

January 5, 2024

The Manager - Listing Department, National Stock Exchange of India Limited, Exchange Plaza, NSE Building, Bandra Kurla Complex, Bandra East, Mumbai- 400 051 SYMBOL : POLYPLEX	The General Manager - Listing Department, BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001 BSE Scrip Code : 524051
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Dear Sir(s),

Ref: Regulation 30 and 17(1C) of SEBI (LODR) Regulations, 2015

Sub: Furnishing of Notice of Postal Ballot

Please find enclosed Notice of Postal Ballot dated December 29, 2023, which has been sent to the Members for seeking approval on following item of Special Business:

Appointment of Mr. Iyad Malas (DIN: 10381216) as a Non-Executive, Non-Independent and Non-Promoter Director of the Company.

In accordance with various circulars issued by Ministry of Corporate Affairs (MCA), from time to time, the notice of postal ballot has been sent/issued only through electronic mode to those shareholders today, whose email addresses are registered with the Company's Registrar and Share Transfer Agent (RTA) viz., KFin Technologies Limited / Depository Participants and whose names appeared in the Register of Members as on cut-off date, i.e. Tuesday, January 2, 2024.

As per the provisions of the MCA circulars, shareholders can vote only through the remote e-voting process. The Remote E-voting commences on **Tuesday, January 9, 2024 at 9:00 a.m. (IST) and concludes on Wednesday, February 7, 2024 at 5:00 p.m. (IST)**.

The results of voting by means of Postal Ballot through Remote E-voting shall be declared on or before Thursday, February 8, 2024.

We are also arranging to upload aforesaid Notice on the website of the Company i.e. www.polyplex.com and on the website of our RTA viz. <https://evoting.kfintech.com/public/Downloads.aspx>

You are requested to take this on record.

Thanking You,

Yours faithfully,

For Polyplex Corporation Limited

Ashok Kumar Gurnani
Company Secretary

Email: akgurnani@polyplex.com

Encl: as above

Polyplex Corporation Limited

CIN : L25209UR1984PLC011596



POLYPLEX CORPORATION LIMITED

CIN: L25209UR1984PLC011596

Regd. Office: Lohia Head Road, Khatima - 262308, Distt. Udham Singh Nagar, Uttarakhand
Corporate Office: B-37, Sector-1, Noida - 201301, Distt. Gautam Budh Nagar, Uttar Pradesh
Phone: 0120-2443716-19 Fax: 0120-2443723 & 24

E-mail: investorrelations@polyplex.com Website : www.polyplex.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013, read with Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014, as amended]

To

The Members of Polyplex Corporation Limited

NOTICE is hereby given pursuant to and in compliance with the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the 'Rules') and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), Secretarial Standard-2 on General Meetings ('SS-2'), read with the guidelines prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings / conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by MCA (collectively referred to as 'MCA Circulars') and other applicable laws and regulations, as amended from time to time (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), to the Members of Polyplex Corporation Limited (hereinafter referred to as 'the Company') to transact the following special business as set out hereunder by passing requisite resolution(s), by remote e-voting process ('remote e-voting').

The proposed resolution and the Explanatory Statement setting out the material facts as required in terms of Section 102 of the Act read with the Rules and the MCA Circulars form part of the Postal Ballot Notice ('Notice') for seeking consent of the Members of the Company through Postal Ballot by remote e-voting.

In compliance with MCA Circulars on Postal Ballot process, the voting on the resolution(s) covered in the Notice will take place through remote e-voting only and physical copies of the Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot. Please refer to detailed instructions for remote e-voting explained in notes to the Notice.

Special Business:

Item 1: Appointment of Mr. Iyad Malas (DIN: 10381216) as a Non-Executive, Non-Independent and Non-Promoter Director of the Company by way of **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’), the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company and based on recommendation made by the Nomination and Remuneration Committee of the Board of Directors of the Company, the appointment of Mr. Iyad Malas (DIN: 10381216) by the Board of Directors of the Company as an Additional Director (Non-Executive, Non-Independent and Non-Promoter Director) of the Company in terms of Section 161 of the Act with effect from November 9 2023, be and is hereby approved as Non-Executive, Non-Independent and Non-Promoter Director of the Company, who shall be liable to retire by rotation.

