

DHABRIYA POLYWOOD LIMITED

Regd. Office : B-9 D (1), Malviya Industrial Area, Jaipur - 302 017 Rajasthan, India
Tel No. : 0141-4057171, Fax No. 0141-2750814
E-mail : cs@polywood.org, Website: www.polywood.org
CIN : L29305RJ1992PLC007003

NOTICE

Notice is hereby given that the 27th Annual General Meeting of the members of Dhabriya Polywood Limited will be held on Saturday, 28th Day of September 2019 at 11.00 A.M. at SP-2032(A), Ramchandrapura Industrial Area, Sitapura Extension, Jaipur - 302022 (Raj.) to transact the following businesses:

Ordinary Business

1. To consider and adopt:
 - (a) the audited financial statements of the Company for the financial year ended March 31, 2019 and the reports of the Directors and Auditors thereon; and
 - (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2019 and the report of the Auditors thereon
2. To appoint a Director in place of Mrs. Anita Dhabriya (DIN: 00359317), who retires by rotation and being eligible, offer herself for re-appointment and in this regard, pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mrs. Anita Dhabriya (DIN: 00359317), who retires by rotation at this meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

3. Appointment of Statutory Auditor

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

“RESOLVED THAT pursuant to Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) M/s Tambi Ashok & Associates, Chartered Accountants,

(Firms Registration No. 005301C), be and are hereby appointed as Statutory Auditors of the Company to hold office for a period of five years, from the conclusion of the 27th Annual General Meeting to be held in the year 2019 till the conclusion of the 32nd Annual General Meeting of the Company to be held in the year 2024 on such remuneration as may be fixed by the Board of Directors in consultation with the Auditors.”

RESOLVED FURTHER THAT the Board of Directors be and is hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

Special Business

4. Re-appointment of Mr. Digvijay Dhabriya as the Chairman & Managing Director of the Company for a period of five (5) years

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013, as amended from time to time and its rules made thereunder read with Schedule V of the Companies Act 2013, (including any statutory modification(s) or reenactment thereof for the time being in force) and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Digvijay Dhabriya (DIN: 00519946) be and is hereby re-appointed as the Chairman & Managing Director of the Company for a period of five (5) years with effect from 1st September 2019 to 31st August, 2024 on the terms and conditions of appointment and remuneration as contained in the agreement, material terms of which are set out hereunder and which have been approved by the Board of Directors of the Company, subject to the approval of members of the Company on the

recommendation of the Nomination & Remuneration Committee.

“RESOLVED FURTHER THAT pursuant to Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI[LODR]”), consent of the Members be and is hereby accorded for continuance of payment of remuneration to Executive Director of the Company Mr. Digvijay Dhabriya, Chairman and Managing Director (DIN: 00519946), who are also Promoters of the Company, notwithstanding that maybe in excess of 5 per cent of the net profits of the Company as calculated under section 198 of the Act, in any financial year during his tenure of appointment.”

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, Mr. Digvijay Dhabriya as the Chairman & Managing Director may be paid remuneration by way of salary, perquisites and other allowances not exceeding the prescribed ceiling limit under Section II of Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT all other existing terms and condition of appointment and remuneration shall remain unchanged unless otherwise modified by the Board of Directors of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for obtaining necessary approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of its powers herein conferred to any Director, Company Secretary or any other officer(s) of the Company”.

5. Re-appointment of Mr. Mahendra Karnawat as the Whole-Time Director of the Company for a period of five (5) years

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013, as amended from time to time and its

rules made thereunder read with Schedule V of the Companies Act 2013, (including any statutory modification(s) or reenactment thereof for the time being in force) and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Mahendra Karnawat (DIN: 00519876) be and is hereby re-appointed as the Whole-Time Director of the Company for a period of five (5) years with effect from 1st September 2019 to 31st August, 2024 on the terms and conditions of appointment and remuneration as contained in the agreement, material terms of which are set out hereunder and which have been approved by the Board of Directors of the Company, subject to the approval of members of the Company on the recommendation of the Nomination & Remuneration Committee.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, Mr. Mahendra Karnawat as the Whole-Time Director may be paid remuneration by way of salary, perquisites and other allowances not exceeding the prescribed ceiling limit under Section II of Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT all other existing terms and condition of appointment and remuneration shall remain unchanged unless otherwise modified by the Board of Directors of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for obtaining necessary approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of its powers herein conferred to any Director, Company Secretary or any other officer(s) of the Company”.

6. Re-appointment of Mrs. Anita Dhabriya as the Whole-Time Director of the Company for a period of five (5) years

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other

applicable provisions of the Companies Act, 2013, as amended from time to time and its rules made thereunder read with Schedule V of the Companies Act 2013, (including any statutory modification(s) or reenactment thereof for the time being in force) and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Anita Dhabriya (DIN: 00359317) be and is hereby re-appointed as the Whole-Time Director of the Company for a period of five (5) years with effect from 1st September 2019 to 31st August, 2024 on the terms and conditions of appointment and remuneration as contained in the agreement, material terms of which are set out hereunder and which have been approved by the Board of Directors of the Company, subject to the approval of members of the Company on the recommendation of the Nomination & Remuneration Committee.

“RESOLVED FURTHER THAT pursuant to Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI[LODR]”), consent of the Members be and is hereby accorded for continuance of payment of remuneration to Executive Director of the Company Mrs. Anita Dhabriya, Whole-Time Director (DIN: 00359317), who are also Promoters of the Company, notwithstanding that maybe in excess of 5 per cent of the net profits of the Company as calculated under section 198 of the Act, in any financial year during her tenure of appointment.”

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, Mrs. Anita Dhabriya as the Whole-Time Director may be paid remuneration by way of salary, perquisites and other allowances not exceeding the prescribed ceiling limit under Section II of Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT all other existing terms and condition of appointment and remuneration shall remain unchanged unless otherwise modified by the Board of Directors of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for obtaining

necessary approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of its powers herein conferred to any Director, Company Secretary or any other officer(s) of the Company”.

