

NOTICE

Notice is hereby given that the 23rd Annual General Meeting of the members of Dhabriya Polywood Limited (CIN: U29305RJ1992PLC007003) will be held on Saturday, 26th Day of September, 2015 at 11.00 a.m. at SP-2032(A), Ramchandrapura Industrial Area, Sitapura Extension, Jaipur – 302 020 (Rajasthan), to transact the following businesses:

Ordinary Business

1. To consider and adopt:
 - i. The audited financial statement of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon; and
 - ii. The audited consolidated financial statement of the Company for the financial year ended March 31, 2015.
2. To appoint Directors in place of those retiring by rotation.
3. To ratify the appointment of Auditors and fix their remuneration in this regard, to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 & 142 and other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Narendra Sharma & Co., Chartered Accountants (Registration No. 004983C) were appointed in the 22nd Annual General Meeting held on August 14, 2014, as the Statutory Auditors of the Company for a period of 5 years subject to annual ratification, be and is hereby ratified for the financial year 2015-16 at such remuneration as may be determined by the Board of Directors of the Company."

Special Business:

4. INCREASE IN AUTHORIZED SHARE CAPITAL

To consider and, if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution:-

"RESOLVED THAT pursuant to the provisions of Section 61 & 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto and re-enactment thereof) and the rules framed

there under, the consent of the members of the Company be and is hereby accorded to increase the authorized share capital of the Company from existing Rs. 10,00,00,000 (Rupees Ten Crores only) divided into 1,00,00,000 (One Crores) Equity Shares of Rs. 10/- each to Rs. 12,50,00,000 (Rupees Twelve Crore Fifty Lakhs only) divided into 1,25,00,000 (One Crore Twenty Five Lakhs) Equity Shares of Rs. 10/- each, by creation of additional 25,00,000 (Twenty Five Lakhs) Equity Shares of Rs. 10/- each ranking pari-passu in all respects with the existing Equity Shares."

RESOLVED FURTHER THAT Clause V of the Memorandum of Association of the Company be and is hereby amended by substituting with the following clause:

Memorandum of Association

V. "The Authorised Share Capital of the Company is 12,50,00,000 (Rupees Twelve Crores Fifty Lakhs only) divided into 1,25,00,000 (One Crore Twenty Five Lakhs) Equity Shares of Rs. 10/- each."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, things and matters that may be necessary, desirable or expedient for giving effect to the aforesaid resolution."

5. ISSUE OF BONUS EQUITY SHARE

To consider and, if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:-

"RESOLVED THAT, in accordance with Section 63 and all other applicable provisions of the Companies Act, 2013, read with Rule 14 of the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the relevant provisions of the Memorandum and Articles of Association of the Company and subject to the regulations issued by the Securities & Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time and subject to such consents and approvals as may be required from the appropriate authorities and the recommendation of the Board of Directors of the Company (hereinafter referred to as 'the Board'), the consent of the Members be and is hereby accorded to the Company for capitalization of such sum standing to the credit of the securities

premium / free reserves of the Company, as may be considered necessary by the Board, for the purpose of issuance of bonus equity shares of Rs. 10 (Rupees Ten only) each, credited as fully paid-up shares to the holders of the existing equity shares of the Company, whose names appear in the Register of Members maintained by the Company / List of Beneficial Owners, as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such date ('record date') as may be fixed in this regard by the Board, in the proportion of 1 (one) equity share for every 4 (four) existing equity share held by the Members and the Bonus Equity Shares so distributed shall, for all purpose be treated as an increase in the paid up capital of the Company held by each such member and not as income."

RESOLVED FURTHER THAT, the Bonus Equity Shares so allotted shall rank pari-passu in all respects with the fully paid-up equity shares of the Company as existing on the 'record date', save and except that they shall not be entitled to any dividend that may be declared before the 'record date'.

RESOLVED FURTHER THAT, no allotment letter shall be issued in respect of Bonus Equity Shares but in case of members holding Equity Shares in dematerialized form, the Bonus Equity Share shall be credited to the respective beneficiary accounts of the members with their respective depository participants.

RESOLVED FURTHER THAT, the Bonus Equity Shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to take all other steps as may be necessary to give effect to the aforesaid resolution and determine all other terms and conditions of the issue of bonus shares as the Board may in its absolute discretion deem fit."

6. TO APPROVE "POLYWOOD EMPLOYEE STOCK OPTION SCHEME 2015."

To consider and, if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 ("the Companies Act") and rules made there under and in accordance with the

provisions of the Memorandum and Articles of Association of the Company, the Listing Agreement with the Stock Exchange(s), the provisions contained in the Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014 (hereinafter referred to as "SEBI Regulations") as amended from time to time (and any other prescribed rules, regulations/guidelines of Securities and Exchange Board of India "SEBI") or any other relevant authority, from time to time to the extent applicable and subject to such other approvals, consents, permissions and sanctions as may be necessary, the approval and consent of the Members be and is hereby accorded to Board of Directors of the Company (herein referred to as the "Board" which term shall be deemed to include any Committee(s), including the Nomination & Remuneration Committee, constituted by the Board to exercise its powers including the powers conferred by this Resolution) to introduce and implement 'Polywood Employee Stock Option Scheme 2015' (hereinafter referred to as the "POLYWOOD ESOS 2015"/ "Scheme") and to create, offer and grant, issue and allot from time to time Employees Stock Options upto 5% of the existing paid up equity share capital of the Company (i.e. 8200000 equity shares of Rs.10/= each) as on the date of passing the resolution to the present and future permanent employees including Directors of the Company (other than Promoters or belonging Promoters Group of the Company, Independent Directors and a Directors who either himself or through his relative or through anybody corporate, directly or indirectly, holds more than ten percent of the outstanding equity shares of the company, whether whole time or otherwise, as may be decided solely by the Board under this plan, exercisable into not more than 4,10,000 fully paid up Equity Shares in the Company in aggregate, of face value of Rs.10 each, at such price or prices, in one or more tranches and on such terms and conditions as may be fixed or determined by the Board in accordance with the provisions of applicable laws or regulations issued by the relevant authorities."