By Order of the Board
For **Polyplex Corporation Limited**
Sd/-

Ashok Kumar Gurnani
Company Secretary
FCS – 2210

Place: Noida
Date: December 29, 2023

Registered Office:
Lohia Head Road,
Khatima 262 308,
Distt. Udham Singh Nagar,
Uttarakhand

NOTES:

1. Explanatory Statement pursuant to Section 102 read with Section 110 of the Act setting out the material facts and reasons in respect of the resolutions as set out above, is annexed hereto and forms part of this Notice.

2. Pursuant to the provisions of Section 110 of the Act read with the Rules and the MCA Circulars, your Company has an option to seek the approval of the Members through Postal Ballot (via remote e-voting) for the above-mentioned resolution. Accordingly, if the resolution is approved by the Members through Postal Ballot via remote e-voting, it shall be deemed to have been passed as if the same has been passed at a General Meeting of the Members convened in this regard.

3. Dispatch of Postal Ballot Notice through electronic mode

In compliance with the MCA Circulars, the Notice is being sent by electronic mode only to those Members whose names appear in the Register of Members/ List of Beneficial Owners maintained by the Company/ Depositories respectively as at close of business hours on **Tuesday, January 2, 2024**, (the 'cut-off date') and whose e-mail IDs are registered with the Company/ Depositories. As per the MCA Circulars, physical copies of the Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-voting only.

Members may note that the Notice will be available on the Company's website <https://polyplex.com/investors.com>, website of the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of KFin Technologies Limited (KFintech) at <https://evoting.kfintech.com/public/Downloads.aspx>.

4. Registration of KYC Details:

Members who have not yet registered/updated their KYC Details may register the same as under:

a) Members holding shares in physical mode are requested to update their KYC details by downloading the forms from <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>. Please send the signed ISR Forms along with the supporting documents at below address:

KFin Technologies Limited
Unit: Polyplex Corporation Limited
Selenium Tower B, Plot 31-32,
Financial District, Nanakramguda,
Serilingampally, Rangareddi,
Hyderabad 500032, Telangana, India

Toll Free Number:1800 3094 001.

b) Members holding shares in dematerialised mode are requested to register / update their e-mail IDs with the Depository Participant(s) (DPs) with whom they maintain their demat accounts.

c) In case of queries, Members are requested to write to **einward.ris@kfintech.com** or call at the toll free number 1800 309 4001.

5. Members whose names appears in the Register of Members / List of Beneficial Owners as on the 'cut-off date' i.e., **Tuesday, January 2, 2024** are eligible to cast their votes on the resolutions set out in this Notice. A person who is not a Member as on the 'cut-off date' should treat this Notice for information purpose only.

6. Instructions for remote e-voting :

i. In compliance with the provisions of Sections 108 and 110 of the Act read with the Rules as amended and Regulation 44 of the SEBI Listing Regulations, as amended from time to time, the Company is providing facility to the Members to exercise voting through electronic voting system ('remote e-voting') on the e-voting platform provided by KFintech. The Members may cast their votes remotely, using remote e-voting only on the dates mentioned hereunder. The instructions for remote e-voting forms part of this Notice.

ii. Facility to exercise vote through remote e-voting will be available during the following period:

Commencement of Remote e-voting	End of Remote e-voting
Tuesday, January 9, 2024 (09:00 a.m. IST)	Wednesday, February 7, 2024 (05:00 p.m. IST)

iii. During the above period, Members of the Company holding shares either in physical form or in dematerialised form, as on Tuesday, January 02, 2024, i.e., 'cut-off date', may cast their vote by remote e-voting.

iv. The remote e-voting module shall be disabled by KFintech for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.

v. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the 'cut-off date'.

vi. The Board of Directors have appointed Mr. Ravi Sharma, failing him Mr. Mahesh Rustagi, failing him Ms. Suman Pandey, Partners of M/s. R S M & Co., Company Secretaries, New Delhi as Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner. Further, they have communicated their willingness to be appointed and will be available for the same.

vii. The Scrutinizer(s) shall immediately after the conclusion of voting unblock the votes cast through remote e-voting in the presence of at least 2 (two) witnesses not in the employment of the Company. The Scrutinizer(s) shall submit a Scrutinizers' Report of the total votes cast in favour or against, if any, not later than two working days from the conclusion of the meeting to the Chairman or a person authorized by him in writing who shall countersign the same. The Chairman or any other person authorized by him in writing shall declare the results of the voting forthwith.