7. Re-appointment of Mr. Shreyansh Dhabriya as the Whole-Time Director of the Company for a period of five (5) years

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013, as amended from time to time and its rules made thereunder read with Schedule V of the Companies Act 2013, (including any statutory modification(s) or reenactment thereof for the time being in force) and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Shreyansh Dhabriya (DIN: 06940427) be and is hereby re-appointed as the Whole-Time Director of the Company for a period of five (5) years with effect from 1st September 2019 to 31st August, 2024 on the terms and conditions of appointment and remuneration as contained in the agreement, material terms of which are set out hereunder and which have been approved by the Board of Directors of the Company, subject to the approval of members of the Company on the recommendation of the Nomination & Remuneration Committee.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, Mr. Shreyansh Dhabriya as the Whole-Time Director may be paid remuneration by way of salary, perquisites and other allowances not exceeding the prescribed ceiling limit under Section II of Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT all other existing terms and condition of appointment and remuneration shall remain unchanged unless otherwise modified by the Board of Directors of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby

authorized to do all such acts, deeds, matters and things as may be necessary for obtaining necessary approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of its powers herein conferred to any Director, Company Secretary or any other officer(s) of the Company”.

8. Re-appointment of Mr. Sharad Kankaria as an Independent Director of the Company for a period of five (5) years

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

“RESOLVED THAT pursuant to the provisions of Section 149,152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 as amended from time to time and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modifications(s) or reenactment thereof for the time being in force), the relevant provisions of SEBI (LODR) Regulations, 2015, Mr. Sharad Kankaria (DIN 06961462), whose present term as an Independent Director ends at the 31st August 2019, who has given his consent for the re-appointment and has submitted a declaration that he meets the criteria for independence under Section 149 of the Act and the applicable regulation of SEBI (LODR) Regulations, 2015 and also declared that he has not been debarred from holding the office of director or continuing as a director of company by SEBI/ MCA or any other authority in India or abroad and is eligible for re-appointment and whose re-appointment has been recommended by the Nomination and Remuneration Committee and by the Board of Directors of the Company, the consent of the members be and is hereby accorded to re-appoint/continue the Directorship of Mr. Sharad Kankaria (DIN: 06961462), who is being re-appointed as an Independent Director of the Company, for a second term of five consecutive years to hold the office from 01st September 2019 to 31st August 2024.

RESOLVED FURTHER THAT the Board of Directors, the Chief Financial Officer or the Company Secretary be and are hereby severally authorised to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

9. Re-appointment of Mr. Anil Upadhyay as an Independent Director of the Company for a period of five (5) years

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

“RESOLVED THAT pursuant to the provisions of Section 149,152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 as amended from time to time and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modifications(s) or reenactment thereof for the time being in force), the relevant provisions of SEBI (LODR) Regulations, 2015, Mr. Anil Upadhyay (DIN 06962089), whose present term as an Independent Director ends at the 31st August 2019, who has given his consent for the re-appointment and has submitted a declaration that he meets the criteria for independence under Section 149 of the Act and the applicable regulation of SEBI (LODR) Regulations, 2015 and also declared that he has not been debarred from holding the office of director or continuing as a director of company by SEBI/ MCA or any other authority in India or abroad and is eligible for re-appointment and whose re-appointment has been recommended by the Nomination and Remuneration Committee and by the Board of Directors of the Company, the consent of the members be and is hereby accorded to re-appoint/continue the Directorship of Mr. Anil Upadhyay (DIN: 06962089), who is being re-appointed as an Independent Director of the Company, for a second term of five consecutive years to hold the office from 01st September 2019 to 31st August 2024.

RESOLVED FURTHER THAT the Board of Directors, the Chief Financial Officer or the Company Secretary be and are hereby severally authorised to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

10. Re-appointment of Mr. Padam Kumar Jain as an Independent Director of the Company for a period of five (5) years

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

“RESOLVED THAT pursuant to the provisions of Section 149,152 read with Schedule IV and

all other applicable provisions of the Companies Act, 2013 as amended from time to time and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modifications(s) or reenactment thereof for the time being in force), the relevant provisions of SEBI (LODR) Regulations, 2015, Mr. Padam Kumar Jain (DIN 06962097), whose present term as an Independent Director ends at the 31st August 2019, who has given his consent for the re-appointment and has submitted a declaration that he meets the criteria for independence under Section 149 of the Act and the applicable regulation of SEBI (LODR) Regulations, 2015 and also declared that he has not been debarred from holding the office of director or continuing as a director of company by SEBI/ MCA or any other authority in India or abroad and is eligible for re-appointment and whose re-appointment has been recommended by the Nomination and Remuneration Committee and by the Board of Directors of the Company, the consent of the members be and is hereby accorded to re-appoint/continue the Directorship of Mr. Padam Kumar Jain (DIN: 06962097), who is being re-appointed as an Independent Director of the Company, for a second term of five consecutive years to hold the office from 01st September 2019 to 31st August 2024.

RESOLVED FURTHER THAT the Board of Directors, the Chief Financial Officer or the Company Secretary be and are hereby severally authorised to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

11. Re-appointment of Mr. Shiv Shanker as an Independent Director of the Company for a period of five (5) years

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

“**RESOLVED THAT** pursuant to the provisions of Section 149,152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 as amended from time to time and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory

modifications(s) or reenactment thereof for the time being in force), the relevant provisions of SEBI (LODR) Regulations, 2015, Mr. Shiv Shanker (DIN 06962101), whose present term as an Independent Director ends at the 31st August 2019, who has given his consent for the re-appointment and has submitted a declaration that he meets the criteria for independence under Section 149 of the Act and the applicable regulation of SEBI (LODR) Regulations, 2015 and also declared that he has not been debarred from holding the office of director or continuing as a director of company by SEBI/ MCA or any other authority in India or abroad and is eligible for re-appointment and whose re-appointment has been recommended by the Nomination and Remuneration Committee and by the Board of Directors of the Company, the consent of the members be and is hereby accorded to re-appoint/continue the Directorship of Mr. Shiv Shanker (DIN: 06962101), who is being re-appointed as an Independent Director of the Company, for a second term of five consecutive years to hold the office from 01st September 2019 to 31st August 2024.

RESOLVED FURTHER THAT the Board of Directors, the Chief Financial Officer or the Company Secretary be and are hereby severally authorised to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

By Order of the
Board

For Dhabriya Polywood Limited

Sd/-

Sparsh Jain

Jaipur, August 14, 2019

Company Secretary

Registered Office:

B-9D(1), Malviya Industrial Area,
Jaipur – 302017 (Raj.)

