issued any debentures during the year and does not have any debentures outstanding as at the year end.
20. The Company has not raised any monies by way of public issues during the year.
21. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud on or by the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.

FOR A.NATANI & CO.
CHARTERED ACCOUNTANTS
FIRM REG. NO. 07347C

Place : Jaipur
Date : 30.05.2014

ASHOK KUMAR NATANI
PARTNER
MEMBERSHIP NO. 74692

POLYCON INTERNATIONAL LIMITED
Balance Sheet
As at 31st March, 2014

(Rupees in Lacs)

SCHEDULE	Note No.	As at 31st March, 2014	As at 31st March, 2013
EQUITY AND LIABILITIES			
Shareholder's Fund			
Share Capital	3	543.55	543.55
Reserves and Surplus	4	109.03	82.03
Non-current Liabilities			
Deferred tax liabilities (net)	5	24.38	22.78
Long term liabilities	6	1106.18	929.28
Long-term provisions	7	47.17	42.49
		<u>1830.31</u>	<u>1620.13</u>
Current Liabilities			
Short-term borrowings	8	1145.18	893.10
Trade Payables	9	154.67	128.08
Other Current liabilities	10	363.82	329.36
Short-term provisions	11	9.50	7.85
		<u>1673.17</u>	<u>1358.39</u>
	Total	<u>3503.48</u>	<u>2978.52</u>
ASSETS			
Non-current Assets			
Fixed assets			
Tangible assets	12	1089.83	972.93
Capital work-in-progress		61.33	-
		<u>1151.16</u>	<u>972.93</u>
Non-current investments	13	0.98	0.98
Long-term loans and advances	14	36.98	43.67
		<u>1189.12</u>	<u>1017.58</u>
Current Assets			
Current Investments	15	4.57	5.00
Inventories	16	439.74	430.91
Trade receivables	17	1119.13	922.89
Cash and cash equivalents	18	59.09	42.56
Short-term loans and advances	19	690.81	558.30
Deferred Revenue expenses		1.02	1.28
		<u>2314.36</u>	<u>1960.94</u>
	Total	<u>3503.48</u>	<u>2978.52</u>

Significant Accounting Policies 2

The accompanying notes are an integral part of the financial statements

CA L.C.BAID
CHAIRMAN &
MANAGING
DIRECTOR

RAJIV BAID
EXECUTIVE
DIRECTOR

VINOD SACHETI
INDEPENDENT
DIRECTOR

CS GAJANAND GUPTA
FINANCE CONTROLLER &
COMPANY SECRETARY

In terms of our report attached
for A.NATANI & COMPANY
Chartered Accountants
Firm Reg. No. 07347C

Place : Jaipur
Date : 30.05.2014

ASHOK KUMAR NATANI
PARTNER
MEMBERSHIP NO. 74692

POLYCON INTERNATIONAL LIMITED
STATEMENT OF PROFIT AND LOSS
FOR THE YEAR ENDED 31ST MARCH, 2014

(Rupees in Lacs)

	Note No	Year ended 31.03.14	Year ended 31.03.13
Revenue from operations (Gross)	20	5209.88	4634.00
Less :Excise duty & Taxes		804.37	686.51
Revenue from operations (net)		4405.51	3947.49
Other income	21	4.18	5.34
Changes in inventories of finished goods, Work-in-progress and stock-in-trade	22	(196.08)	(25.71)
Total		4213.61	3927.12
EXPENSES			
Cost of raw materials consumed	23	2613.3	2519.13
Employee benefits expense	24	220.29	196.88
Finance Costs	25	248.75	185.3
Depreciation and amortization expense	26	108.71	123.39
Other expenses	27	984.45	887.35
Total		4175.50	3912.05
Profit before tax			
Tax expense		38.11	15.07
Current tax		9.50	7.85
Deferred tax		1.61	(1.55)
Total		27.00	8.77
Profit for the year			
Earnings per share (of face value of Rs.10/- each)			
Basic	28	0.55	0.18
Diluted	28	0.55	0.18
Significant accounting policies	2		
The accompanying notes are an integral part of the financial statements			

CA L.C.BAID
CHAIRMAN &
MANAGING
DIRECTOR

RAJIV BAID
EXECUTIVE
DIRECTOR

VINOD SACHETI
INDEPENDENT
DIRECTOR

CS GAJANAND GUPTA
FINANCE CONTROLLER &
COMPANY SECRETARY

In terms of our report attached
for **A.NATANI & COMPANY**
Chartered Accountants
Firm Reg. No. 07347C

Place : Jaipur
Date : 30.05.2014

ASHOK KUMAR NATANI
PARTNER
MEMBERSHIP NO. 74692

POLYCON INTERNATIONAL LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

(Rupees in Lacs)