RESOLVED FURTHER THAT the Board, on the recommendation of Nomination & Remuneration Committee, be and is hereby authorized to issue and allot Equity Shares to the Employees upon exercise of options from time to time in accordance with 'Polywood Employee Stock Option Scheme 2015' and such Equity Shares shall rank pari-passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the options to be granted and the Equity Shares be allotted directly to

such Eligible Employees/Directors in accordance with the plan framed in that behalf to subscribe to the securities of the Company issued under 'Polywood Employee Stock Option Scheme 2015'.

RESOLVED FURTHER THAT the Company shall confirm to the accounting policies prescribed from time to time under the ESOP Regulations and Guidelines and any other modifications, reenactment thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matter and things as it may as its absolute discretion, deem necessary or desirable for issue, offer, allocate, allot and utilize proceeds and to make modifications, changes, variations, alterations, revisions in the terms and conditions of the Plan in accordance with any regulations or guidelines that may be issued from time to time by the appropriate authority unless such variation(s) modification(s) or alteration(s) is detrimental to the interest of Eligible Employees including but not limited to amendments with respect to the vesting period, number of options, exercise price, exercise period, eligibility criteria or to suspend, withdraw, terminate or revise the plan without any form of further reference, confirmations, approvals or sanctions from Members of the Company, to the extent permissible by SEBI Regulations and other relevant regulations in force, Companies Act 2013(including any modifications, amendment and re-enactment thereof), the Memorandum and Articles of Associations of the Company and any other applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion, deem necessary including appointment of Merchant Bankers, Solicitors and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of 'Polywood Employee Stock Option Scheme 2015', as also to prefer application to the appropriate authorities, parties and the institutions for their requisite approvals, as also to initiate all necessary actions for the preparation and issue of requisite documents as may be required with the SEBI / Stock Exchange(s), and all other documents to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolutions the Board be and is hereby authorized on behalf of the company and to do all such acts, deeds, matters and things and to execute all such deeds, documents, instruments and writings as

it may at its sole and absolute discretion deem necessary or expedient proper or desirable for such purpose and with the power on behalf of company to settle any questions, difficulty or doubt that may arise in this regard at any stage including at the time of Listing of Securities without being required to seek further consent or approval of the members of the Company.

RESOLVED FURTHER THAT the board be and is hereby authorized to delegate all or any of the powers herein conferred to any committee of directors, or chairman of the committee with a power to further delegate the same to any executives/officers of the company to do all such acts and deeds, matters and things as also execute documents, writings and other papers as may be necessary in this regard."

7. TO APPROVE THE "POLYWOOD EMPLOYEE STOCK OPTION SCHEME 2015" FOR SUBSIDIARY COMPANIES.

To consider and, if thought fit, to pass with or without modification, the following Resolution as a Special Resolution:-

"**RESOLVED THAT** pursuant to the applicable laws and regulations, approval of members of the Company be and is hereby accorded that the benefits of the 'Polywood Employee Stock Option Scheme 2015' proposed under Resolution No.6 of this Notice as approved by the Members, be extended to the present and future permanent employees of the subsidiary companies and their Directors whether whole time director or not but excluding the Independent Directors, as may be decided by the Board of Directors of the Company (hereinafter referred to as the "the Board" which terms shall be deemed to include any committee including Nomination and Remuneration Committee of the Board), so however that the total options granted to the employees of the Company and of its subsidiaries shall not exceed 4,10,000 (Four Lakh Ten Thousand Only).

RESOLVED FURTHER THAT Board of directors be and are hereby severally authorized on behalf of the Company to sign such documents, agreements, undertakings as may be necessary to give effect to this resolution."

8. REVISION IN TERMS OF REMUNERATION OF MR. DIGVIJAY DHABRIYA, CHAIRMAN & MANAGING DIRECTOR

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT in partial modification of resolution passed at the Extra-ordinary General Meeting of the Company held on September 1, 2014 for the appointment and terms of remuneration of Mr. Digvijay Dhabriya (DIN: 00519946) Managing Director & Chairman of the Company pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including Schedule V to the said Act, the consent of the Members be and is hereby accorded to revision in the terms of remuneration of Mr. Digvijay Dhabriya as the Managing Director & Chairman of the Company, by way of change in the maximum amount of basic salary payable to Mr. Digvijay Dhabriya (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with authority to the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to fix his salary within such maximum amount, increasing thereby, proportionately, all benefits related to the quantum of salary, with effect from 1st April 2015 for the remainder of the tenure of his contract, as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT, if the necessary, the Company be and is hereby authorised to make an application in the prescribed form within the prescribed period to the Central Government as per the provisions of Section 196 and section 197 of the Act for obtaining its approval to payment of remuneration as provided above in the event it exceeds the limits provided in Part II of Schedule V to the Act and any of the Directors of the Company be and are hereby severally authorized to execute and sign such forms, writings, given such notice, as may be necessary in this regard."

9. REVISION IN TERMS OF REMUNERATION OF MRS. ANITA DHABRIYA, WHOLE-TIME DIRECTOR

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT in partial modification of resolution passed at the Extra-ordinary General Meeting of the Company held on September 1, 2014 for the appointment and terms of remuneration of Mrs. Anita Dhabriya (DIN: 00359317) Whole-time Director of the Company pursuant to the provisions of Sections 196, 197 and any other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including Schedule V to the said Act, the consent of the Members be and is hereby accorded to revision in the terms of remuneration of Mrs. Anita Dhabriya as the Whole-time Director of the Company, by way of change in the maximum amount of basic salary payable to Mrs. Anita Dhabriya (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with authority to the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to fix her salary within such maximum amount, increasing thereby, proportionately, all benefits related to the quantum of salary, with effect from 1st April 2015 for the remainder of the tenure of his contract, as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT, if the necessary, the Company be and is hereby authorised to make an application in the prescribed form within the prescribed period to the Central Government as per the provisions of Section 196 and section 197 of the Act for obtaining its approval to payment of remuneration as provided above in the event it exceeds the limits provided in Part II of Schedule V to the Act and any of the Directors of the Company be and are hereby severally authorized to execute and sign such forms, writings, given such notice, as may be necessary in this regard."

10. REVISION IN TERMS OF REMUNERATION OF MR. MAHENDRA KARNAWAT, WHOLE-TIME DIRECTOR

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT in partial modification of resolution passed at the Extra-ordinary General Meeting of the Company held on September 1, 2014 for the appointment and terms of remuneration of Mr.