CIN: L29305RJ1992PLC007003

Website: www.polywood.org

E-mail: cs@polywood.org;

Tel. No. 0141 - 4057171

NOTES:

1. **A MEMBER ENTITLED TO ATTEND, AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument of Proxy in order to be effective shall be deposited at the Corporate Office of the Company by not less than 48 hours before the commencement of the Meeting.
2. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No. MGT.11 annexed herewith.
3. The Explanatory Statement setting out material facts, pursuant to section 102 of the Companies Act, 2013, in respect of the special businesses under item nos. 3 to 11 of the accompanying Notice is annexed hereto.
4. Corporate Members intending to send their authorised representatives to attend the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a duly certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, September 23, 2019 to Saturday, September 28, 2019 (both days inclusive).
6. All documents referred to in the Notice will be available for inspection at the Company's Registered office during normal business hours on all working days up to the date of the AGM.
7. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants. Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Bigshare Services Pvt. Ltd ("Bigshare") to provide efficient and better services.
8. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Bigshare.
9. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or RTA for assistance in this regard. Pursuant to SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 dated 8th June 2018 the shareholders holding shares in physical form, in their own interest, are hereby requested to take necessary steps to dematerialize their shares as soon as possible to avoid any inconvenience in future for transferring those shares.
10. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.
11. Additional Information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of the directors seeking appointment/re-appointment at the AGM, is furnished as annexure to the Notice.
12. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company/Depository participants for admission to the meeting hall. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID Numbers for identification.
13. Members desiring any information relating to the accounts/reports are requested to write to the Company well in advance so as to enable the management to keep the information ready.

14. Electronic copy of the Annual Report for FY 2018-19 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes, unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for FY 2018-19 are being sent in the permitted mode. Members are requested to support Green initiative by registering/updating their e-mail addresses with the Depository participant (in case of shares in dematerialized form) or with Bigshare Services Private Limited (in case of Shares held in physical form).
15. Electronic copy of the Notice of the 27th AGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/ Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 27th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
16. Members may also note that the Notice of 27th AGM and Annual Report 2018-19 will also be available on the Company's website www.polywood.org for their download and also on the website of Central Depository Services (India) Ltd viz. www.evotingindia.com. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's email id: cs@polywood.org.
17. The cut-off date for the purpose of remote e-voting and voting at the AGM shall be Saturday, September 21, 2019. Please note that members can opt for only one mode of voting i.e., either by voting at the meeting or e-voting. If Members opt for e-voting, then they should not vote at the Meeting and vice versa. However, once an e-vote on a resolution is cast by a Member, such Member is not permitted to change it

subsequently or cast the vote again. Members who have cast their vote by remote e-voting prior to the date of the Meeting may also attend the Meeting and participate in the Meeting but shall not be entitled to cast their vote again.

18. A route map showing directions to reach the venue of the 27th AGM is given at the end of this Notice as per the requirement of the Secretarial Standards-2 on "General Meetings".
19. The Company has made arrangements for casting votes by its Equity Shareholders by remote e-voting process in accordance with Rule 20 of the Companies (Management and Administration) Rules, 2014. The Company has made arrangements with Central Depository Services (India) Limited ('CDSL') for facilitating remote e-voting process.

20. VOTING THROUGH ELECTRONIC MEANS:

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members the facility of 'remote e-voting' (e-voting from a place other than venue of the AGM) to exercise their right to vote at the 27th AGM. The business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL).

The facility for voting, either through electronic voting system or through ballot/polling paper shall also be made available at the venue of the 27th AGM. The members attending the AGM, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the AGM. The members who have already cast their vote through remote e-voting may attend the AGM but shall not be entitled to cast their vote again at the AGM.

The Company has appointed Mr. Manish Sancheti, Practicing Company Secretary as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner.

The instruction to members for voting electronically are as under:

- I. The voting period begins on Wednesday, September 25, 2019 at 09.00 a.m. and ends on Friday, September 27, 2019 at 5.00 p.m.

During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Saturday, September 21, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- II. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- III. The shareholders should log on to the e-voting website www.evotingindia.com
- IV. Click on Shareholders.

- V. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

VI. Next enter the Image Verification as displayed and Click on Login.

VII. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

VIII. If you are a first-time user follow the steps given below:

FOR MEMBERS HOLDING SHARES IN DEMAT FORM AND PHYSICAL FORM	
PAN	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field
Dividend Bank Details or Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v)

IX. After entering these details appropriately, click on "SUBMIT" tab.

X. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

XI. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

XII. A member can opt only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts vote by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

XIII. Click on the EVSN for the relevant <Dhabriya Polywood Limited>on which you choose to vote.

XIV. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

XV. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

XVI. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A

confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

XVII. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

XVIII. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

XIX. If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

XX. Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

XXI. Note for Non-Individual Shareholders and Custodians:

- ✓ Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- ✓ A scanned copy of the Registration Form bearing the stamp and sign of the entity

should be emailed to helpdesk.evoting@cdslindia.com

- ✓ After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- ✓ The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- ✓ A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

XXII. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.polywood.org and on website of CDSL e-Voting www.evotingindia.com within two days of the passing of the Resolutions at the Annual General Meeting of the Company and will also be communicated to BSE Limited, where the shares of the Company are listed.

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

ITEM No. 3

In terms of Section 139 (2) of the Companies Act, 2013 ("the Act"), and the Companies (Audit and Auditors) Rules, 2014, made thereunder, the present Statutory Auditors of the Company, M/s. Narendra Sharma & Associates, Chartered Accountants, Jaipur (Firms Registration No. 004983C), will hold office until the conclusion of the ensuing Annual General Meeting and are not eligible for reappointment. The Company is required to appoint another Auditor for a period of five years to hold office from the conclusion of this Annual General Meeting till the conclusion of the 32nd Annual General Meeting. The Board of Directors at its meeting held on 14th August 2019 after considering the recommendations of the Audit Committee had recommended the appointment of M/s. Tambi Ashok & Associates, Chartered Accountants (Firm Registration No. 005301C) as the Statutory auditors of the company for the approval of the members.

The Audit Committee recommended M/s Tambi Ashok & Associates, Chartered Accountants (Firm Registration No. 005301C) as the Statutory Auditors of the Company for approval of the members. The Audit and Risk Management Committee recommended M/s Tambi Ashok & Associates, Chartered Accountants, Jaipur based on its standing for 28 years.

The proposed Auditors shall hold office for a period of five consecutive years from the conclusion of the 27th Annual General Meeting till the conclusion of 32nd Annual General Meeting of the Company on a remuneration to be fixed by the Board of Directors.

M/s. Tambi Ashok & Associates, Chartered Accountants have consented to the aforesaid appointment and confirmed that their appointment, if made, will be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as the Statutory auditors in terms of the Act, and the Rules made thereunder. Pursuant to Section 139 of the Act, approval of the members is required for appointment of the Statutory Auditors and fixing their remuneration by means of an ordinary resolution. Accordingly, approval of the members is sought for appointment of M/s. Tambi Ashok & Associates, Chartered Accountants, as the Statutory Auditors of the Company.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the resolution.