	Year ended 31st March, 2014	Year ended 31st March, 2013
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax	38.11	15.07
adjustments for :		
Depreciation/amortization	108.71	123.39
Loss/(Profit) on sale/write off of fixed assets (net)	-	(0.75)
Net gain/loss on sale of investments	0.02	-
Interest expense	248.75	185.30
Interest & other income	(4.18)	(4.59)
Net loss/(gain) on foreign currency transactions	-	-
Deffered Revenue Expenses (Net)	0.26	-
Net prior year adjustments	-	-
Long Term Provisions (Net)	4.67	4.63
Operating profit before working capital changes	396.30	323.05
(Increase)/decrease in trade receivables	(196.24)	(112.93)
(Increase)/decrease in inventories	(8.83)	(48.89)
(Increase)/decrease in loans and advances	(125.82)	(221.35)
Increase/(decrease) trade and other payables	33.56	52.87
Cash generated from operations	98.90	(7.25)
Direct taxes paid	(7.85)	(13.50)
Net Cash generated from operating activities	91.12	(20.75)
B CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of fixed assets	(301.99)	(487.76)
Sale of Fixed Assets	15.03	233.51
amounts paid for acquiring of Companies	-	-
Purchase of investments	0.45	-
Sale of Investment	0.04	-
Dividend income	-	-
Interest received & Other Income	4.14	5.34
Net cash (used in) investing activities	282.31	(248.91)
C CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from issue of capital	-	-
Buyback of equity shares	-	-
Proceeds from long term borrowing	544.69	543.03
Repayments of long term borrowings	(340.30)	(223.23)
Short term borrowings (net)	252.08	128.48
Dividend paid (including dividend distribution tax)	-	-
Interest expense	(248.75)	(185.30)
Net Cash (used in)/from financing activities	207.72	262.98
Net increase/(decrease) in cash and cash equivalents	16.53	(6.68)
Cash and cash equivalents at the beginning of the year	42.56	49.24
Cash and cash equivalents at the end of the year	59.09	42.56

CA L.C.BAID
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CS GAJANAND GUPTA
FINANCE CONTROLLER &
COMPANY SECRETARY

In terms of our report attached
for A.NATANI & COMPANY
Chartered Accountants
Firm Reg. No. 07347C

Place : Jaipur
Date : 30.05.2014

ASHOK KUMAR NATANI
PARTNER
MEMBERSHIP NO. 74692

Notes to Financial statements for the Year ended 31st March, 2014
Note 01 COMPANY INFORMATION

POLYCON International Limited (the Company) is a public limited company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Its shares are listed at the Bombay stock Exchange. The company is engaged in the manufacturing and trading of PET Items like PET Bottles, PET Jars, PET Preforms, Caps & Lids and LLDPE Rotomoulding Water Storage Tanks, PVC Profiles, Sections etc. Its manufacturing facilities are located in Jaipur & Bhiwadi, Rajasthan.

Note 02 SIGNIFICANT ACCOUNTING POLICIES
a) Basis of preparation of financial Statements

The Accounts have been prepared to comply in all material aspects with applicable accounting principles in India, the applicable Accounting Standards notified under Section 211(3c) of the Companies Act, 1956 and the relevant provisions thereof.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Revised Schedule-VI to the Companies Act, 1956.

Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current/non-current classification of assets and liabilities.

b) Use of Estimates

The preparation of consolidated financial statements in conformity with the Generally Accepted Accounting Principles ('GAAP') IN India requires management to make estimates and assumptions that affect the reported amounts of income and expenses of the period, assets and liabilities and disclosures relating to contingent liabilities as of the date of the consolidated financial statements. Actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in future periods.

c) Tangible fixed assets

Fixed Assets have been stated at cost net of Cenvat credit less accumulated depreciation. Cost of acquisition or construction is inclusive of direct cost, incidental expenses and borrowing cost related to such acquisition or construction.

d) Depreciation on tangible fixed assets

Depreciation on fixed assets is provided on written down value method at the rates and in the manner prescribed in schedule-XIV of the Companies Act, 1956 except the Plant and Machinery and Dies and Moulds purchased

after 01.04.2004 - Straight Line Method at all the units.

Additions/deletions to fixed assets during the year are being depreciated on prorata from the date on which such assets are being capitalized/deleted.

e) Impairment of tangible assets

Impairment loss is provided to the extent that the carrying amount(s) of assets exceed their recoverable amount(s). Recoverable amount is the higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cash-flows expected to arise from the continuing use of the asset and from its disposal at the end of its useful life. Net selling price is the amount obtainable from sale of the asset in an arm's length transaction between knowledgeable, willing parties, less the costs of disposal.

f) Investments

Investment are stated at cost.

g) Inventories

Inventories are valued at lower of cost or net realizable value as per stock taken, verified, valued and certified by the management. Cost of finished goods includes excise duty also.

h) Revenue Recognition

sales are recognised when the substantial risks and rewards of ownership in the goods are transferred to the buyer, upon supply of goods, and are recorded net of trade discounts, rebates, sales taxes and excise duties (on goods manufactured and outsourced). It does not include inter-divisional transfers.

i) Expenditure

Expenses are accounted for on accrual basis and provision is made for all known losses and liabilities.

j) Retirement and other employee benefits

The Company contributes towards Provident fund and Family pension fund which are defined contribution schemes. Liability in respect thereof is determined on the basis of contribution required to be made under the statutes/rules.

