

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 OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Members,

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read together with the Companies (Management and Administration) Rules, 2014 (including any statutory modification, amendment or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations, that the resolutions appended below be passed by the Members through postal ballot or electronic voting (e-voting). The explanatory statement pertaining to the appended resolutions setting out the material facts and the reasons thereof is annexed hereto along with a postal ballot form for your consideration.

The Board of Directors of the Company has appointed Mr. Manish Sancheti, FCS 7972, C.P. 8997, of M Sancheti & Associates, Practicing Company Secretary, as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the postal ballot form and return the same duly completed in the enclosed self-addressed postage prepaid envelope. Postal Ballot Form(s), if sent by courier or by registered post / speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed postage prepaid envelope. The duly completed postal ballot form(s) should reach the Scrutinizer not later than 5.00 p.m. on December 20, 2016, to be eligible for being considered, failing which, it will be strictly considered that no reply has been received from the Member.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read carefully the instructions in the Notes under the section 'Voting through Electronic Means'. References to Postal Ballot(s) in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit his report to the Chairman of the Company, on or before December 22, 2016. The result of postal ballot and e-voting shall be announced on December 22, 2016 and communicated to the stock exchanges, Depository, Registrar and Share Transfer Agent and shall also be displayed on the Company's website at www.polywood.org

RESOLUTIONS:

Item No. 1 -Migration from BSE SME Platform to BSE Main Board

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

"RESOLVED THAT pursuant to provisions of Chapter XB of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations") and other applicable provisions of the Companies Act 2013, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and the rules framed there under, including any amendment, modification, variation or re-enactment thereof, the consent of the members of the Company be and is hereby accorded to migrate the Company, currently listed on SME Platform of BSE Limited to Main Board of BSE Limited.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby authorized jointly and severally to deal with any Government or semi-government authorities or any other concerned intermediaries including but not limited to BSE Limited, Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of migration of the Company's present listing from SME Platform of BSE Limited to the Main Board of BSE Limited.

"RESOLVED FURTHER THAT Directors of the Company be and are hereby authorized jointly and severally to do all such acts and things as may be necessary and expedient to give effect to the above resolution, on behalf of the Company."

By the Order of Board of Directors

For Dhabriya Polywood Limited

**Sd/-
Digvijay Dhabriya
Chairman and Managing Director
DIN: 00519946**

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

**Place - Jaipur
Date - 14.11.2016**

NOTES: -

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 stating all material facts and the reasons for the proposed resolution is annexed herewith.
2. Mr. Manish Sancheti, Practicing Company Secretary (FCS: 7972 CP: 8997) has been appointed as Scrutinizer for Conducting the Postal Ballot in accordance with the law in a fair and transparent manner.
3. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members /List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on November 11, 2016. The Postal Ballot Notice is being sent to Members in Physical form mode along with postage prepaid self-addressed envelope to the address registered with depositories and by electronic mode to the email addresses registered with their Depository Participants.
4. Members whose names appear on the Register of Members/List of Beneficial Owners as on November 11, 2016 will be considered for the purpose of voting.
5. In case shares held by Companies, trusts, societies etc. the duly completed postal ballot should be accompanied by a certified copy of the board resolution authority and preferably attested specimen signature(s) of the duly authorized signatory (ies) giving requisite authority to the person voting on the postal ballot form.
6. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.

7. Voting rights shall be reckoned on the paid-up value of shares registered in the names of the Members as on November 11, 2016 "Cut-off date".
8. Members are requested not to send any paper other than the resolution/authority as mentioned (under note number 5 above) along with postal ballot form in the enclosed self-addressed postage prepaid envelope. As all such envelopes, will be sent to the scrutinizer and if any extraneous is found in such envelope the same would not be considered and would be destroyed by the scrutinizer.
9. Members who have received Postal Ballot notice by email only and who wish to vote through physical Postal Ballot Form or in case a member is desirous of obtaining a duplicate Postal Ballot Form, he or she may send an e-mail to cs@polywood.org. The Company shall forward the same along with postage prepaid self-addressed Business Reply Envelope to the Member.
10. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on all resolutions through the e-voting service facility arranged by CDSL. The instructions for electronic voting are given in this Notice.
11. A Member cannot exercise his vote by proxy on postal ballot.
12. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed with the Assent (for) or Dissent (against), in the enclosed self-addressed postage prepaid envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e. 5:00 p.m.) on December 20, 2016. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. If any postal ballot is received after 5:00 p.m. on December 20, 2016, it will be considered that no reply from the Member has been received.
13. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or Managing Director or any Director of the Company duly authorized, on December 22, 2016 at the Registered Office at B-9 D (1), Malviya Industrial Area, Jaipur 302 017 Jaipur Rajasthan - 302017 and will also be displayed on the Company website (www.polywood.org), besides being communicated to the Stock Exchange, Depository, Registrar and Share Transfer Agent on the said date.
14. The result of the voting on the resolutions will be declared at the registered office of the company on December 22, 2016. The date of result of postal ballot will be taken to be date of passing the resolution.