Mahendra Karnawat (DIN: 00519876) Whole-time Director of the Company pursuant to the provisions of Sections 196, 197 and any other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including Schedule V to the said Act, the consent of the Members be and is hereby accorded to revision in the terms of remuneration of Mr. Mahendra Karnawat as the Whole-time Director of the Company, by way of change in the maximum amount of basic salary payable to Mr. Mahendra Karnawat (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with authority to the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to fix his salary within such maximum amount, increasing thereby, proportionately, all benefits related to the quantum of salary, with effect from 1st April 2015 for the remainder of the tenure of his contract, as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT, if the necessary, the Company be and is hereby authorised to make an application in the prescribed form within the prescribed period to the Central Government as per the provisions of Section 196 and section 197 of the Act for obtaining its approval to payment of remuneration as provided above in the event it exceeds the limits provided in Part II of Schedule V to the Act and any of the Directors of the Company be and are hereby severally authorized to execute and sign such forms, writings, given such notice, as may be necessary in this regard."

11. REVISION IN TERMS OF REMUNERATION OF MR. SHREYANSH DHABRIYA, WHOLE-TIME DIRECTOR

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT in partial modification of resolution passed at the Extra-ordinary General Meeting of the Company held on September 1, 2014 for the appointment and terms of remuneration of Mr. Shreyansh Dhabriya (DIN: 06940427) Whole-time Director of the Company pursuant to the provisions of Sections 196, 197 and any other applicable provisions, if

any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including Schedule V to the said Act, the consent of the Members be and is hereby accorded to revision in the terms of remuneration of Mr. Shreyansh Dhabriya as the Whole-time Director of the Company, by way of change in the maximum amount of basic salary payable to Mr. Shreyansh Dhabriya (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with authority to the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to fix his salary within such maximum amount, increasing thereby, proportionately, all benefits related to the quantum of salary, with effect from 1st April 2015 for the remainder of the tenure of his contract, as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT, if the necessary, the Company be and is hereby authorised to make an application in the prescribed form within the prescribed period to the Central Government as per the provisions of Section 196 and section 197 of the Act for obtaining its approval to payment of remuneration as provided above in the event it exceeds the limits provided in Part II of Schedule V to the Act and any of the Directors of the Company be and are hereby severally authorized to execute and sign such forms, writings, given such notice, as may be necessary in this regard."

By Order of the Board
For **Dhabriya Polywood Limited**

Sd/-

Sparsh Jain

Company Secretary

M. No. A36383

Date: 01st September, 2015

Place: Jaipur

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy in order to be effective must be deposited at the registered office of the Company duly completed and signed not less than 48 (forty-eight) hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in the notice under Note No. 18. The Company will also send communication relating to remote e-voting which inter alia would contain details about User ID and password along with a copy of this Notice to the members, separately.
3. Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Relevant documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection by the members at the Registered Office of the Company on all working days of the Company during business hours up to the date of the Annual General Meeting.
7. The Company has notified closure of Register of Members and Share Transfer Books from 21st September, 2015 to 26th September, 2015 (both days inclusive).
8. Members are requested to bring their copy of the Annual report to the Annual General Meeting. The duly filled in Attendance Slip must be surrendered at the counter before attending the Meeting.
9. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants.
10. The Notice of the AGM along with the Annual Report 2014-15 along with the Attendance Slip and Proxy Form is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
11. The Shareholders are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts.
12. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting and number of shares held by them.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts.
14. Non-Resident Indian Members are requested to inform Big share Services Private Limited, immediately of:
 - Change in their residential status on return to India for permanent settlement.
 - Particulars of their bank account maintained in India with complete name, branch, account type,

account number and address of the bank with pin code number, if not furnished earlier.

15. Members, who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
16. Members seeking any information with regard to the Financial Statements are requested to write to the Company at least 7 days before the Meeting so as to enable the management to keep the information ready at the meeting.

17. In terms of Section 152 of the Companies Act, 2013, Mr. Mahendra Karnawat (DIN 00519876) and Mr. Shreyansh Dhabriya (DIN 06940427), Directors, retire by rotation at the Meeting and being eligible, offer themselves for re-appointment. The Board of Directors of the Company recommends their respective re-appointments. Brief resume of Directors including those proposed to be re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated, are as under:

**DETAILS OF DIRECTORS SEEKING APPOINTMENT / REAPPOINTMENT AT
THE FORTHCOMING ANNUAL GENERAL MEETING**

NAME	MR. MAHENDRA KARNAWAT	MR. SHREYANSH DHABRIYA
DIN	00519876	06940427
Date of Birth	06.07.1969	26.06.1992
Appointed on	22.05.2000*	15.07.2014**
Qualifications	Masters in Commerce from the MDS University, Ajmer	B.Tech (Mechanical) from VIT University, Vellore
Brief Profile	Mr. Mahendra Karnawat is the Whole Time Director of the company. He has worked for six years in sales field for Raj Spinning & weaving Mills Pvt. Ltd and has also worked for three years as quality control officer and marketing manager at TPL Suiting Pvt. Ltd. He has more than 23 Years of experience in the field of Sales, Marketing and production. He takes care of overall Production process of our company and provides strategic inputs to the administration for better materials, new designs and development of our products conveying complex product development concepts in a simple and compelling manner.	Mr. Shreyansh Dhabriya is the Whole Time Director of the company. He is actively engaged in establishing sustainable and profitable relationship with teams and customers, dealers and distributors across the country in order to maximize Company's profitability and efficiency.
Directorship held in other Public Limited Company	None	None
Membership/Chairmanship Of Committees in other companies	None	None
No of Shares held in the Company	37000	Nil
Relationship with other directors	Nil	Relative of Mr. Digvijay Dhabriya, Chairman & Managing Director and Mrs. Anita Dhabriya, Whole Time Director of the Company.