Gratuity Liability, a defined benefit scheme, and provision for compensated absences is accrued and provided for on the basis of actuarial valuations made at the year end.

k) Borrowing costs

Borrowing costs that are attributable to the acquisition, construction or production of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended

use. All other borrowing costs are charged to revenue.

l) Taxes on Income

Tax expense comprises of both current and deferred tax at the applicable enacted/substantively enacted rates. Current tax represents the amount of income-tax payable/recoverable in respect of the taxable income/loss for the reporting period. Deferred tax represents the effect of timing differences between taxable income and accounting income for the reporting period that originate in one period and are capable of reversal in one or more subsequent periods.

m) Provisions and contingencies

A provision is recognized when the Company has a legal and constructive obligation as a result of a past event, for which it is probable that cash outflow will be required and a reliable estimate can be made of the amount of the obligation. A contingent liability is disclosed when the Company has a possible or present obligation where it is not probable that an outflow of resources will be required to settle it. Contingent assets are neither recognized nor disclosed.

n) Accounting of Subsidy

Amount of subsidy granted under Rajasthan Investment Promotion Scheme towards payment of interest and wages in respect of expansion project have been accounted for as and when received by the Company.

o) Foreign Currency Transactions

Transactions in foreign currency are accounted at the exchange rate prevailing on the date of transactions. Foreign Currency Liabilities are stated at rates prevailing at the year end if any. Any other exchange differences are recognized as revenue item.

p) Cenvat Credit/Value Added Tax

Cenvat/Value Added tax benefit is accounted for by reducing the purchase cost of material/fixed assets.

Note 03 SHARE CAPITAL

	(Rupees in Lacs)	
	As at 31.3. 2014	As at 31.3. 2013
Authorised		
7500000 Equity shares of Rs.10/- each (previous year 7500000 equity shares of Rs.10/- each)	750.00	750.00
Issued,subscribed and paid up		
4889100 (as at 31st March, 2013- 4889100) equity shares of Rs. 10/- each, fully paid-up	488.91	488.91
Add : Share forfeited (amount originally paidup)	54.64	54.64
Total	543.55	543.55

a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period :

Particulars	As at 31st March, 2014		As at 31st March, 2013	
	No. of Shares	Rs. In lacs	No. of Shares	Rs. In lacs
Equity shares with voting rights				
At the beginning of the period (Rs. 10/- each)	4889100	488.91	4889100	488.91
changes during the period	-	-	-	-
At the closing of the period (Rs. 10/- each)	4889100	488.91	4889100	488.91

b) Terms/rights attached to equity shares :

The Company has only one class of equity shares having a par value of Rs. 10/- per share. Each equity shareholder is entitled to one vote per share. The Board of Directors have not declared Dividend during the year under review due to marginal profit. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amount in proportion to their shareholding.

c) Details of shareholders holding more than 5% shares in the Company :

Equity shares of Rs. 10/- each fully paid	31st March, 2014		31st March, 2013	
	Name	Nos.	% holding	Nos.
1 Sankalp Granites Pvt. Ltd.	521240	10.66	521240	10.66
2 Maratha Petro-chemicals Pvt. Ltd.	291700	5.97	291700	5.97
3 Sigo Polymers Pvt. Ltd.	294700	6.02	294700	6.02
4 Subhraj Traders Pvt. Ltd.	393900	8.06	393900	8.06
5 Bharat Kumar Baid (H)	269570	5.51	269570	5.51
6 Jai Sinter Polycon Pvt. Ltd.	572500	11.71	572500	11.71

The Company has not allotted any fully paid up equity shares by way of bonus shares nor has bought back any class of equity shares during the period of five years immediately preceding the balance sheet date.