ITEM No. 4

Mr. Digvijay Dhabriya (DIN: 00519946) was appointed as Chairman & Managing Director for a period of five years effective from 01st September 2014. His first term therefore comes to an end on 31st August 2019. Mr. Digvijay Dhabriya was reappointed as Chairman & Managing Director for a further period of 5 (five) years from 01st September 2019 up-to 31st August 2024. The Nomination and Remuneration Committee has reviewed this matter and recommended the reappointment to the Board of Directors. Therefore, the Board of Directors have approved the same at its meeting held on 14th August 2019.

Further the Nomination and Remuneration Committee has also recommended continuance of payment of annual remuneration exceeding the limit of 5% of net profits of the Company where there are more than one such Executive Directors till the expiry of their respective terms of such Executive Directors as required under Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 as amended by SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 but however that such remuneration will be as per applicable provisions of the Companies Act, 2013 including Schedule V under the Companies Act, 2013 and the Rules made thereunder. The remuneration to be paid/payable to Mr. Digvijay Dhabriya, Chairman & Managing Director as stated in the Explanatory Statement together with remuneration paid / payable to other Executive Directors will exceed the limit of 5% of net profits of the Company during their tenure as per Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 but such remuneration will be within the limits specified under the Companies Act, 2013 and the rules thereunder. Mr. Digvijay Dhabriya, Chairman & Managing Director, is the member of promoter group.

Considering the valuable contribution, commitment, guidance and services being rendered by Mr. Digvijay Dhabriya for the sustained growth of the Company, it is proposed to seek members' approval for the re-appointment and continuance of

payment of remuneration of Mr. Digvijay Dhabriya as Chairman & Managing Director of the Company.

Mr. Digvijay Dhabriya satisfies all the other conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act 2013 and has given his consent to act as a Chairman & Managing Director and he has not been debarred from holding the office of director or continuing as a director of company by SEBI/MCA or any other authority in India or abroad. Other disclosures to be provided in terms of Sections 196 to 198 read with Schedule V and applicable Rules under the Companies Act and SEBI Regulations, as the case may be are provided in Annexure -I to the Notice.

Details of Mr. Digvijay Dhabriya have been provided in the “Annexure-II” to the Notice pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India. This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36 of the Listing Regulations.

Mr. Digvijay Dhabriya, Mrs. Anita Dhabriya and Mr. Shreyansh Dhabriya are interested in the resolution. The relatives of Mr. Digvijay Dhabriya may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Director/Key Managerial Personnel of the Company/their relatives are, interested, financially or otherwise, in the resolution.

The Board commends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

ITEM No. 5

Mr. Mahendra Karnawat (DIN: 00519876) was appointed as Whole-Time Director for a period of five years effective from 01st September 2014. His first term therefore comes to an end on 31st August 2019. Mr. Mahendra Karnawat was reappointed as Whole-Time Director for a further period of 5 (five) years from 01st September 2019 up-to 31st August 2024. The Nomination and Remuneration Committee has reviewed this matter and recommended the reappointment to the Board of

Directors. Therefore, the Board of Directors have approved the same at its meeting held on 14th August 2019.

Considering the valuable contribution, commitment, guidance and services being rendered by Mr. Mahendra Karnawat for the sustained growth of the Company, it is proposed to seek members’ approval for the re-appointment of Mr. Mahendra Karnawat as Whole-Time Director of the Company.

Mr. Mahendra Karnawat satisfies all the other conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act 2013 and has given his consent to act as a Whole-Time Director and he has not been debarred from holding the office of director or continuing as a director of company by SEBI/MCA or any other authority in India or abroad. Other disclosures to be provided in terms of Sections 196 to 198 read with Schedule V and applicable Rules under the Companies Act and SEBI Regulations, as the case may be are provided in Annexure -I to the Notice.

Details of Mr. Mahendra Karnawat have been provided in the “Annexure-II” to the Notice pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India. This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36 of the Listing Regulations.

Except Mr. Mahendra Karnawat none of the Directors are interested in the resolution. The relatives of Mr. Mahendra Karnawat may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Director/Key Managerial Personnel of the Company/their relatives are, interested, financially or otherwise, in the resolution.

The Board commends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

ITEM No. 6

Mrs. Anita Dhabriya (DIN: 00359317) was appointed as Whole-Time Director for a period of

five years effective from 01st September 2014. His first term therefore comes to an end on 31st August 2019. Mrs. Anita Dhabriya was reappointed as Whole-Time Director for a further period of 5 (five) years from 01st September 2019 up-to 31st August 2024. The Nomination and Remuneration Committee has reviewed this matter and recommended the reappointment to the Board of Directors. Therefore, the Board of Directors have approved the same at its meeting held on 14th August 2019.

Further the Nomination and Remuneration Committee has also recommended continuance of payment of annual remuneration exceeding the limit of 5% of net profits of the Company where there are more than one such Executive Directors till the expiry of their respective terms of such Executive Directors as required under Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 as amended by SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 but however that such remuneration will be as per applicable provisions of the Companies Act, 2013 including Schedule V under the Companies Act, 2013 and the Rules made thereunder. The remuneration to be paid/payable to Mrs. Anita Dhabriya, Whole-Time Director as stated in the Explanatory Statement together with remuneration paid / payable to other Executive Directors will exceed the limit of 5% of net profits of the Company during their tenure as per Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 but such remuneration will be within the limits specified under the Companies Act, 2013 and the rules thereunder. Mrs. Anita Dhabriya, Whole-Time Director, is the member of promoter group.

Considering the valuable contribution, commitment, guidance and services being rendered by Mrs. Anita Dhabriya for the sustained growth of the Company, it is proposed to seek members' approval for the re-appointment of Mrs. Anita Dhabriya as Whole-Time Director of the Company.

Mrs. Anita Dhabriya satisfies all the other conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for his re-appointment. She is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act 2013 and has given his consent to act as a Whole-Time Director and he has not been debarred from holding the office of director or continuing as a director of

company by SEBI/MCA or any other authority in India or abroad. Other disclosures to be provided in terms of Sections 196 to 198 read with Schedule V and applicable Rules under the Companies Act and SEBI Regulations, as the case may be are provided in Annexure -I to the Notice.