*Appointed as the Whole Time Director of the Company as on 01.09.2014, and liable to retire by rotation under Section 152(6) of the Companies Act, 2013

** Appointed as the Whole Time Director of the Company as on 01.09.2014, and liable to retire by rotation under Section 152(6) of the Companies Act, 2013

18. VOTING THROUGH ELECTRONIC MEANS :

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015, and Clause 35B of the Listing Agreement, the Company is pleased to provide Members with a facility to exercise their right to vote on resolutions proposed to be considered at the 23rd Annual General Meeting (AGM) by electronic means and the business may be transacted through Electronic Voting (e-Voting) Services. The facility of casting the votes by an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL):

The instructions for e-voting are as under:

- A. Members whose e-mail address are registered with the Company / Depository Participants will receive an email from NSDL Informing your ID and password:
1. Open e-mail and open PDF file viz., "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
 2. Launch internet browser by typing the following: URL: <https://www.evoting.nsdl.com>
 3. Click on Shareholder – Login
 4. Put user ID and password as initial password/PIN noted in step (1) above. Click Login.
 5. Password change menu appears. Change the Password/PIN with new password of your choice with minimum 8 digits / characters or combination thereof. **Note new password.** It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 6. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 7. Select "EVEN" of "Dhabriya Polywood Limited". Once you enter the number, the Cast Vote page will open. Members can cast their vote online from 23rd September, 2015 (9.00 A.M) till 25th September, 2015 (5.00 P.M) (both days are inclusive) E-voting will not be allowed beyond the said time.
8. Now you are ready for remote e-voting as cast vote page opens.
 9. Cast your vote by selecting appropriate option and click on "submit" and also "confirm" when prompted.
 10. Upon confirmation, the message "vote cast successfully" will be displayed.
 11. Once you have voted on the resolution, you will not be allowed to modify your vote.
 12. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through e-mail to man.sancheti@gmail.com with a copy marked to evoting@nsdl.co.in.
 13. A facility for voting through "Ballot Paper"/ "Poling Paper" is made available at the Annual General Meeting venue and the members attending the meeting who have not cast their vote by remote e-voting can exercise their right during the meeting through ballot paper.
- B. for Members whose shareholding is in the Dematerialization form and whose E-mail IDs are not registered with the Company / Depository Participants, Members holding shares in Physical form as well as those members who have requested for a physical copy of the Notice and Annual Report, the following instruction may be noted:
- Initial password is provided as below / at the bottom of the Attendance Slip for the AGM: EVEN(remote e-voting Event Number) USER ID PASSWORD/PIN
 - Please follow all steps from instruction 1 to 13 of A mentioned above to cast vote.
- I. In case of any queries, you may refer the Frequently Asked Question (FAQs) for member and e-voting user manual for members available at the downloads section of www.evoting.nsdl.com or call on toll free no. 1800-222-990.
 - II. Login to the E-voting website will be disabled upon five unsuccessful attempts to key in the correct password.

- In such an event, you will need to go through the "forgot Password" option available on the site for reset the password.
- III. If you are already registered with NSDL for e-voting then you can use your existing user ID and Password/PIN for casting your vote.
- IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- V. The remote e-voting period commences on from 23rd September, 2015 (9.00 A.M) till 25th September, 2015 (5.00 P.M) (both days are inclusive) during this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off dated (record date) 19th September, 2015 may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- VI. Any person who acquired shares of the company and becomes shareholders of the company after dispatch of the Notice of AGM and holds shares as of the cut-off date i.e. 19th September, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in of Issuer/RTA.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- VII. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- VIII. 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 dated (record date) of 19th September, 2015.
- IX. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- X. Mr. Manish Sancheti, Practicing Company Secretary, Proprietor of M/s. M Sancheti & Associates, C-54 A/3, Lal Kothi Marg, Ciar Area Bapu Nagar, Jaipur- 302015 (Membership No.F7972) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- XI. The Scrutinizer shall after the conclusion of voting at the general meeting will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any to the chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XII. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.polywood.org and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to Stock Exchange.

EXPLANATORY STATEMENT FOR RESOLUTIONS MENTIONED UNDER PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (HEREINAFTER REFERRED TO AS THE "ACT")

ITEM NO. 4

The Company, in order to meet its growth objectives and to strengthen its financial position deem appropriate to increase the Authorized Share Capital of the Company from Rs. 10,00,00,000 (Rupees Ten Crores only) divided into 1,00,00,000 (One Crores) Equity Shares of Rs. 10/- each to Rs. 12,50,00,000 (Rupees Twelve Crore Fifty Lakhs only) divided into 1,25,00,000 (One Crore Twenty Five Lakhs) Equity Shares of Rs. 10/- each ranking pari-passu in all respects with the existing Equity Shares. The propose increase of authorize shares requires the approval of members in General Meeting. Consequent upon the increase of Authorized Share Capital the company's Memorandum of Association will require alteration so as to reflect the increase in the share capital. The Board recommends that the resolution be passed.

None of the directors and key managerial personnel and their relatives is concerned or interested in the above referred resolution except as holders of shares in general.

ITEM NO. 5

The present paid up capital of the Company is Rs. 8,20,00,000 (Rupees Eight Crore Twenty Lakhs) divided into 82,00,000 (Eighty Two Lakhs) Equity Shares of Rs.10/- each.

In order to bring the paid up capital of the Company more in line with the capital employed, the Board of Directors of the Company at its meeting held on 01st September, 2015 has recommended for approval of the shareholders, issue of Bonus Equity Share to the holders of equity shares of the company in the proportion of 1 (one) new equity share of the Company of Rs. 10/- (Ten) each for every 4 (four) existing equity shares of Rs. 10/- (Ten) each held by the Members as on the record date to be determined by the Board of Directors, by capitalizing a sum not exceeding Rs. 2,05,00,000/- (Rupees Two Crore Five Lakhs Only) standing to the credit of the Security Premium/Free Reserves of the Company.

No allotment letter will be issued by the Company for Shares held in demat mode, the credit for the Bonus Share will be given directly to the demat account of the member. It is also necessary/expedient to authorize the Board of Directors of the Company or any committee thereof, to complete all regulatory formalities in connection with the issue of Bonus Shares that may be prescribed by the Stock Exchange on which the Company's securities are listed or any other regulatory authority.

The Bonus Shares so allotted shall rank pari-passu in all respects with the fully paid-up Equity Shares of the Company as existing on the Record Date fixed for the purpose of issue of such Bonus shares, save and except that they shall not participate in any dividend that may be declared before the 'Record Date'.

None of the directors and key managerial personnel and their relatives is concerned or interested in the above referred resolution except to the entitlement of Bonus Shares and the Shareholding in the Company.

