

## 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](mailto:cs@polywood.org) Website: [www.polywood.org](http://www.polywood.org)  
**CIN** : L29305RJ1992PLC007003

### NOTICE

Notice is hereby given that the 30<sup>th</sup> Annual General Meeting of the members of Dhabriya Polywood Limited will be held on Friday, 30<sup>th</sup> Day of September 2022 at 11:00 A.M. IST through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM'), to transact the following businesses:

#### Ordinary Business

- To consider and adopt:
  - the audited financial statements of the Company for the financial year ended March 31, 2022, and the reports of the Directors and Auditors thereon; and
  - the audited consolidated financial statement of the Company for the financial year ended March 31, 2022, and the report of the Auditors thereon
- 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."

#### Special Business

- Approval of Appointment of Mr. Vijay Kumar Jha as an Independent Director.**  
To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution:**

**"RESOLVED THAT** pursuant to the recommendation of Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to

the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the rules framed there under and the SEBI ( Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Vijay Kumar Jha (DIN: 09525388) who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors effective from 13<sup>th</sup> August, 2022 and who has provided a declaration that he meets the criteria for independence as mentioned in Section 149(6) of the Act, consent of the members of the Company be and is hereby accorded to the appointment of Mr. Vijay Kumar Jha as an Independent Director of the Company for a term of 5 (five) year commencing from 13<sup>th</sup> August, 2022 and ending on 12<sup>th</sup> August 2027 (both days inclusive), and his term is not subject to retirement by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and/or key Managerial Personnel of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for the purpose of giving effect to this resolution."

- Approval of payment of remuneration to Shri Digvijay Dhabriya, Managing Director of the Company, as per Schedule V of the Companies Act, 2013**  
To consider and, if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution:**

**"RESOLVED THAT** in compliance with the provisions of Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and

Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and on recommendation of nomination and remuneration committee, the remuneration, paid to Shri Digvijay Dhabriya (DIN: 00519946), Chairman & Managing Director of the Company, for the remaining period of his tenure i.e. 31<sup>st</sup> August 2024, be and is hereby approved.

**“RESOLVED FURTHER THAT** all the terms of the resolution passed by the Members of the Company at their 27<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> September, 2019, approving the re-appointment and the remuneration payable to Shri Digvijay Dhabriya, remains unaltered.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and are hereby authorised to do all such acts and take all steps as may be necessary, proper and expedient to give effect to this Resolution.”

5. **Approval of payment of remuneration to Shri Mahendra Karnawat, Whole-time Director of the Company, as per Schedule V of the Companies Act, 2013**

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

**“RESOLVED THAT** in compliance with the provisions of Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and on recommendation of nomination and remuneration committee, the remuneration, paid to Shri Mahendra Karnawat (DIN: 00519876), Whole-time Director of the Company, for the remaining period of his tenure i.e. 31<sup>st</sup> August 2024, be and is hereby approved.

**“RESOLVED FURTHER THAT** all the terms of the resolution passed by the Members of the Company at their 27<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> September, 2019, approving the re-appointment and the remuneration payable to Shri Mahendra Karnawat, remains unaltered.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and are hereby authorised to do all such acts and take all steps as may be necessary, proper and expedient to give effect to this Resolution.”

6. **Approval of payment of remuneration to Smt. Anita Dhabriya, Whole-time Director of the Company, as per Schedule V of the Companies Act, 2013**

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

**“RESOLVED THAT** in compliance with the provisions of Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and on recommendation of nomination and remuneration committee, the remuneration, paid to Smt. Anita Dhabriya (DIN: 00359317), Whole-time Director of the Company, for the remaining period of her tenure i.e. 31<sup>st</sup> August 2024, be and is hereby approved.

**“RESOLVED FURTHER THAT** all the terms of the resolution passed by the Members of the Company at their 27<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> September, 2019, approving the re-appointment and the remuneration payable to Smt. Anita Dhabriya, remains unaltered.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and are hereby authorised to do all such acts and take all steps as may be necessary, proper and expedient to give effect to this Resolution.”