Details of Mrs. Anita Dhabriya have been provided in the "Annexure-II" to the Notice pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India. This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36 of the Listing Regulations.

Mrs. Anita Dhabriya, Mr. Digvijay Dhabriya and Mr. Shreyansh Dhabriya are interested in the resolution. The relatives of Mrs. Anita Dhabriya may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Director/Key Managerial Personnel of the Company/their relatives are, interested, financially or otherwise, in the resolution.

The Board commends the Special Resolution set out at Item No. 6 of the Notice for approval by the members.

ITEM No. 7

Mr. Shreyansh Dhabriya (DIN: 06940427) was appointed as Whole-Time Director for a period of five years effective from 01st September 2014. His first term therefore comes to an end on 31st August 2019. Mr. Shreyansh Dhabriya was reappointed as Whole-Time Director for a further period of 5 (five) years from 01st September 2019 up-to 31st August 2024. The Nomination and Remuneration Committee has reviewed this matter and recommended the reappointment to the Board of Directors. Therefore, the Board of Directors have approved the same at its meeting held on 14th August 2019.

Considering the valuable contribution, commitment, guidance and services being rendered by Mr. Shreyansh Dhabriya for the sustained growth of the Company, it is proposed to seek members' approval for the re-appointment of Mr. Shreyansh Dhabriya as Whole-Time Director of the Company.

Mr. Shreyansh Dhabriya satisfies all the other conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section

(3) of Section 196 of the Companies Act, 2013 for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act 2013 and has given his consent to act as a Whole-Time Director and he has not been debarred from holding the office of director or continuing as a director of company by SEBI/MCA or any other authority in India or abroad. Other disclosures to be provided in terms of Sections 196 to 198 read with Schedule V and applicable Rules under the Companies Act and SEBI Regulations, as the case may be are provided in Annexure -I to the Notice.

Details of Mr. Shreyansh Dhabriya have been provided in the "Annexure-II" to the Notice pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India. This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36 of the Listing Regulations.

Mr. Shreyansh Dhabriya, Mr. Digvijay Dhabriya and Mrs. Anita Dhabriya are interested in the resolution. The relatives of Mr. Shreyansh Dhabriya may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Director/Key Managerial Personnel of the Company/their relatives are, interested, financially or otherwise, in the resolution.

The Board commends the Special Resolution set out at Item No. 7 of the Notice for approval by the members.

ITEM No. 8 to 11

As per the provisions of Sections 149, 152 & Schedule IV of the Companies Act, 2013 read with the relevant Rules thereunder as amended, the Company had appointed Mr. Sharad Kankaria, Mr. Anil Upadhyay, Mr. Padam Kumar Jain and Mr. Shiv Shanker as an Independent Directors at the EGM of the Company held on 01st September 2014 for a term of 5 years and their term ends at the 31st August 2019.

As the above-named Independent Directors shall be completing their first term of appointment and they are eligible for re-appointment for another term of five consecutive years subject to approval of the Members by Special Resolution. All the above-named Independent Directors have consented to their re-appointment and confirmed that they are not disqualified from being appointed as an

Independent Director in terms of Section 164 of the Act. The Company has also received the declarations from the said Directors stating that they meet all the criteria of Independence, as prescribed under Section 149(6) of the Act and under Regulation 16 (b) of SEBI (LODR) Regulations, 2015 and they are not been debarred from holding the office of director or continuing as a director of company by SEBI/MCA or any other authority in India or abroad.

Based on the performance evaluation of the Independent Directors, the Nomination & Remuneration Committee and the Board of Directors of the Company at their Meeting held on 14th August 2019 have recommended the re-appointment of the afore said persons as an Independent Director for a second term of five consecutive years effective from 01st September 2019 to 31st August 2024. During their tenure of appointment, they shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013. In the opinion of the Board, they fulfil the conditions for re-appointment as Independent Directors and they are independent of the Management.

Brief resume of above Independent Directors, nature of their expertise in specific function areas and names of companies in which they hold directorship and memberships/ chairmanships of the Board Committees, shareholding and relationships between directors inter-se as stipulated under SEBI (LODR) Regulations, 2015, are provided in the Annexure to this Notice, which is forming part of the Annual Report.

A copy of the draft letter for re-appointment of the Independent Directors setting out the terms and conditions of their reappointment is available for inspection by the Members at the Registered Office of the Company between 11 A.M. to 1 P.M. on all days except Saturdays, Sundays and Public Holidays, till the conclusion of the ensuing General Meeting.

None of the Directors or Key Managerial Personnel of the Company and their relatives other than the concerned Independent Directors are in anyway deemed to be concerned or interested, financially or otherwise, in the Resolutions as set out in Item Nos. 7, 8 and 9 of the Notice.

The Board recommends the Special Resolutions as set out in Item Nos. 8, 9, 10 and 11 of the Notice for approval of the Member.

ANNEXURE-I

STATEMENT PURSUANT TO THE PROVISIONS OF SECTION II OF PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013 [INCLUDING SECRETARIAL STANDARD - 2 AND SEBI (LODR) REGULATIONS, 2015, AS APPLICABLE] IN RESPECTS OF ITEM NO. 4 TO 7 OF THE NOTICE

I. GENERAL INFORMATION

- 1. Nature of industry:** Manufacturers & Suppliers of Extruded uPVC/PVC Profiles, Sheets, Moldings & uPVC Windows & Doors etc.
- 2. Date or Expected Date of Commencement of Commercial Production:** The Company started its commercial production in the 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:** Not Applicable
- 4. Financial Performance based on given indicators:**

(₹ in Lakhs)

PARTICULARS	2018-19	2017-18	2016-17
Paid up Capital	1082.42	1082.42	1058.02
Reserve & Surplus	2700.90	2403.98	1696.42
Gross Revenue	7374.28	8013.57	8082.32
Profit before tax	415.30	599.66	569.35
Tax expenses	124.29	197.83	195.99
Profit after tax	296.92	421.91	373.36

5. Foreign investments or collaborations, if any

The Company has not entered any foreign collaboration and no direct capital investment has been made in the company in the last three financial years.

II. Information about the Appointee**A. Mr. Digvijay Dhabriya****1. Background Details**

Mr. Digvijay Dhabriya, aged 53, is one of the founding members of Dhabriya Polywood Limited. He is guiding force behind the success of the Company. He has done 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 28 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.

2. Past Remuneration

Mr. Digvijay Dhabriya was paid ₹ 84.00 Lakhs as annual remuneration for the financial year 2018-19.

3. 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.