ITEM NO. 6 & 7

In order to reward, motivate and retain desired talent for high level of individual performance and also to create a culture of ownership and building commitment towards the company, and to align employees' objectives towards critical goals/milestones of the company, it is proposed to introduce 'Polywood Employee Stock Option Scheme 2015'. The Plan is meant for eligible present and future permanent employees, directors of the Company but except Independent Directors and persons belonging to Promoter and Promoter Group of the Company as may be decided by the Nomination and Remuneration Committee or any other committee of the Board of Directors of the Company by whatever name called ("Committee"). 'Polywood Employee Stock Option Scheme 2015' would be subject to and in conformity with the guidelines issued in this regard from time to time by SEBI (Share Based Employee Benefits) REGULATIONS 2014, or any other rules, regulations, guidelines prescribed by Securities and Exchange Board of India including any amendment or re-enactment thereof. In terms of SEBI Regulations, the administration of 'Polywood Employee Stock Option Scheme 2015' would vest with the Nomination and Remuneration Committee of the Board of Directors of the Company.

Disclosures as per Regulation 6(2) of the SEBI (Share Based Employee Benefits) Regulations 2014, and any other rules/regulations and guidelines prescribed by SEBI

ESOS 2015- Key features:

(i) Total number of Options to be granted:

The maximum number of options to be granted to the eligible employees of the Company and of its subsidiaries and the resulting equity shares that may be issued pursuant to the exercise of options in the

ESOS 2015 shall not exceed 4,10,000 fully paid up Equity Shares of Rs.10 each.

Vesting options that lapse due to non-exercise or unvested options that get cancelled due to resignation or termination of the employees or otherwise would be available for re-grant at a future date for which no further approval by shareholders would be required.

SEBI Regulations and guidelines require that in case of any corporate action(s) such as right issues, bonus issues, merger and sale of division, stock split/consolidation and others, a fair and reasonable adjustment needs to be made to the options granted. Accordingly, if any additional equity shares are issued by the company, the ceiling of 4,10,000 equity shares shall be deemed to be increased proportionately to the extent of such additional equity shares issued.

(ii) Identification of the Class of employees entitled to participate in the Employee Stock Option Scheme.

The Nomination and Remuneration Committee shall determine the eligibility criteria which should be fulfilled in order to become eligible to participate in "Polywood Employee Stock Option Scheme 2015" except Independent Directors and persons belonging to Promoter and Promoter Group of the Company as may be decided by the Nomination and Remuneration Committee. (As per SEBI Regulations and any other guidelines, Employees belonging to promoters or promoter group or Director who either by himself or through his relatives or through anybody corporate holds directly or indirectly more than 10% of the outstanding equity shares of the Company shall not be eligible under the Plan). Further, as per the provisions of the Companies Act, 2013 and SEBI Regulations 2014 no options will be granted to the Independent Directors of the Company.

(iii) Transferability of Employee Stock Options

The Stock Options granted to an employee will be non-transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. However, in the event of the death of an employee stock option holder while in employment, the right to exercise all the options granted to him till such date shall be transferred to his legal heirs or nominees.

(iv) Award of Options

The Nomination and Remuneration Committee may, on such dates as it shall determine, grant to such eligible employees as it may in its absolute discretion, Options on the fully paid equity shares of the

Company on the terms and conditions and the consideration as it may decide.

(v) Requirements of Vesting and Period of Vesting

The vesting may happen in one or more years over a period as determined by Nomination and Remuneration Committee. The vesting of options will be linked to achievement of such financial targets as the Nomination and Remuneration Committee may set in the context of the Company's future growth plans.

The vesting period may vary from allottee to allottee based on various attending circumstances, and shall be at the exclusive discretion of the Nomination and Remuneration Committee, but shall never be less than the minimum vesting period stipulated, if any, under SEBI Regulation and/or provisions of any attending statutory enactments.

Except in case of retirement, demise or permanent incapacity, continuation of the Employee in the service of the Company or its subsidiaries, as the case may be, shall be a primary requirement for the vesting of the options. The Nomination and Remuneration Committee shall formulate the other requirements of vesting, which may, inter alia, include individual performance, efficiency or productivity criteria.

The maximum vesting period of options can extend upto Five years from the date of grant of options.

(vi) Exercise Price, Period and Process

The exercise price and/or the pricing formula, Period and Process shall be decided by the Nomination and Remuneration Committee from time to time.

(vii) Appraisal Process for Determining the Eligibility of employees

The appraisal process for determining the employees to whom the options shall be granted, shall be based upon the performance of the Employees as indicated by the annual performance appraisal, minimum period of service, the status of the Employees in the Company and other factors deemed relevant by the Nomination and Remuneration Committee.

(viii) Maximum Number of Options to be issued per employee and in aggregate

The maximum number of options granted to an employee during any one year, will be less than 1% of the issued capital of the Company at the time of grant of Option. However in case the number of options granted, during any one year, to an employee is equal

to or exceeds 1% of the issued capital of the Company, then approval of shareholders by way of separate resolution shall be obtained by the Company. The maximum number of options granted to the employees in aggregate shall not exceed 4,10,000 (Four lakh Ten Thousand Only).

(ix) Whether the scheme is to be implemented and administered directly by the company or through a trust:

The scheme will be implemented and administered directly by the Company through its Board or Committee.

(x) Accounting Policies and Disclosures

The Company comply with all the applicable disclosure in respect of options granted as required under SEBI (Share Based Employee Benefits) Regulations 2014 and other Applicable Laws and follow the accounting policies as per will confirm to the SEBI Regulations and Guidelines and the Guidance Note issued by the Institute of Chartered Accountants of India.

(xi) Method to be used to determine the Value of the Options

The Company shall use the intrinsic value method to value its options. The difference between the employee compensation cost computed under intrinsic value method and the employee compensation cost that shall have been recognized if it had used the fair value of the options, shall be disclosed in the Directors' Report and the impact of this difference on profits and on EPS of the Company shall also be disclosed in the Directors' Report.

(xii) As per SEBI Regulation any scheme offering stock options to the employees must be approved by the members by way of special resolution. Also since the said scheme will entail further shares to be offered to persons other than existing members of the Company, consent of the members by way of special resolution is required as per Section 62 of the Companies Act, 2013 read along with rules framed there under.