Note 04 RESERVES & SURPLUS	<i>(Rupees in Lacs)</i>	
	As at 31.3. 2014	As at 31.3. 2013
Securities Premium Account	NIL	NIL
Surplus in Statement of Profit and Loss		
Balance as at the beginning of the year	82.03	73.26
Profit for the year	27.00	8.77
Balance as at the end of the year	<u>109.03</u>	<u>82.03</u>
Total Reserves and Surplus	109.03	82.03

Note 05 DEFERRED TAX LIABILITIES (NET)	<i>(Rupees in Lacs)</i>	
	As at 31.3. 2014	As at 31.3. 2013
Difference between book and tax written down values of fixed assets	38.96	35.91
Gross deferred tax liability	38.96	35.91
Deferred Tax Asset Gratuity	14.58	13.13
Gross Deferred Tax Asset	14.58	13.13
Total	24.38	22.78

Note 06 LONG-TERM LIABILITIES	<i>(Rupees in Lacs)</i>			
	As at 31.3.2014		As at 31.3.2013	
	Current Maturities	Non-current Maturities	Current Maturities	Non-current Maturities
SECURED				
Term Loan from Indian Overseas Bank (Refer Note No. 6.1)	88.77	224.35	20.00	258.36
Term Loan from Rajasthan Financial Corporation (Refer Note No. 6.2)	216.73	499.27	260.34	498.34
CarLoan from Kotak Mahindra Prime Ltd. (Refer Note No. 6.3)	2.61	8.13	0.92	2.86
CarLoan from ICICI Bank Ltd. (Refer Note No. 6.4)	6.40	6.46	5.76	12.87
UNSECURED - OTHERS				
Sales Tax Defferment Scheme	-	91.00	-	96.00
Others (Intercompany loans)	-	270.00	-	53.50
Trade/Security deposits	-	6.97	-	7.35
Total	314.51	1106.18	287.02	929.28

6.1 Term Loan from Bank is secured by way of First Charge on certain Plant & Machinery acquired out of said term loan and personal guarantee of two Directors of the Company and also secured by way of second charge on entire present & future current & fixed assets of the Company. The said loan is repayable in quarterly

instalments. The last of which is due in June, 2020. Rate of Interest on Term Loan is at 13.25% P.A.

- 6.2 Term Loans from Rajasthan Financial Corporation (RFC) are secured by equitable mortgage on fixed assets of the company both present and future, situated at Jaipur and Chopanki, Bhiwadi and also secured by Personal Guarantee of two Directors of the Company. The said loan is repayable in quarterly instalments. The last of which is due in September, 2019. Rate of interest on Term Loans range from 10.25% to 13.50% P.A.
- 6.3 Car Loan from Kotak Mahindra Prime Ltd. is secured by hypothecation of vehicle purchased out of said loan. The said loan is repayable in monthly instalments. The last of which is due in June, 2018. Rate of interest on Car Loan is @ 12.60% P.A.
- 6.4 Car Loan from ICICI Bank Ltd. is secured by hypothecation of vehicle purchased out of said loan. The said loan is repayable in monthly instalments. The last of which is due in February, 2016. Rate of interest on Car Loan is @ 10.4% P.A.

Note 07 LONG-TERM PROVISIONS

Provisions for employee benefits		
Provision for Gratuity	47.17	42.49
Total	47.17	42.49

Note 08 SHORT-TERM BORROWINGS

Secured		
Cash Credit from Bank	1145.18	893.10
Total	1145.18	893.10

Cash Credit Limit from banks are secured by hypothecation of stocks and book debts of the Company, both present and future and second charge created / to be created on all the fixed assets of the Company situated at Jaipur and Chopanki, Bhiwadi and also secured by Personal Guarantee of two Directors of the Company.

Note 09 TRADE PAYABLES

Trade Payables		
(For supplies & Expenses)	154.67	128.08
Total	154.67	128.08

*Dues to Micro, small and Medium enterprises have been determined to the extent such parties have been identified on the basis of information collected. The total amount remaining unpaid as at the end of the year is Rs. 56.34 lacs (Previous Year 22.16 lacs) (Refer Note 31)

Note 10 OTHER CURRENT LIABILITIES

Current maturities of long-term borrowings (secured)		
Statutory dues payable	3.21	4.61
Advance from Customers	46.10	37.73
Total	363.82	329.36

Note 11 SHORT-TERM PROVISIONS

Provision for tax		
	9.50	7.85
Total	9.50	7.85

Notes to Financial Statements for the Year ended 31st March, 2014

Note 12 FIXED ASSETS

(Rupees in Lacs)