4. Job Profile and Suitability

Mr. Digvijay Dhabriya devotes his full time and attention to the business of the Company and is responsible for the general conduct and management of the affairs of the Company, subject to superintendence, control and supervision of the Board. Mr. Dhabriya has over two and half decades of invaluable experience in the line of the business of the Company which is compatible with the Organizational requirements and the Company would definitely benefit under his leadership and valuable guidance. He is also member of your company's Shareholders / Investor Grievance Committee.

5. Remuneration Proposed

There are no changes in the existing remuneration.

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

The Nomination and Remuneration Committee constituted by the Board,

perused the remuneration of managerial person in other companies comparable with the size of the Company, industry benchmarks in general, profile and responsibilities of Mr. Digvijay Dhabriya before recommending the remuneration as proposed hereinabove.

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

Besides the remuneration proposed, Mr. Digvijay Dhabriya also holds 7192238 equity shares of the company. Mr. Digvijay Dhabriya, Managing Director and being relative may be deemed to be interested in the resolution relating to the remuneration of Mrs. Anita Dhabriya and Mr. Shreyansh Dhabriya.

B. Mrs. Anita Dhabriya

1. Background Details

Mrs. Anita Dhabriya, aged 49, has done Bachelor of Commerce from Ajmer University and carry rich experience of over 20 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

2. Past Remuneration

Mrs. Anita Dhabriya was paid ₹ 18.60 Lakhs as annual remuneration for the financial year 2018-19.

3. Recognition or Awards

NIL

4. 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.

5. Remuneration Proposed

There are no changes in the existing remuneration

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

The Nomination and Remuneration Committee constituted by the Board, perused the remuneration of managerial person in other companies comparable with the size of the Company, industry benchmarks in general, profile and responsibilities of Mrs. Anita Dhabriya before recommending the remuneration as proposed hereinabove.

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

Besides the remuneration proposed, Mrs. Anita Dhabriya also holds 470226 equity shares of the company. Mrs. Anita Dhabriya, Whole-Time Director and being relative may be deemed to be interested in the resolution relating to the remuneration of Mr. Digvijay Dhabriya and Mr. Shreyansh Dhabriya.

C. Mr. Mahendra Karnawat

1. Background Details

Mr. Mahendra Karnawat, aged 50, has done Master of Commerce from MDS University, Ajmer and carry rich experience of over 25 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.

2. Past Remuneration

Mr. Mahendra Karnawat was paid ₹ 14.40 Lakhs as annual remuneration for the financial year 2018-19.

3. Recognition or Awards

NIL

4. Job Profile and Suitability

Mr. Mahendra Karnawat is a Whole-Time Director of the Company. He is coordinating & utilizing effective manpower and resources to the maximum to meet production goals

and helps in planning for meeting deadlines for output of production and the quality of the product.

5. Remuneration Proposed

There are no changes in the existing remuneration

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

The Nomination and Remuneration Committee constituted by the Board, perused the remuneration of managerial person in other companies comparable with the size of the Company, industry benchmarks in general, profile and responsibilities of Mr. Mahendra Karnawat before recommending the remuneration as proposed hereinabove.

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

Except the remuneration as stated above, Mr. Mahendra Karnawat holds 46250 equity shares in the Company, he has no other direct or indirect pecuniary relationship with the Company.

D. Mr. Shreyansh Dhabriya

1. Background Details

Mr. Shreyansh Dhabriya, aged 27, is an Engineer from the VIT University, Vellore. He possesses 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.

2. Past Remuneration

Mr. Shreyansh Dhabriya was paid ₹ 24.00 Lakhs as annual remuneration for the financial year 2018-19.

3. 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.

4. Job Profile and Suitability

Mr. Shreyansh Dhabriya is a Whole-Time Director of the Company. He is actively involved in new product development and implementation of new processes for improvement of productivity at various levels

5. Remuneration Proposed

There are no changes in the existing remuneration

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

The Nomination and Remuneration Committee constituted by the Board, perused the remuneration of managerial person in other companies comparable with the size of the Company, industry benchmarks in general, profile and responsibilities of Mr. Shreyansh Dhabriya before recommending the remuneration as proposed hereinabove.

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

Besides the remuneration proposed, Mr. Shreyansh Dhabriya also holds 52246 equity shares of the company. Mr. Shreyansh Dhabriya, Whole-Time Director and being relative may be deemed to be interested in the resolution relating to the remuneration of Mrs. Anita Dhabriya and Mr. Digvijay Dhabriya.

III. Other Information

1. Reason of loss or inadequate profits:

The Company does not envisage any loss or inadequate profits. However, hike in the interest rate, rising running cost and challenging business environment may affect the profitability of the Company in future. The Company proposes to obtain approval of Members as an abundant caution in case the standalone profits are insufficient to pay the managerial remuneration as above.

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

The Company is always looking forward to taking all such steps and measures including expansion, diversification, innovations which are in the best interest of the company. Though, the prices of raw materials and products are influenced by external factors, the Company is making all possible efforts to improve the margins.

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

The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to predict profits in measurable terms.

IV. Disclosures

The information, as required, is provided under Corporate Governance Section of the Annual Report 2018-19. The remuneration package proposed to be given to each managerial personnel is as per the

details given in the resolution. The Report on Corporate Governance in the Annual Report indicates the remuneration paid to the managerial personnel as well as to all other Directors. There is no severance fee or stock option in the case of the aforesaid managerial personnel.

By Order of the Board
For Dhabriya Polywood Limited

Sd/-

Sparsh Jain

Jaipur, August 14, 2019 Company Secretary

Registered Office:

B-9D(1), Malviya Industrial Area,
Jaipur – 302017 (Raj.)