Furthermore, in terms of the SEBI Regulation, a separate resolution is required to be passed if the benefits under the scheme are also to be extended to the employees of subsidiary companies. A resolution is proposed accordingly under item no. 7 to cover the Employees of subsidiary companies of the Company.

The Board recommends the Resolution at item no.6 and 7 of the Notice for approval of the Members by a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolution, except to the extent of their entitlements, if any, under the ESOS.

ITEM NO. 8

At the EGM held on September 1, 2014, the Members of the Company had approved of the appointment and terms of remuneration of Mr. Digvijay Dhabriya as Managing Director of the Company for a period of 5 years and 3 years respectively from September 1, 2014 including inter alias salary up to a maximum of Rs.4,50,000 (Four Lakh Fifty Thousand Only) per month, with authority to the Board to fix his salary within the above mentioned scale. It is proposed to revise the maximum basic salary payable to Mr. Digvijay Dhabriya to Rs. 5,40,000 (Five Lakh Forty Thousand Only) per month with effect from 1st April, 2015 for the remainder of his term up to August 31, 2017, subject to the approval of the Members of the Company. All other terms and conditions of appointment & remuneration of Mr. Digvijay Dhabriya as Managing Director & Chairman of the Company, as approved at the EGM of the Company held on September 1, 2014, remain unchanged. In compliance with the provisions of Sections 196 and 197 read with Schedule V to the Act, the revised terms of remuneration of Mr. Digvijay Dhabriya are now being placed before the Members for their approval.

ITEM NO. 9

At the EGM held on September 1, 2014, the Members of the Company had approved of the appointment and terms of remuneration of Mrs. Anita Dhabriya as Whole-time Director of the Company for a period of 5 years and 3 years respectively from September 1, 2014 including inter alia salary up to a maximum of Rs.1,30,000 (One Lakh Thirty Thousand Only) per month, with authority to the Board to fix his salary within the above mentioned scale. It is proposed to revise the maximum basic salary payable to Mrs. Anita Dhabriya to Rs. 1,55,000 (One Lakh Fifty Five Thousand Only) per month with effect from 1st April 2015 for the remainder of her term up to August 31, 2017, subject to the approval of the Members of the Company. All other terms and conditions of appointment & remuneration of Mrs. Anita Dhabriya as Whole-time Director of the Company, as approved at the EGM of the Company held on September 1, 2014, remain unchanged. In compliance with the provisions of Sections 196 and 197 read with Schedule V to the Act, the revised terms of remuneration of Mrs. Anita

Dhabriya are now being placed before the Members for their approval.

ITEM NO. 10

At the EGM held on September 1, 2014, the Members of the Company had approved of the appointment and terms of remuneration of Mr. Mahendra Karnawat as Whole-time Director of the Company for a period of 5 years and 3 years respectively from September 1, 2014 including inter alia salary up to a maximum of Rs.1,00,000 (One Lakh Only) per month, with authority to the Board to fix his salary within the above mentioned scale. It is proposed to revise the maximum basic salary payable to Mr. Mahendra Karnawat to Rs. 1,20,000 (One Lakh Twenty Thousand Only) per month with effect from 1st April 2015 for the remainder of his term up to August31, 2017, subject to the approval of the Members of the Company. All other terms and conditions of appointment & remuneration of Mr. Mahendra Karnawat as Whole-time Director of the Company, as approved at the EGM of the Company held on September 1, 2014, remain unchanged. In compliance with the provisions of Sections 196 and 197 read with Schedule V to the Act, the revised terms of remuneration of Mr. Mahendra Karnawat are now being placed before the Members for their approval.

ITEM NO. 11

At the EGM held on September 1, 2014, the Members of the Company had approved of the appointment and terms of remuneration of Mr. Shreyansh Dhabriya as Whole-time Director of the Company for a period of 5 years and 3 years respectively from September 1, 2014 including inter alia salary up to a maximum of Rs. 50,000 (Fifty Thousand Only) per month, with authority to the Board to fix his salary within the above mentioned scale. It is proposed to revise the maximum basic salary payable to Mr. Shreyansh Dhabriya to Rs.1,00,000 (One Lakh Only) per month with effect from 1st April 2015 for the remainder of his term up to August31, 2017, subject to the approval of the Members of the Company. All other terms and conditions of appointment & remuneration of Mr. Shreyansh Dhabriya as Whole-time Director of the Company, as approved at the EGM of the Company held on September 1, 2014, remain unchanged. In compliance with the provisions of Sections 196 and 197 read with Schedule V to the Act, the revised terms of remuneration of Mr. Shreyansh Dhabriya are now being placed before the Members for their approval.

Statement required pursuant to the provisions of Schedule V of the Companies Act, 2013 is given below:

I. GENERAL INFORMATION

1. **Nature of Industry:** Manufacturers & Suppliers of extruded uPVC/PVC Profiles, uPVC Windows and Doors etc.
2. **Date or Expected Date of Commencement of Commercial Production:**
In year 1995.
3. **In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the Prospectus:**
N.A.
4. **Financial Performance based on given indicators:**
The brief statement indicating our profit related figures (standalone) is given below:

Particulars	2014-15 (In Lakhs)	2013-14 (In Lakhs)
Gross Income	7264.83	7012.51
EBIDTA	953.17	737.10
Less : Interest and depreciation	522.98	360.32
Profit before tax	430.19	376.78
Less: Tax	151.69	129.92
Profit after tax	278.50	246.86

5. **Export Performance and Net Foreign Collaborations-**
NIL
6. **Foreign investments or Collaborations, if any-** NIL

II. Information about the Appointee

A. Mr. Digvijay Dhabriya

i. Backgrounds Details

Mr. Digvijay Dhabriya aged about 50 years is a Bachelor of Engineering (Mechanical) from MBM Engineering College, Jodhpur and Post Graduate in Plastic Engineering from Central Institute of Plastic Engineering & Testing (CIPET), Chennai and carry rich experience of over 25 years in the various business activities ranging from manufacturing, fabrication, trading, distribution of Plastic products including PVC Profiles and UPVC windows and doors and in the same line of business.

ii. Past Remuneration

Mr. Digvijay Dhabriya was receiving annual remuneration of Rs. 45.00 Lakhs in 2013-14 (i.e. Rs. 3.75 Lakhs per month during the whole year) and Rs. 50.25 Lakhs in 2014-15 (i.e. Rs. 3.75 Lakhs per month for first five month and thereafter Rs. 4.50 Lakhs per month for the remaining period of the financial year).