Tangible Assets	Gross Block				Depreciation/Amortisation				Net Block	
	As at 1st April 2013	Additions/ Adjustments	Deductions/ Adjustments	As at 31st March 2014	As at 1st April 2013	For the year	Deductions/ Adjustments	upto 31st March 2014	As At 31st March 2014	As At 31st March 2013
Owned Assets										
Freehold land	0	0.00	0	0.00	0.00	0	0	0.00	0.00	0.00
Leasehold land	242.40	22.02	0	264.42	0.00	0	0	0.00	264.42	242.40
Buildings	319.33	58.41	25.56	352.18	229.93	9.99	17.22	222.70	129.48	89.40
Plant & Machinery	1942.23	143.20	16.79	2068.64	1382.50	67.93	10.10	1440.33	628.31	559.73
electric Instalation	34.63	4.02	0	38.65	29.48	1.06	0	30.54	8.11	5.15
Office Equipment	23.94	0.84	0	24.78	18.69	0.75	0	19.44	5.34	5.25
Testing Equipment	1.55	0.00	0	1.55	1.30	0.03	0	1.33	0.22	0.25
Furniture and Fixtures	7.65	0.46	0	8.11	6.34	0.28	0	6.62	1.49	1.31
Vehicles	68.68	11.08	0	79.76	41.65	8.93	0	50.58	29.18	27.03
Computer	14.01	0.61	0	14.62	12.55	0.69	0	13.24	1.38	1.46
Moulds & Dies	675.66	0.00	0	675.66	634.71	19.05	0	653.76	21.90	40.95
Total	3330.08	240.64	42.35	3528.37	2357.15	108.71	27.32	2438.54	1089.83	972.93
As at and for the year ended 31st March, 2013	3254.07	492.26	416.25	3330.08	2416.50	123.39	182.74	2357.15	972.93	837.57
Work-in-Progress										
FACTORY BUILDING	13.51									
PLANT & MACHINERY	44.00									
MOULDS & DIES	3.82									
TOTAL Rs.	61.33									

Note 13 NON-CURRENT INVESTMENTS

(Rupees in Lacs)

	As at 31.3. 2014	As at 31.3. 2013
(Long Term Investments)		
Investment in Equity Instruments		
In Government Securities - Unquoted		
6 Years National Savings Certificate	0.98	0.98
(Deposited with Sales Tax Department and other Government Authorities)		
TOTAL	0.98	0.98

Note 14 LONG-TERM LOANS AND ADVANCES

Capital advances		
Unsecured, considered good	-	-
Security deposits		
Unsecured, considered good	24.99	24.99
Total	24.99	24.99
Advance income-tax net of provision		
Rs. 9.50 lacs (as at 31st March, 2013,	11.99	18.68
Rs. 7.85 lacs) Unsecured, considered good)	11.99	18.68
Total	36.98	43.67

Note 15 CURRENT INVESTMENTS

(Rupees in Lacs)

	As at 31.3. 2014	As at 31.3. 2013
Investment in Equity Instruments		
Quoted		
HFCL (2500 Equity Shares of Re. 1/- each)	0.66	0.66
(previous year 2500) Reliance Industries Ltd. (450 Equity Shares of Rs. 10/- each)	3.91	4.34
(previous year 500)		
Total	4.57	5.00

Note 16 INVENTORIES

	(valued at lower of cost and net realizable value)	
	2014	2013
Raw materials	285.16	261.14
Finished goods	104.06	127.90
Traded Goods	29.73	26.14
Stores and Spares	17.82	13.18
Fuel	2.97	2.55
Total	439.74	430.91

	(Rupees in Lacs)	
	As at 31.3. 2014	As at 31.3. 2013
Note 17 TRADE RECEIVABLES		
Unsecured		
Outstanding for a period exceeding six months from the date they are due for payment (Unsecured, considered good)	260.71	207.43
Less : Provision for doubtful trade receivables	-	-
Total	260.71	207.43
Other receivables	858.42	715.46
Total	1119.13	922.89

Note 18 CASH AND CASH EQUIVALENTS		
Cash on hand	6.96	4.87
Balances with banks :		
In current accounts	51.85	37.41
In deposit accounts	0.28	0.28
Total :	59.09	42.56

Note 19 SHORT-TERM LOANS AND ADVANCES		
Loan and advances to related parties		
Unsecured, considered good	94.98	94.98
Security Deposits		
Unsecured, considered good	34.86	35.12
	<u>129.84</u>	<u>130.10</u>
Loans to employees (unsecured, considered good)	7.80	12.53
Prepaid expenses (unsecured, considered good)	1.59	1.59
CENVAT credit receivable	33.66	18.98
Sales Tax Credit receivable	34.70	17.10
Insurance claim receivable *	356.81	293.23
	<u>434.56</u>	<u>343.43</u>
Other loans and advances (unsecured, including advance to suppliers)		
Unsecured, considered good	126.41	84.77
	<u>126.41</u>	<u>84.77</u>
Total	690.81	558.30

* Includes amount of loss by fire of raw material Rs. 44.86 lacs (pervious year Rs. 24.66 lacs) & finished goods Rs. 85.81 lacs (pervious year RS. 21.75 lacs)

	For the year For the year ended ended 31.3. 2014 31.3. 2013	
	Note 20 REVENUE FROM OPERATIONS	
Revenue from operations		
Sale of products		
Finished goods	4918.54	4627.07
Traded goods	253.42	2.14
Other operating revenue	0.00	2.13
Scrap sales	37.92	2.66
Revenue from operations (Gross)	5209.88	4634.00
Less: Excise Duty & Taxes	804.37	686.51
Revenue from Operations (net)	4405.51	3947.49