CIN: L29305RJ1992PLC007003

Website: www.polywood.org

E-mail: cs@polywood.org;

Tel No. 0141 – 4057171

ANNEXURE - II

DETAILS OF THE DIRECTORS SEEKING RE-APPOINTMENT AT THE 27th ANNUAL GENERAL MEETING

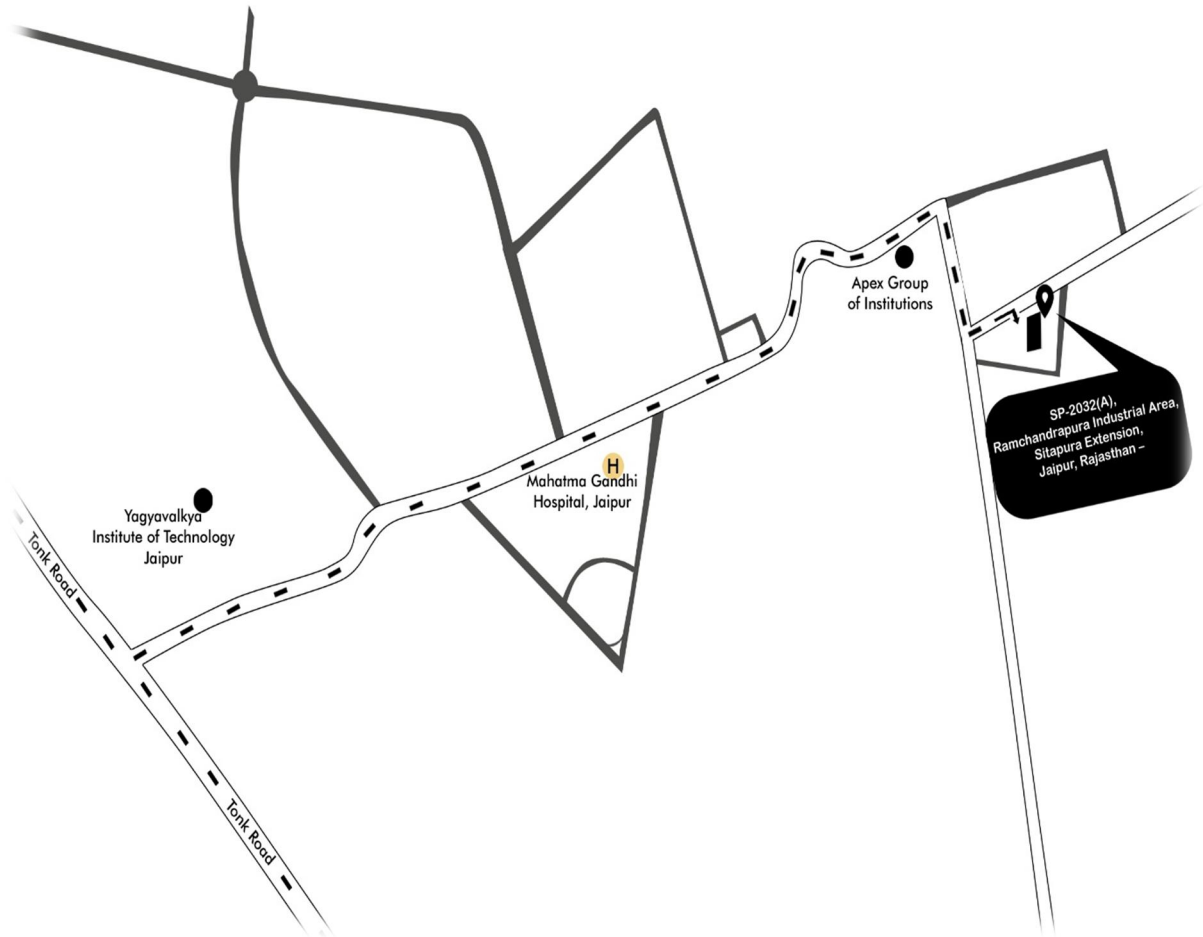
[In pursuance of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)]

NAME OF DIRECTOR	DIGVIJAY DHABRIYA DIN: 00519946	MAHENDRA KARNAWAT DIN: 00519876
Item No.	4	5
Date of Birth	25.08.1965	06.07.1969
Age	53	50
Nationality	Indian	
Qualification	He holds a bachelor's degree in engineering (Mechanical) from MBM Engineering College, Jodhpur and holds a Post Graduate diploma in Plastic Engineering from Central Institute of Plastic Engineering & Testing (CIPET), Chennai	He holds a master's degree in Commerce from MDS University, Ajmer
Experience	Mr. Dhabriya has over two and half decades of invaluable experience in the line of the business 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 overall experience of over 25 Years in the field of Sales, Marketing and production.
Terms & Conditions for Appointment/reappointment	As stated in the resolution set out in item number 4 of the Notice.	As stated in the resolution set out in item number 5 of the Notice.
Details of Remuneration sought to be paid	As stated in the resolution set out in item number 4 of the Notice	As stated in the resolution set out in item number 5 of the Notice
Last Remuneration Drawn	₹ 84,00,000/-	₹ 14,40,000/-
Date of first appointment on the Board	20.10.1992	22.05.2000
No. of shares held in the Company	7192238 equity shares	46250 equity shares
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mr. Digvijay Dhabriya, is the spouse of Mrs. Anita Dhabriya and Mr. Shreyansh Dhabriya is the son of Mr. Digvijay Dhabriya	NIL
No. of Board Meetings attended/ held during Financial Year (2018-19)	8 out of 8	6 out of 8
Directorships held in other companies	Dynasty Modular Furnitures Pvt. Ltd. Polywood India Limited	NIL
Chairman/ Member of the Committee of the Board of Directors of our Company	Corporate Social Responsibility Committee - Member Stakeholder Grievance Committee - Member	Corporate Social Responsibility Committee - Member
Committee position held in other listed companies	NIL	NIL

NAME OF DIRECTOR	ANITA DHABRIYA DIN: 00359317	SHREYANSH DHABRIYA DIN: 06940427
Item No.	6	7
Date of Birth	14.08.1970	26.06.1992
Age	49	27
Nationality	Indian	
Qualification	She holds a bachelor's degree in commerce from Ajmer University	He has done B. Tech (Mechanical) from VIT University, Vellore
Experience	She has working and administrative exposure of about 20 years in the manufacturing sector	His overall experience is 5 years in the manufacturing sector
Terms & Conditions for Appointment/reappointment	As stated in the resolution set out in item number 6 of the Notice.	As stated in the resolution set out in item number 7 of the Notice.
Details of Remuneration sought to be paid	As stated in the resolution set out in item number 6 of the Notice	As stated in the resolution set out in item number 7 of the Notice
Last Remuneration Drawn	₹ 18,60,000/-	₹ 24,00,000/-
Date of first appointment on the Board	22.01.1997	15.07.2014
No. of shares held in the Company	470226 equity shares	52246 equity shares
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mrs. Anita Dhabriya, Whole-Time Director is the spouse and Mr. Digvijay Dhabriya and mother of Mr. Shreyansh Dhabriya.	Mr. Shreyansh Dhabriya is the son of Mr. Digvijay Dhabriya & Mrs. Anita Dhabriya
No. of Board Meetings attended/ held during Financial Year (2018-19)	6 out of 8	8 out of 8
Directorships held in other companies	Polywood India Limited Polywood Profiles Pvt. Ltd. Polywood Green Buildings Systems Pvt. Ltd.	Polywood Profiles Pvt. Ltd.
Chairman/ Member of the Committee of the Board of Directors of our Company	NIL	Audit Committee - Member
Committee position held in other listed companies	NIL	NIL