iii. Recognition or Awards

He has been awarded Udyog Patra for self-made industrialist in the year 2010 by the Institute of Trade and Industrial Development, New Delhi, Samaj Ratna Award from Rajasthan Jan Manch in the year 2004 and prestigious award through MSME Minister Shri Kalraj Mishra for Udyamita Gaurav Samman for Utkrast Utpadakta Evam Rojgaar Srajan on the grand occasion of Laghu Udyog Bharti National Convention 2014.

iv. Job Profile and Suitability

Mr. Digvijay Dhabriya is the Managing Director of the Company. He is self-motivated resourceful director with a proven ability to develop and strengthen management teams in order to maximize company profitability and efficiency. During his tenure at the Company he took the mantle of the leadership, he experienced leading and growing sectors of a business to make it a dynamic and progressive organization. With his endless efforts and wide experience, the company has been able to achieve the present heights in past few years. Looking into his competence in carrying the Company further, the Board of Directors has recommended increase in his remuneration.

v. Remuneration Proposed

The remuneration proposed to be increased from Rs. 4.50 Lakhs per month to Rs. 5.40 Lakhs per month from the 1st April 2015 till the remainder of term.

vi. Comparative remuneration Profile with respect to Industry, size of the Company, profile of the position and person

Looking into the work handled and responsibilities shouldered to Mr. Digvijay Dhabriya, the proposed remuneration is in consensus with remuneration paid to the KMP's of other industries of similar size for similarly placed persons.

vii. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any

Mr. Digvijay Dhabriya is the Chairman & Managing Director of the Company, belongs to promoter group and hold 66.35% of total shareholding of the company.

He is husband of Director Mrs. Anita Dhabriya and father of Director Mr. Shreyansh Dhabriya.

B. Mrs. Anita Dhabriya

i. Backgrounds Details

Mrs. Anita Dhabriya aged about 45 years is a Bachelor of Commerce from Ajmer University and carry rich experience of over 17 years in the administrative work. She actively engaged in the administrative and operational affairs of the company and responsible for business development of the company.

ii. Past Remuneration

Mrs. Anita Dhabriya was receiving annual remuneration of Rs. 15.10 Lakhs in 2014-15 (i.e. Rs. 1.30 Lakhs per month from September 2014 till March 2015).

iii. Recognition or Awards

NIL

iv. Job Profile and Suitability

Mrs. Anita Dhabriya is the Whole-Time Director of the Company. She is actively involved in the administrative work of the Company and has played a vital part in bringing efficiency to the organization. Her experience provides us to achieve new heights and build reputed image of company in competitive market. Looking into her competence in carrying the Company further, the Board of Directors has recommended increase in his remuneration.

v. Remuneration Proposed

The remuneration proposed to be increased from Rs. 1.30 Lakhs per month to Rs. 1.55 Lakhs per month from the 1st April 2015 till the remainder of term.

vi. Comparative remuneration Profile with respect to Industry, size of the Company, profile of the position and person

Looking into the work handled and responsibilities shouldered to Mrs. Anita Dhabriya, the proposed remuneration is in consensus with remuneration paid to the KMP's of other industries of similar size for similarly placed persons.

vii. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any

Mrs. Anita Dhabriya is the Whole-Time Director of the Company, belongs to promoter group & holds 1.90% of total shareholding of the company. She is wife of Managing Director Mr. Digvijay Dhabriya, and Mother of Director Mr. Shreyansh Dhabriya.

- C. Mr. Mahendra Karnawat**
- i. Backgrounds Details**
Mr. Mahendra Karnawat aged about 46 years is a Master of Commerce from MDS University, Ajmer and carry rich experience of over 23 years in the field of sales, marketing and production. He takes care of overall production process of the company and provides strategic inputs to the administration for better materials, new design and development of the products conveying complex product development concepts in a simple and compelling manner.
- ii. Past Remuneration**
Mr. Mahendra Karnawat was receiving annual remuneration of Rs. 10.20 Lakhs in 2013-14 (i.e. Rs. 0.85 Lakhs per month during the whole year) and Rs. 12.00 Lakhs in 2014-15(i.e. Rs. 1.00 Lakhs per month during the whole year).
- iii. Recognition or Awards**
NIL
- iv. Job Profile and Suitability**
Mr. Mahendra Karnawat is a Director of the Company. He is coordinating & utilizing effective manpower and resources to the maximum to meet production goals and also helps in planning for meeting deadlines for output of production and the quality of the product. Looking into his competence in carrying the Company further, the Board of Directors has recommended increase in his remuneration.
- v. Remuneration Proposed**
The remuneration proposed to be increased from Rs. 1.00 Lakhs per month to Rs. 1.20 Lakhs per month from the 1st April 2015 till the remainder of term.
- vi. Comparative remuneration Profile with respect to Industry, size of the Company, profile of the position and person**
Looking into the work handled and responsibilities shouldered to Mr. Mahendra Karnawat, the proposed remuneration is in consensus with remuneration paid to the KMP's of other industries of similar size for similarly placed persons.
- vii. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any**
Mr. Mahendra Karnawat is the Whole-Time Director of the Company & holds 0.45% of total shareholding of the company.
- D. Mr. Shreyansh Dhabriya**
- i. Backgrounds Details**
Mr. Shreyansh Dhabriya aged about 23 years is a Bachelor of Engineering (Mechanical) from VIT University, Vellore. He possess excellent communication skills and actively engaged in establishing sustainable and profitable relationship with teams and customer, dealers and distributors across the country in order to maximize company's profitability and efficiency.
- ii. Past Remuneration**
Mr. Shreyansh Dhabriya was receiving annual remuneration of Rs. 4.00 Lakhs in 2014-15(i.e. Rs. 0.50 Lakhs per month from August 2014 till March 2015).
- iii. Recognition or Awards**
He has been awarded by Certificate of Appreciation for being a part of organizing team of "India Emerge Youth Summit 2012" at national Level Conference.
- iv. Job Profile and Suitability**
Mr. Shreyansh Dhabriya is a Director of the Company. He is actively involved in new product development and implementation of new processes for improvement of productivity at various levels. Looking into his competence in carrying the Company further, the Board of Directors has recommended increase in his remuneration.
- v. Remuneration Proposed**
The remuneration proposed to be increased from Rs. 0.50 Lakhs per month to Rs. 1.00 Lakhs per month from the 1st April 2015 till the remainder of term.
- vi. Comparative remuneration Profile with respect to Industry, size of the Company, profile of the position and person**
Looking into the work handled and responsibilities shouldered to Mr. Shreyansh Dhabriya, the proposed remuneration is in consensus with remuneration paid to the KMP's of other industries of similar size for similarly placed persons.
- vii. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any**
Mr. Shreyansh Dhabriya is the Whole-Time Director of the Company and belongs to promoter group. He is son of Managing Director Mr. Digvijay Dhabriya & Director Anita Dhabriya