The results of the e-voting along with the scrutinizer's report shall be communicated immediately to the BSE Limited and National Stock Exchange of India Limited, where the shares of the company are listed and shall be placed on the Company's website www.polyplex.com and on the website of Kfintech at <https://evoting.kfintech.com> immediately after the result declared by the chairperson or any other person authorised by the Chairman.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE ACT

Item No. 1

Pursuant to the provisions of Section 161 of the Act, the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on November 9, 2023 had appointed Mr. Iyad Malas (DIN: 10381216) as an Additional Director (Non-Executive, Non-Independent and Non-Promoter Director) of the Company with effect from November 9 2023. Mr. Iyad is a nominee director of AGP Holdco Limited, UAE.

Further, as per Regulation 17 (1C) of the SEBI Listing Regulations, the listed company shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the Members is being sought for by way of Postal Ballot for the appointment of Mr. Iyad Malas as a Non-Executive, Non-Independent and Non-Promoter Director of the Company, liable to retire by rotation.

Brief Profile of Mr. Iyad Malas

Mr. Iyad Malas is a seasoned executive with over 30 years of experience in various senior roles, spanning many countries and industries, including real estate, retail, leisure & entertainment, financial services, and investments. He is involved in developing the future strategy for the Al Ghurair Group and has reorganized its holding into an investment holding company with investments in Real Estate, packaging and metals industries, and financial investments. He is a board member of Mashreq Bank and National Cement Company. Mr. Malas holds an MBA from George Washington University, Washington DC and a BA from the American University of Beirut.

Mr. Malas will be entitled to receive remuneration by way of the sitting fees for attending the meetings of the Board of Directors and/or its Committees, reimbursement of expenses for attending the meetings of the Board and its committees.

As required under Regulation 36 of the SEBI Listing Regulations and SS-2, other requisite information is annexed hereto, and forms a part of this Notice.

None of the other Directors, Key Managerial Personnel and their respective relatives are in anyway concerned or interested, financially or otherwise, in the Resolution No. 1 as set out in this Notice.

Your Directors recommend the above Resolution for approval by the Members by way of an Ordinary Resolution.

By Order of the Board
For **Polyplex Corporation Limited**
Sd/-
Ashok Kumar Gurnani
Company Secretary
FCS – 2210

Place: Noida

Date: December 29, 2023

DISCLOSURE RELATING TO DIRECTOR PURSUANT TO REGULATION 36(3) of SEBI LISTING REGULATIONS AND SS-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

Name of the Director	Mr. Iyad Malas
DIN	10381216
Date of Birth / Age	July 28, 1964/ 59 years
Date of First Appointment	November 9, 2023
Expertise in specific functional areas	As mentioned in the Explanatory Statement.
Experience	
Qualification(s)	BA from the American University of Beirut and MBA from George Washington University, Washington DC, USA
Terms & Conditions of appointment/reappointment	Proposed to be appointed as a Non-Executive, Non-Independent and Non-Promoter Director, liable to retire by rotation. By virtue of his appointment he would be entitled to receive sitting fee for attending meetings of the Board or any Committee thereof as permitted under the Companies Act, 2013. In addition, he would also be entitled to be paid his travelling and stay expenses incurred in connection with attending any meetings of the Board or committee thereof.
Remuneration last drawn (sitting fees and commission)	Not Applicable
Shareholding in the Company including shareholding as a beneficial owner	Nil
Number of Board meetings held and attended during the FY 23-24	One out of One
List of Directorships held in Listed Companies	Nil
Listed entities in which the person has resigned in past three years	Nil
Chairman/Member of the Committee of the Board of Directors of the Company	Member of (a) Audit Committee; (b) Nomination and Remuneration Committee and (c) Corporate Social Responsibility Committee
Relationship with other Directors and KMPs	He is not related to any Director or KMP of the Company.