NAME OF DIRECTOR	SHARAD KANKARIA DIN: 06961462	ANIL UPADHYAY DIN: 06962089
Item No.	8	9
Date of Birth	21.07.1961	30.06.1950
Age	58	69
Nationality	Indian	Indian
Qualification	He holds a bachelor's degree in commerce from University of Rajasthan, Jaipur	He holds a Diploma Degree in Electrical Engineering.
Experience	He is having about 30 Years of experience in the field of Manufacturing Sector	He is having about 41 years of experiences in the industrial field
Terms & Conditions for Appointment/reappointment	As stated in the resolution set out in item number 8 of the Notice.	As stated in the resolution set out in item number 9 of the Notice.
Details of Remuneration sought to be paid	As stated in the resolution set out in item number 8 of the Notice	As stated in the resolution set out in item number 9 of the Notice
Last Remuneration Drawn	NA	NA
Date of first appointment on the Board	30.08.2014	30.08.2014
No. of shares held in the Company	NIL	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NIL	NIL
No. of Board Meetings attended/ held during Financial Year (2018-19)	5 out of 8	7 out of 8
Directorships held in other companies	Polywood Green Building Systems Pvt. Ltd.	NIL
Chairman/ Member of the Committee of the Board of Directors of our Company	Remuneration & nomination Committee – Chairman Corporate Social Responsibility Committee - Chairman Audit Committee – Member Stakeholder Grievance Committee – Member	Stakeholder Grievance Committee – Chairman Remuneration & nomination Committee – Member
Committee position held in other listed companies	NIL	NIL

NAME OF DIRECTOR	PADAM KUMAR JAIN DIN: 06962097	SHIV SHANKER DIN: 06962101
Item No.	10	11
Date of Birth	18.07.1971	01.05.1979
Age	48	40
Nationality	Indian	Indian
Qualification	He holds a bachelor's degree in commerce and is a Practicing Chartered Accountant.	He holds master's degree in Technology in Transportation Engineering.
Experience	He is having expertise in the field of Audit and Taxation.	He is having about 10 years' experience in the field of Civil Construction, Project Management Consultancy & Building Designing.
Terms & Conditions for Appointment/reappointment	As stated in the resolution set out in item number 10 of the Notice.	As stated in the resolution set out in item number 11 of the Notice.
Details of Remuneration sought to be paid	As stated in the resolution set out in item number 10 of the Notice	As stated in the resolution set out in item number 11 of the Notice
Last Remuneration Drawn	NA	NA
Date of first appointment on the Board	30.08.2014	30.08.2014
No. of shares held in the Company	NIL	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NIL	NIL
No. of Board Meetings attended/ held during Financial Year (2018-19)	4 out of 8	7 out of 8
Directorships held in other companies	NIL	Prashi Smart Solutions Pvt. Ltd.
Chairman/ Member of the Committee of the Board of Directors of our Company	Audit Committee – Chairman Remuneration & nomination Committee – Member	NIL
Committee position held in other listed companies	NIL	NIL

ROUTE MAP OF AGM VENUE

27th ANNUAL GENERAL MEETING

DHABRIYA POLYWOOD LIMITED

AGM VENUE: SP-2032(A), Ramchandrapura Industrial Area,
Sitapura Extension, Jaipur – 302022 (Raj.)

**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 : L29305RJ1992PLC007003
 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 27th Annual General Meeting of the company, to be held on the Saturday, 28th Day of September 2019, at 11.00 a.m. at SP-2032(A), Ramchandrapura Industrial Area, Sitapura Extension, Jaipur – 302022 (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.	Consider and adopt a. Audited Financial Statement for the financial year ended March 31, 2019 and Reports of Directors and Auditors thereon b. Consolidated Audited Financial Statement for the financial year ended March 31, 2019 and Reports of Auditors thereon		
2.	Re-appointment of Mrs. Anita Dhabriya, who retires by rotation		
3.	Appointment of Statutory Auditor		
	Special Business		
4.	Re-appointment of Mr. Digvijay Dhabriya as the Chairman & Managing Director of the Company for a period of five (5) years		
5.	Re-appointment of Mr. Mahendra Karnawat as the Whole-Time Director of the Company for a period of five (5) years		
6.	Re-appointment of Mrs. Anita Dhabriya as the Whole-Time Director of the Company for a period of five (5) years		
7.	Re-appointment of Mr. Shreyansh Dhabriya as the Whole-Time Director of the Company for a period of five (5) years		
8.	Re-appointment of Mr. Sharad Kankaria as the Independent Director of the Company for a period of five (5) years		
9.	Re-appointment of Mr. Anil Upadhyay as the Independent Director of the Company for a period of five (5) years		
10.	Re-appointment of Mr. Padam Kumar Jain as the Independent Director of the Company for a period of five (5) years		
11.	Re-appointment of Mr. Shiv Shanker as the Independent Director of the Company for a period of five (5) years		

Signed this _____ day of _____ 2019

Signature of Shareholder

Signature of Proxy holder

Affix Revenue stamp here

Notes:

- Please put a 'X' in the Box in the appropriate column against the respective resolutions. If you leave the "For" or "Against" column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- 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.



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 : L29305RJ1992PLC007003

ATTENDANCE SLIP

27th Annual General Meeting – Saturday, September 28, 2019

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 27th Annual General Meeting of the Company held on Saturday, September 28, 2019, at 11.00 A.M. at SP-2032(A), Ramchandrapura Industrial Area, Sitapura Extension, Jaipur- 302022

 (Name of Member/Proxy)

 (Member's /Proxy's Signature)

Note: Please fill up this attendance slip and handed it over at the entrance of the meeting venue. Members are requested to bring their copies of the Annual Report to the AGM.

E-Voting Particulars

EVSN (ELECTRONIC VOTING SEQUENCE NUMBER)	PAN

The e-voting facility will be available during the following period:

COMMENCEMENT OF E-VOTING	END OF E-VOTING
Wednesday, September 25, 2019, 09.00 A.M	Friday, September 27, 2018, 05.00 P.M

Please read the instructions on e-voting as mentioned in the notice of 27th Annual General Meeting