VOTING THROUGH ELECTRONIC MEANS

The Company has made arrangements with Central Depository Services (India) Limited ('CDSL') for facilitating e-voting for Postal Ballot process.

The instruction to members for voting electronically are as under:

- 1) The voting period (including e-voting) begins on November 21, 2016 at 09.00 a.m. and ends on December 20, 2016 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 November 11, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- 2) The shareholders should log on to the e-voting website www.evotingindia.com.
- 3) Click on "Shareholders" tab.
- 4) 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.
- 5) Next enter the Image Verification as displayed and Click on Login.
- 6) 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.
- 7) If you are a first-time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders) <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 RA0000001 in the PAN field
Dividend Bank Details or Date of Birth (DOB)	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. <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)

- 8) After entering these details appropriately, click on "SUBMIT" tab.

- 9) 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.
- 10) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 11) Click on the EVSN for the relevant <Dhabriya Polywood Limited>on which you choose to vote.
- 12) 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.
- 13) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 14) 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.
- 15) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- 16) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- 17) 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.
- 18) 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.

IN CASE OF MEMBERS RECEIVING THE PHYSICAL COPY:

- A. Please follow all steps from Sr. no. (1) to (17)
- B. 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 or cs@polywood.org.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No 1:

As per SEBI circular dated 18th May 2010, Company with post issue face value capital of Rs. 10 crores or more and upto Rs. 25 crores and listed SME Platform of Stock Exchange can migrate to Main Board, provided shareholder's approval is obtained in accordance with Securities and Exchange Board of India (ICDR) Regulations and the Company meets listing requirements of Stock Exchange on which the Company is proposed to list. Further, in compliance of BSE circular dated 26th November 2012, Directors of your Company are of the view that migration to main board of BSE Limited will accelerate in growth and expansion of the Company and will also help the shareholders to benefit better return from their investments.

The Directors of the Company propose the resolution for your approval. None of the Directors and Key Managerial Persons or their relatives has any interest in the passing of the said resolution except to the extent of equity shares held by them in the Company.

By the Order of Board of Directors

For Dhabriya Polywood Limited

**Sd/-
Digvijay Dhabriya
Chairman and Managing Director
DIN: 00519946**

Registered Office:

B-9D(1), Malviya Industrial Area,
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CIN: L29305RJ1992PLC007003
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**Place - Jaipur
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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**POSTAL BALLOT FORM**

Registered Folio/ DP ID & Client ID	
Name and address of the Shareholder(s) with Joint holders, if any	
Registered Address of the Sole/ First named shareholders:	
No. of Shares held	

I / We hereby exercise my / our vote in respect of the Special Resolutions to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company by sending my / our assent / dissent to the said Resolutions by placing the tick mark (√) at the appropriate boxes below:

S. No.	Brief Particulars of the Resolution	No. of Shares held	FOR I / we assent to the Resolution	AGAINST I / we dissent to the Resolution
1	Special Resolution for Migration of listing of shares from SME Platform of BSE to the Main Board of BSE.			

.....
Signature of the Shareholder/ Authorised representative

Place:

Date:

Notes:

1. Please return duly filled and signed postal ballot form in the envelope enclosed.
2. Last date for receipt of Postal Ballot Form is December 20, 2016, till close of business hours i.e. 05:00 P.M to the Scrutinizer.

GENERAL INSTRUCTIONS

1. A shareholder desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed business reply envelope. However, envelopes containing Postal Ballot Form, if sent by courier or by registered post at the expense of the shareholder will also be accepted.
2. The self-addressed envelope bears the address of the Scrutinizer appointed by the board of directors of the Company.
3. This Postal Ballot Form should be completed and signed by the shareholder as per the specimen signature registered with the Company or the Depository Participant. In case of joint holding, this Postal Ballot Form should be completed and signed by the first named shareholder and in his absence, by the next named joint shareholder.
4. There will be only one Postal Ballot Form for every Folio/ Client ID irrespective of number of joint holders.
5. The votes should be casted either in favour or against by putting the tick (√) mark in the column provided for assent or dissent. Postal Ballot Form bearing tick marks in both the columns for the same shares will render the Postal Ballot Form invalid.
6. Unsigned, incorrectly signed or incomplete Postal Ballot Forms will be rejected.
7. Postal Ballot Forms signed in the representative capacity must be accompanied by the requisite certified true copy of power of attorney/resolution of board of directors of the corporate shareholder being represented. If the same is/ are already registered with the Company, please quote the registration no. beneath the signature.
8. Shareholders are requested not to send any other paper along with the Postal Ballot Form. They are also requested not to write anything on the Postal Ballot Form except giving their assent or dissent and putting their signature.
9. The Scrutinizer's decision on the validity of a postal ballot will be final.