III. Other Information

1. Reason of Loss or inadequate profits:

The major reason for inadequate profit is due to lesser growth in the business on account of prevailing recessionary scenario of housing and real estate sector wherein company's products are mainly consumed. Apart from this the other reasons for inadequate profit were increased employee cost and depreciation.

2. Steps taken or proposed to be taken for improvement:

Company has taken various steps to enhance the territorial spread of working and is in regular process of development of new profiles & designs so as to increase the application of products being manufactured by the Company, which will lead to the overall growth of business of the Company, both in terms of top and bottom line.

3. Expected increase in productivity and profits in measurable terms:

It is not feasible to quantify the expected increase in productivity and profits at this stage however, in view of the steps being initiated & taken by the Company for the improvement of productivity & increase in market

share, Company is optimistic to achieve much better growth & profitability in comparison to previous years.

IV. Disclosures

The details required to be given under this head is disclosed in Corporate Governance Report of the Company which forms part of Annual Report 2014-15. The Board recommends passing of the relevant Special Resolution as mentioned in Item no. 8, 9, 10 and 11 of the notice.

Other than Mr. Digvijay Dhabriya, Mrs. Anita Dhabriya, Mr. Mahendra Karnawat and Mr. Shreyansh Dhabriya none of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in this Resolution.

By Order of the Board
For **Dhabriya Polywood Limited**

Sd/-

Sparsh Jain

Company Secretary

M. N o. A36383

Date: 01st September, 2015

Place: Jaipur

Form No. MGT-11

Proxy Form

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

CIN : U29305RJ1992PLC007003
 Name of the Company : **Dhabriya Polywood Limited**
 Registered Office : B-9D(1), Malviya Industrial Area, Jaipur

Name of the Member(s) :		
Registered Address :		
E-mail Id :	Folio No /Client ID :	DP ID :

I/We, being the member(s) of _____ shares of the above named company hereby appoint:

Name :	E-mail Id:
Address:	
Signature , or failing him	

Name :	E-mail Id:
Address:	
Signature , or failing him	

Name :	E-mail Id:
Address:	
Signature , or failing him	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23rdAnnual General Meeting of the company, to be held on the Saturday 26thday of September 2015, at 11.00 a.m. at SP-2032(A), Ramchandrapura Industrial Area, Sitapura Extension, Jaipur – 302 020 (Rajasthan) and/or at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution(S)	Vote	
		For	Against
	Ordinary Business		
1.	To consider and adopt the audited financial statements (both consolidated & standalone) for the financial year ended March 31, 2015 which includes the statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's.		
2.	To consider re-appointment of Mr. Mahendra Karnawat (DIN: 00519876) and Mr. Shreyansh Dhabriya (DIN: 06940427) both Whole-Time Directors of the Company, who retires by rotation and being eligible offers themselves for re-appointment.		
3.	To ratify the appointment of M/s. Narendra Sharma & Co., Chartered Accountants as Statutory Auditors & fixing their remuneration for the year 2015-16		

	Special Business		
4.	To Increase the Authorize Share Capital of the Company from Rs. 1000 Lakhs to Rs. 1250 Lakhs		
5.	To Issue Bonus Equity Shares in proportion to 1 (one) Equity Share for 4 (four) existing Equity Shares		
6.	To Approve 'Polywood Stock Option Scheme 2015'		
7.	To Approve 'Polywood Stock Option Scheme 2015' for its Subsidiaries		
8.	To Revise the terms of Remuneration of Managing Director Mr. Digvijay Dhabriya		
9.	To Revise the terms of Remuneration of Whole-Time Director Mrs. Anita Dhabriya		
10.	To Revise the terms of Remuneration of Whole-Time Director Mr. Mahendra Karnawat		
11.	To Revise the terms of Remuneration of Whole-Time Director Mr. Shreyansh Dhabriya		

Signed this _____ day of _____ 2015

Affix
Revenue
stamp here

Signature of Shareholder

Signature of Proxy holder

Notes:

1. A Proxy need not be a member of the Company.
2. This form of Proxy must be deposited at the Registered Office of the Company at B-9D(1), Malviya Industrial Area, Jaipur (Raj) – 302017, not less than 48 hours before the commencement of the Meeting.
3. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.



DHABRIYA POLYWOOD LIMITED

(Formerly known as Dhabriya Agglomerates Ltd.)

Regd. Office : B-9D(1), Malviya Industrial Area, JAIPUR-302 017 (Raj.) INDIA

Phone : +91-141-4057171, 4040101-105 | **Fax :** +91-141-2750814

E-mail : info@polywood.org | **Website :** www.polywood.org

CIN : U29305RJ1992PLC007003

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

Full name of the members attending _____

(In block capitals)

Ledger Folio No. /DP ID No. _____ Client ID No. _____

Name of Proxy holder _____

(To be filled in, if the proxy attends instead of the member)

I certify that I am a member /proxy for the members of the Company

I hereby record my presence at the 23rd Annual General Meeting of the Company held on Saturday 26th day of September 2015, at 11.00 a.m. at SP-2032(A), Ramchandrapura Industrial Area, Sitapura Extension, Jaipur - 302 020 (Rajasthan).

(Member's /Proxy's Signature)

Note

1. Only Members/Proxyholders can attend the Meeting.
2. Members are requested to bring their copies of the Annual Report for reference at the meeting.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.



"Stepping into a Green Future"

AN ISO 14001:2004 & ISO 9001:2008 CERTIFIED COMPANY