PROCEDURE AND INSTRUCTIONS FOR E-VOTING

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

A. Login method for remote e-Voting for Individual shareholders holding securities in demat mode

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, e-voting process has been enabled to all individual shareholders who hold shares in dematerialized form, by way of single login credential, through their demat accounts on the websites of Depositories/ e-voting service provider in order to increase the efficiency of the voting process.

Accordingly, the shareholders would be able to cast their vote without having to register again with the e-voting service provider (ESP). Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

The details of the process and manner for remote e-Voting are explained herein below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. User already registered for Internet-based Demat Account Statement (IDeAS) facility:</p> <p>I. Visit URL: https://eservices.nsdl.com</p> <p>II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</p> <p>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</p> <p>IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</p>
	<p>2. User not registered for IDeAS e-Services</p> <p>I. To register click on link : https://eservices.nsdl.com</p> <p>II. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>III. Proceed with completing the required fields.</p> <p>IV. Follow steps given in points 1</p> <p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <p>I. Open URL: https://www.evoting.nsdl.com/</p> <p>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>III. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</p>

	<p>IV. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e. KFintech.</p> <p>V. On successful selection, you will be redirected to KFin e-Voting page for casting your vote during the remote e-Voting period .</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Existing user who have opted for Easi / Easiest</p> <p>I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com</p> <p>II. Click on New System Myeasi</p> <p>III. Login with your registered user id and password.</p> <p>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFin e-Voting portal.</p> <p>V. Click on e-Voting service provider name to cast your vote.</p> <p>2. User not registered for Easi/Easiest</p> <p>I. Option to register is available at : https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>II. Proceed with completing the required fields.</p> <p>III. Follow the steps given in point 1</p> <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <p>I. Visit URL: www.cdslindia.com</p> <p>II. Provide your demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e- Voting is in progress.</p> <p>V. Click on company name and you will be redirected to KFin-voting website for casting your vote during the remote e-voting period.</p>
<p>Individual Shareholder login through their demat accounts / Website of Depository Participant</p>	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>III. Click on options available against company name or e-Voting service provider – KFintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.</p>

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites. Helpdesk for individual shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL is given below:

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33

B. Login method for e-voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

i) Open your web browser during the voting period and navigate to :

<https://evoting.kfintech.com>

ii) Enter the login credentials (i.e., user-id & password) mentioned in email forwarded through the electronic notice. Your Folio No./ DP Client ID will be your User-ID.

User – ID	<p>For Members holding shares in Demat Form:-</p> <p>a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID</p> <p>b) For CDSL :- 16 digits beneficiary ID</p> <p>For Members holding shares in Physical Form:- Even No. 7819 followed by Folio Number registered with the Company However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting the vote.</p>
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iii) After entering these details appropriately, click on “LOGIN”.

iv) You will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

v) You need to login again with the new credentials.

vi) On successful login, system will prompt to select the “**Even No. 7819**” for Polyplex Corporation Limited and click on “Submit”.

vii) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.

viii) Members holding multiple folios/ demat accounts shall choose the voting process separately for each folio/ demat accounts.

ix) Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

x) You may then cast your vote by selecting an appropriate option and click on “Submit”.

xi) A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

xii) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email contact@csrsm.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format “**Polyplex Corporation Limited Even No.7819**”. The documents should reach the Scrutinizer on or before 5:00 pm on January 8, 2024.

xiii) Members can cast their vote online from January 9, 2024 (from 9.00 a.m. IST) to February 7, 2024 (upto 5.00 p.m. IST). The e-voting module shall be disabled by Kfintech thereafter.

OTHER INSTRUCTIONS:

a) In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of [https:// evoting.kfintech.com](https://evoting.kfintech.com) (Kfintech Website) or contact Mr. Raj Kumar Kale, (Unit: Polyplex Corporation Limited) of Kfin Technologies Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at einward.ris@kfintech.com or evoting@kfintech.com or phone no. 040 – 6716 2222 or call toll free No. 1800- 309-4001 for any further clarifications.

b) Members can also update their mobile number and e-mail id by approaching their respective DPs or Kfintech as the case may be.

c) The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the ‘cut-off date’ i.e. January 2, 2024.