* Excise Duty deducted from turnover represents excise duty collected on sale of goods

Details of products sold		
PP Cap	208.76	215.93
PET Bottles & Jars	3508.46	3326.10
Water Storage Tanks	287.57	271.19
PVC Profiles	109.38	127.34
Scrap Sale	37.92	2.66
Traded Goods	4152.09	3943.22
Sale of PET Chips/LLDPE	253.42	2.14
Revenue from Job Work		2.13
Total	4405.51	3945.36

	For the year ended 31.3. 2014	For the year ended 31.3. 2013
--	-------------------------------------	-------------------------------------

Note 21 OTHER INCOME		
Interest income (Refer note 1 below)	3.32	4.59
Other non-operating income (Refer note 2, below)	0.86	0.75
Total	4.18	5.34

Notes :

1	Interest from banks on deposits	0.24	0.44
	Other interest	3.08	4.15
		<u>3.32</u>	<u>4.59</u>
2	Other non-operating income :		
	Provision for Income Tax advances written back/credit balances written back	0.80	0
	Profit on sale of Investment	0.02	0.75
	Dividend on equity shares	0.04	0
		<u>0.86</u>	<u>0.75</u>

Note 22 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE

Inventories at the end of the year		
Finished goods	104.06	127.90
Loss of finished goods by fire (debited to insurance co.) as insurance claim receivable (Refer Note No. 19)	85.81	21.75
	<u>189.87</u>	<u>149.65</u>

Inventories at the beginning of the year		
Finished goods	127.90	172.47
Finished goods (Purchase)	258.05	2.89
Total	385.95	175.36
Net increase/Decrease(-)	-196.08	-25.71

	For the year ended 31.3. 2014	For the year ended 31.3. 2013
Note 23 COST OF RAW MATERIALS CONSUMED		
Inventories at the beginning of the year	261.14	196.26
Add : Purchases	2682.18	2608.67
	<u>2943.32</u>	<u>2804.93</u>
Less : Inventories at the end of the year	285.16	261.14
Less : Loss of raw-material by fire (debited to insurance company) as claim receivable (Refer Note No. 19)	44.86	24.66
Cost of raw-materials consumed	2613.30	2519.13
Details of raw-materials consumed		
LLDPE Granul	181.17	172.14
PVC Resin	95.13	132.52
PET Chips	2002.48	1898.18
Polypropolene	218.70	190.08
PET Preforms	102.74	109.28
Others	13.08	16.93
Total	2613.30	2519.13
Note 24 EMPLOYEE BENEFITS EXPENSES		
Salaries, wages and bonus	191.10	171.89
Contribution to providend and other funds	17.37	16.04
Staff Welfare Expenses	4.82	3.39
Provision for Gratuity	7.00	5.56
Total	220.29	196.88
Note 25 FINANCE COSTS		
Interest on borrowings	224.10	179.91
Interest on others	24.65	5.39
Total	248.75	185.30
Note 26 DEPRECIATION AND AMORTISATION EXPENSE		
Depreciation and amortisation for the year on tangible assets	108.71	123.39
Total	108.71	123.39
Note 27 OTHER EXPENSES		
Consumption of stores and spares	37.12	18.81
Consumption of packing materials	205.83	143.41
Power and fuel	368.27	388.75
Rent	7.33	5.95
Repairs to buildigns	2.18	2.93
Repairs to machinery	48.44	47.51
Insurance	4.46	3.92
Rates and taxes	6.75	1.31
Commission and discounts	0.00	0.90
Transport and freight charges (net)	169.9	152.16
Bad Debts/advances written off	0	0
Donations	0.31	2.05
Legal and professional fees *	0.85	0.81
Miscellaneous expenses	133.01	118.84
Total	984.45	887.35
* Includes Payments to auditors		
As auditors - statutory audit	0.34	0.19
Total	0.34	0.19

	As at 31.3. 2014	As at 31.3. 2013
Note 28 EARNINGS PER SHARE (EPS) :		
Earnings per share is calculated by dividing the profit attributable to the equity shareholders by the weighted average number of equity shares outstading during the year, as under :		
Profit attributable to equity shareholders (Rupees in lacs)	27.00	8.77
Weighted average number of equity shares outstanding during the year	4889100	4889100
Basic earnings per share - Rupees	0.55	0.18
Diluted earnings per share - Rupees	0.55	0.18
Nominal value per share - Rupees	10.00	10.00

Note 29 SEGMENT INFORMATION
Primary

The Company is engaged in manufacture and sale of PET and other plastic products which constitutes single business segment. As per management perspective the risks and returns from its sales do not materially vary geographically. Accordingly, there are no other business segments to be reported as per AS-17 issued under the Companies (Accounting Standards) Rules, 2006.