7. **Approval of payment of remuneration to Shri Shreyansh Dhabriya, Whole-time Director of the Company, as per Schedule V of the Companies Act, 2013**

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

**“RESOLVED THAT** in compliance with the provisions of Sections 196, 197 read with Schedule V and other

applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and on recommendation of nomination and remuneration committee, the remuneration, paid to Shri Shreyansh Dhabriya (DIN: 06940427), Whole-time Director of the Company, for the remaining period of his tenure i.e. 31<sup>st</sup> August 2024, be and is hereby approved.

**“RESOLVED FURTHER THAT** all the terms of the resolution passed by the Members of the Company at their 27<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> September, 2019, approving the re-appointment and the remuneration payable to Shri Shreyansh Dhabriya, remains unaltered.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and are hereby authorised to do all such acts and

take all steps as may be necessary, proper and expedient to give effect to this Resolution.”

By Order of the Board  
For Dhabriya Polywood Limited

Sd/-  
**Sparsh Jain**  
Company Secretary

Jaipur, August 13, 2022

**Registered Office:**

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

CIN: L29305RJ1992PLC007003

Website: [www.polywood.org](http://www.polywood.org)

E-mail: [cs@polywood.org](mailto:cs@polywood.org)

Tel. No. 0141 - 4057171

**NOTES:**

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs, Government of India ("MCA") issued General Circular Nos. 14/2020, 17/2020, 20/2020, 02/ 2021, 19/2021 21/2021 and 2/2022 dated 8<sup>th</sup> April 2020, 13<sup>th</sup> April 2020, 5<sup>th</sup> May 2020, 13<sup>th</sup> January 2021, 8<sup>th</sup> December 2021, 14<sup>th</sup> December 2021 and 5<sup>th</sup> May 2022 respectively, ("MCA Circulars") read with relevant circulars issued by the Securities and Exchange Board of India ("SEBI"), from time to time (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through Video Conference ("VC") or Other Audio Visual Means ("OAVM") up-to 31<sup>st</sup> December, 2022, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated 8<sup>th</sup> April, 2020 followed by Circular No. 2/2021 dated 13<sup>th</sup> January, 2021, issued by the MCA, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. However, this number does not include the large Shareholders holding 2% or more share capital, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Secretarial Auditors, Scrutinizers, etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the MCA dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020, 5<sup>th</sup> May, 2020 13<sup>th</sup> January, 2021 and Circular No. 2/2022 dated 5<sup>th</sup> May, 2022 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has made an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, and independent agency for providing necessary platform for Video Conference/OAVM and necessary technical support as may be required. Therefore, the facility of casting votes by a member using remote e-voting system as well as e-voting on the day of the AGM will be provided by CDSL.
6. The Notice calling the AGM along-with complete Annual Report has been uploaded on the website of the Company. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Ltd. at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility and providing necessary platform for Video Conference/OAVM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
7. In compliance with the aforesaid MCA Circulars dated 5<sup>th</sup> May, 2020 and SEBI Circular dated May 12, 2020 followed by May 13, 2022, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website – [www.polywood.org](http://www.polywood.org), websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of CDSL <https://www.evotingindia.com>. However, if any specific request received from the members for demanding of the physical copy of the Annual Report will be provided by the company but

subject to time taken by the courier and Postal Department looking to the Covid-19.

8. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
9. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013, which sets out details relating to special business at the meeting is annexed and forms part of the Notice.
10. Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 24<sup>th</sup> September, 2022 to Friday, 30<sup>th</sup> September, 2022 (both days inclusive) for the Annual General Meeting. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date 23<sup>rd</sup> September, 2022, (Friday).
11. CS Manish Sancheti, Practicing Company Secretary (M. No. FCS 7972 & C.P. No. 8997) Proprietor of M/s. m Sancheti & Associates, Company Secretaries, Jaipur has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.
12. Members desirous of obtaining any information concerning Accounts and Operations of the Company are requested to address their questions in writing to the Company at least 10 days before the date of the Meeting at its email ID [cs@polywood.org](mailto:cs@polywood.org) so that the information required may be made available at the Meeting.
13. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM and Company's Annual Report 2020-21 will be available on the website of the Company at [www.polywood.org](http://www.polywood.org) and the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
14. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participant and send their Email address to us for prompt communication and update the same with their D.P to receive softcopy of the Annual Report of the Company
15. Members are requested to quote their Regd. Folio Number/DP and Client ID Nos. in all their correspondence with the Company or its Registrar and Share Transfer Agent.
16. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. September 30, 2022. Members seeking to inspect such documents can send an email to [cs@polywood.org](mailto:cs@polywood.org).
17. Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every securities market participant. Members holding shares in electronic form are therefore requested to submit their PAN to the DP with whom they maintain their demat accounts.
18. A brief profile of the Director retiring by rotation and proposed to be re-appointed at this AGM, nature of his expertise in specific functional areas, names of companies in which he holds directorship and membership/chairmanship of Board Committee(s), shareholding and relationship between directors inter se as stipulated under Regulation 36 of SEBI Listing Regulations and other requisite information as per Clause 1.2.5 of Secretarial Standards – 2 on General Meetings are provided in **Annexure - 1** to this Notice.

## 19. VOTING THROUGH ELECTRONIC MEANS:

### General Instructions

- I. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circular issued by the Ministry of Corporate Affairs dated January 13, 2021, in continuation and read with its Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorised e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as e-voting during the AGM will be provided by CDSL.
- II. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the Cut-off date i.e. Friday September 23, 2022 shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the notice, who shall have no voting rights as on the Cut-off date, shall treat this notice as intimation only.
- III. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the process mentioned in this part.
- IV. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. 23<sup>rd</sup> September 2022 (Friday) only shall be entitled to avail the facility of remote e-voting as well as e- voting at the AGM.

The instructions for the shareholders for remote e-voting and joining virtual meeting are as under:

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and nonindividual shareholders in demat mode.

- (i) The voting period begins on Tuesday, 27<sup>th</sup> September 2022 at 09:00 a.m. and ends on Thursday, 29<sup>th</sup> September 2022 at 05:00 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 Friday, 23<sup>rd</sup> September 2022 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) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/ Depository

Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of Shareholders	Login Method
<b>Individual Shareholders holding securities in Demat mode with CDSL</b>	<ol style="list-style-type: none"> <li>(1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>(2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>(3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>(4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	<ol style="list-style-type: none"> <li>(1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>(2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>

Type of Shareholders	Login Method
	(3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
<b>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login Type	Helpdesk Details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- (a) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (b) Click on "Shareholders" module.
- (c) Now enter your User ID
  - (i) For CDSL: 16 digits beneficiary ID,
  - (ii) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

mode and non-individual shareholders in demat mode.

- (iii) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (d) Next enter the Image Verification as displayed and Click on Login.
- (e) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- (f) If you are a first-time user follow the steps given below: -



	<b>For physical shareholders and other than individual shareholders holding shares in demat.</b>
<b>PAN</b>	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) ↳ Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	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. ↳ 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.

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

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

(x) 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.

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

(xii) 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.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) 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.

(xvi) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

↳ Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.

↳ A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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.
- ☞ Alternatively Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [cs@polywood.org](mailto:cs@polywood.org) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

- I. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
- II. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- III. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- IV. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

- V. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- VI. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- VII. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
- VIII. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- IX. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- X. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.**

- I. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id.**
- II. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
- III. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futorex, Mafatlal Mill

Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 1800 22 55 33.

20. A copy of Audited Financial Statements (Standalone and Consolidated) for the year ended on March 31, 2022 together with the Board's and Auditor's Report thereon are enclosed herewith.
21. Members may please note the following:  
After discussion on the resolutions on which voting is to be held, the Chairman shall allow members who are attending the AGM to cast their vote electronically but have not cast their votes by availing the remote e-voting facility earlier.

The Scrutinizer shall after the conclusion of voting at AGM, will submit consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare results (consolidated) two working days from the conclusion of the AGM.

The Results of voting along with Scrutinizer's Report(s) will be published on the website of the Company i.e. [www.polywood.org](http://www.polywood.org) and on Service Provider's website i.e. [www.evotingindia.com](http://www.evotingindia.com) within two working days from the conclusion of the AGM and the same shall also be simultaneously communicated to the BSE Limited.

## EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

### ITEM NO. 3

The Board of Directors on recommendation of Nomination and Remuneration committee has appointed Mr. Vijay Kumar Jha (DIN:09525388) as an additional Independent Director at their meeting held on 13<sup>th</sup> August, 2022 for a term of 5 (five) years commencing from 13<sup>th</sup> August, 2022 and ending on 12<sup>th</sup> August 2027 (both days inclusive).

Considering his experience and vast knowledge in the field of Secretarial & legal matters, accounting, taxation etc. the skills, capabilities and proficiency required for the role and pursuant to the recommendation of the Nomination and Remuneration Committee of the Board, the Board approved the appointment of Mr. Vijay Kumar Jha as an Independent Director of the Company, not being liable to retire by rotation, for a term of 5 (five) years commencing from 13<sup>th</sup> August, 2022 and ending on 12<sup>th</sup> August, 2027 (both days inclusive), subject to the approval of Shareholders of the Company vide a Special Resolution. Also, in the opinion of the Board, Mr. Vijay Kumar Jha fulfils the conditions specified in the Companies Act, 2013 ("the Act") read with the rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), for being appointed as an Independent Director of the Company and he is independent of the management.

The Company has received a notice in writing as per the provisions of Section 160 of the Act, to propose the candidature of Mr. Vijay Kumar Jha, for the office of Independent Director, to be re-appointed as such under the provisions of Section 149 of the Act and Regulation 17 of SEBI Listing Regulations.

Mr. Vijay Kumar Jha has provided (a) his consent to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014; (b) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under Section 164(2) of the Act; and (c) a declaration to the effect that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under SEBI Listing Regulations. Accordingly, it is proposed to appoint him as an Independent Director of the Company, as per the provisions of Section 149 of the Act and SEBI Listing Regulations and the Special Resolution set out in Item no.

3 of the Notice seeks approval of the Shareholders for the same.

A brief resume of Mr. Vijay Kumar Jha is provided in the annexure to the Notice.

Other than Mr. Vijay Kumar Jha and his relatives, none of the Directors and/or Key Managerial Personnel of the Company and/or their relatives, are in any way concerned or interested (financially or otherwise), in the proposed Special Resolution, as set out in Item no. 3.

The Board recommends the appointment of Mr. Vijay Kumar Jha as an Independent Director of the Company, as set out in Item no. 3 of the Notice, for approval of the Shareholders.

### ITEM NO. 4

At the 27<sup>th</sup> Annual General Meeting of the Company held on 28<sup>th</sup> September, 2019, the Members had, inter-alia, approved the re-appointment of Shri Digvijay Dhabriya (DIN: 00519946) as a Chairman & Managing Director of the Company for a period of 5 years with effect from 1<sup>st</sup> September, 2019 on the terms as contained in the said Resolution. As the Company has no/inadequate profits during the Financial Year ended 31<sup>st</sup> March, 2022, the remuneration paid to Shri Digvijay Dhabriya for the remaining period of his tenure, shall be as per the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 ('the Act'). Hence, the Nomination & Remuneration Committee and the Board of Directors of the Company at their respective meeting held on 13<sup>th</sup> August, 2022 have approved the remuneration paid to Shri Digvijay Dhabriya, Chairman & Managing Director of the Company, for the remaining period of his tenure, as mentioned in the Resolution No. 4 of the Notice, in compliance with Schedule V of the Companies Act, 2013 or any statutory modification(s) thereof and that all the terms of the resolution passed by the Members of the Company at the 27<sup>th</sup> Annual General Meeting approving his re-appointment and remuneration remains unaltered. The disclosures as required to be given pursuant to Section II of Part II of Schedule V of the Companies Act, 2013 are furnished hereunder.