Note 30 CONTINGENT LIABILITIES

	As at 31.3. 2014	As at 31.3. 2013
(Rupees in Lacs)		

In respect of :

a) Excise matters disputed in appeal	0.12	0.98
b) Sales tax matters disputed in appeal	0.97	0.97
c) Bank Guarantee issued in favour of HPCL	-	8.00

	For the year ended 31.3. 2014	For the year ended 31.3. 2013
(Rupees in Lacs)		

Note 31 Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development At, 2006

i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	56.34	22.16
ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-
iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	-	-
iv) The amount of interest due and payable for the year	-	-
v) The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-

- vi) the amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid - -

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the management. This has been relied upon by the auditors.

Note 32

Inventories, loans & advances, trade receivables/payables and other current/non-current assets are reviewed annually and in the opinion of the Management do not have a value on realization in the ordinary course of business, less than the amount at which they are stated in the Balance Sheet.

The response to letters sent by the Company requesting confirmation of balances has been insignificant. In the management's opinion, in the event of any disparity in the balances, any consequential adjustments required on reconciliation of the balances, will not be material in relation to the financial statements of the Company and the same will be adjusted in the financial statements as and when the reconciliation is completed.

Note 33

A fire broke out on 11th February, 2013 at Company's premises located at F-954(A), Chopanki Industrial Area, Bhiwadi, Distt. Alwar resulted in losses amounting to Rs. 49.01 lac for inventories and Rs. 232.77lacs for fixed assets.

Further a massive fire take place on 01st February, 2014 at Company's premises located at F-97,98,99 & G-96, Hirawala Industrial Area, Kanota, Jaipur resulted in losses amounting to Rs. 156.66 lacs for inventories and fixed assets. As these all assets were insured, hence corresponding claim for loss as per insurance policies have been filed with insurers. Pending receipt of claim for insurance company the amount has been shown as insurance claim receivables as short term loans and advances under current Assets. Short fall/surplus if any will be accounted for when the claim is settled by insurance companies.

Note 34 RELATED PARTY TRANSACTIONS
Names of related parties & relationship

- | | |
|---------------------------------|-------------------------------------|
| a) Jai Sinter Polycon Pvt. Ltd. | Relatives of Directors are Director |
| b) Crystal Packaging | Relatives of Directors are Partner |
| c) Bassi Mechanical Works | Relatives of Directors are Partner |
| d) Shri Varun Baid | Held office of profit |
| e) Ms Varsha Baid | Held office of profit |

Key Management Personnel (KMP)

Shri Lal Chand Baid
Shri Rajiv Baid

Enterprise over which key management personnel and their relatives are able to exercise significant influence
Bassi Mechanical Works, Jaipur

Details of transactions with related parties during the year/previous year

Nature of transactons	(Rupees in Lacs)	
	For the year ended 31.3. 2014	For the year ended 31.3. 2013
1 Sale of finished goods	9.49	68.55
2 Receiving of Services	1.78	0.69
3 Interest Paid	-	-
4 Salary to Shri Varun Baid	10.25	9.41
5 Salary to Ms Varsha Baid	5.04	2.00
6 Managerial Remuneration to KMP	30.20	28.36
7 Purchase of Capital Goods	4.20	-

Note 35 Earning in Foreign Currency

FOB Value of Exports	NIL	NIL
Other Income	NIL	NIL

Note 36 Expenditure in Foreign Currency

a) Travelling expenses	NIL	NIL
b) Interest on WCFC Loan	NIL	NIL

Note 37

The Company is in the process of obtaining the Compliance Certificate regarding maintenance of Cost Accounting Records for the current financial year as required under Notification No. G.S.R. 429(E) dated 3rd June, 2011 issued by the Ministry of Corporate Affairs.

Note 38

Previous year's figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification/disclosure.

CA L.C.BAID
CHAIRMAN &
MANAGING
DIRECTOR

RAJIV BAID
EXECUTIVE
DIRECTOR

VINOD SACHETI
INDEPENDENT
DIRECTOR

CS GAJANAND GUPTA
FINANCE CONTROLLER &
COMPANY SECRETARY

In terms of our report attached
for **A.NATANI & COMPANY**
Chartered Accountants
Firm Reg. No. 07347C

Place : Jaipur
Date : 30.05.2014

ASHOK KUMAR NATANI
PARTNER
MEMBERSHIP NO. 74692

PROXY FORM

POLYCON INTERNATIONAL LIMITED

CIN: L28992RJ1991PLC006265

Regd. Office : Rotary Bhawan, Church Road, M. I. Road, Jaipur- 302001

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) _____ of _____ having e-mail id _____ or failing him
- 2) _____ of _____ having e-mail id _____ or failing him
- 3) _____ of _____ having e-mail id _____ or failing him

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23rd Annual General Meeting of the Company, to be held on Saturday September 20, 2014 at 1.00 p.m. at Registered office, Rotary Bhawan, Church Road, M. I. Road, Jaipur- 302001 and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolutions	
Ordinary Business	
1.	Consider and adopt the Statement of Profit and Loss Account for the financial year ended March 31, 2014 and the Balance Sheet as at that date together with the reports of the Directors' and Auditors' thereon.
2.	Re-appointment of Shri Rajiv Baid, who retires by rotation and, being eligible, offers himself for re-appointment
3.	Appointment of Auditors and fixing their remuneration.
Special Business	
4.	Appointment of Smt. Tiyana Sacheti as an Independent Director.
5.	Appointment of Shri Kamal Bordia as an Independent Director.
6.	Appointment of Shri Adarsh Singhanian as an Independent Director.

Signed this.....day of.....2014.

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.

POLYCON INTERNATIONAL LIMITED

CIN: L28992RJ1991PLC006265

Regd. Office : Rotary Bhawan, Church Road, M. I. Road, Jaipur- 302001

Email : info@polyconltd.com Website: www.polyconltd.com

Form No. MGT-12

POLLING PAPER

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

Name Of Company:	Polycon International Limited
Registered office:	Rotary Bhawan, Church Road, M.I. Road, Jaipur-302001

BALLOT PAPER

S.No.	Particulars	Details
1	Name of first Named Shareholder (In Block Letters)	
2	Postal Address	
3	Registered folio No./DP ID NO. / Client ID. No.* (*Applicable to investors holding shares in dematerialized form)	
4	Class of Shares	

I / We hereby exercise my vote in respect of Resolutions set out in the Notice of the Annual General Meeting (AGM) of the Company to be held on 20th September 2014, by sending my assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate box below:

Item no.	Resolutions	No. of shares	(FOR)	(AGAINST)
			I assent to the Resolution	I dissent the Resolution
1.	Consider and adopt the Statement of Profit and Loss Account for the financial year ended March 31, 2014 and the Balance Sheet as at that date together with the reports of the Directors' and Auditors' thereon.			
2.	Re-appointment of Shri Rajiv Baid, who retires by rotation and, being eligible, offers himself for re-appointment			
3.	Appointment of Auditors and fixing their remuneration			
4.	Appointment of Smt. Tiyana Sacheti as an Independent Director.			
5.	Appointment of Shri Kamal Bordia as an Independent Director			
6.	Appointment of Shri Adarsh Singhania as an Independent Director.			

Place:

Date:

(Signature of the Shareholder)

ATTENDANCE SLIP**POLYCON INTERNATIONAL LIMITED**

CIN: L28992RJ1991PLC006265

Regd. Office : Rotary Bhawan, Church Road, M. I. Road, Jaipur- 302001

Email : info@polyconltd.com Website: www.polyconltd.com

I/We hereby record my/our presence at the 23rd Annual General Meeting of POLYCON INTERNATIONAL LIMITED at the Registered Office of the Company at Rotary Bhawan, Church Road, M. I. Road, Jaipur- 302001, on Saturday, the 20th day of September, 2014 at 1.00 p.m.

DP ID	
Client ID	

Folio No.	
-----------	--

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.

POLYCON INTERNATIONAL LIMITED

CIN: L28992RJ1991PLC006265

Regd. Office : Rotary Bhawan, Church Road, M. I. Road, Jaipur- 302001

Email : info@polyconltd.com Website: www.polyconltd.com

Dear Shareholder,

The Ministry of Corporate Affairs, Government of India ("MCA") has, by its circular dated 21st April, 2014 announced a "Green Initiative in the Corporate Governance" by allowing paperless compliance by companies. In terms of the said circular, service of notice/documents by a company to its shareholders required to be made under the provisions of the Companies Act, 2013 can be made through the electronic mode.

In line with the above initiative of the MCA, the Company proposes to send documents such as the Notice of the Annual General Meeting, Audited Financial Statement, Directors' Report, Auditors' Report, Postal Ballot etc., henceforth to all its esteemed shareholders, including your good self, in electronic form, through e-mail. To facilitate the same, we request you to furnish our e-mail id, quoting your folio number/DPID/Client ID to our Registrar and share Transfer Agent at the following address :

M/s. Link Intime India Pvt. Ltd.
44, Community Centre, 2nd Floor, Naraina Industrial Area,
Phase-I, Near PVR Cinema, NEW DELHI-110 028
Phone: 011-4141 0592, 93, 94 Fax: 4141 0591 E-mail:delhi@linktime.co.in

We are sure you would appreciate this welcome initiative taken by the MCA to reduce consumption of paper and thereby, protect the environment. We expect to receive your support and co-operation in helping the Company to contribute its share to the said initiative.

Thanking you,

Yours faithfully,
For Polycon International Limited

CS Gajanand Gupta
Finance Controller &
Company Secretary