In compliance with the provisions of Sections 196, 197 read with Schedule V of the Companies Act, 2013 and Rules framed thereunder, the remuneration paid to Shri Digvijay Dhabriya as a Chairman & Managing Director of

the Company for the remaining period of his tenure is being placed before the Members for their approval.

Shri Digvijay Dhabriya is interested in the Resolution set out at Item No. 4 of the Notice. The relatives of Shri Digvijay Dhabriya may also be deemed to be interested in this Resolution, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in this Resolution.

The Board recommends the resolution as stated at Item No. 4 of the Notice for approval of the Members as a Special Resolution.

#### **ITEM NO. 5**

At the 27<sup>th</sup> Annual General Meeting of the Company held on 28<sup>th</sup> September, 2019, the Members had, inter-alia, approved the re-appointment of Shri Mahendra Karnawat (DIN: 00519876) as a Whole-time Director of the Company for a period of 5 years with effect from 1<sup>st</sup> September, 2019 on the terms as contained in the said Resolution. As the Company has no/inadequate profits during the Financial Year ended 31<sup>st</sup> March, 2022, the remuneration paid to Shri Mahendra Karnawat for the remaining period of his tenure, shall be as per the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 ('the Act'). Hence, the Nomination & Remuneration Committee and the Board of Directors of the Company at their respective meeting held on 13<sup>th</sup> August, 2022 have approved the remuneration paid to Shri Mahendra Karnawat, Whole-time Director of the Company, for the remaining period of his tenure, as mentioned in the Resolution No. 5 of the Notice, in compliance with Schedule V of the Companies Act, 2013 or any statutory modification(s) thereof and that all the terms of the resolution passed by the Members of the Company at the 27<sup>th</sup> Annual General Meeting approving his re-appointment and remuneration remains unaltered. The disclosures as required to be given pursuant to Section II of Part II of Schedule V of the Companies Act, 2013 are furnished hereunder.

In compliance with the provisions of Sections 196, 197 read with Schedule V of the Companies Act, 2013 and Rules framed thereunder, the remuneration paid to Shri Mahendra Karnawat as a Whole-time Director of the Company for the remaining period of his tenure is being placed before the Members for their approval.

Shri Mahendra Karnawat is interested in the Resolution set out at Item No. 5 of the Notice. The relatives of Shri Mahendra Karnawat may also be deemed to be interested in this Resolution, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in this Resolution.

The Board recommends the resolution as stated at Item No. 5 of the Notice for approval of the Members as a Special Resolution.

#### **ITEM NO. 6**

At the 27<sup>th</sup> Annual General Meeting of the Company held on 28<sup>th</sup> September, 2019, the Members had, inter-alia, approved the re-appointment of Smt. Anita Dhabriya (DIN: 00359317) as a Whole-time Director of the Company for a period of 5 years with effect from 1<sup>st</sup> September, 2019 on the terms as contained in the said Resolution. As the Company has no/inadequate profits during the Financial Year ended 31<sup>st</sup> March, 2022, the remuneration paid to Smt. Anita Dhabriya for the remaining period of her tenure, shall be as per the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 ('the Act'). Hence, the Nomination & Remuneration Committee and the Board of Directors of the Company at their respective meeting held on 13<sup>th</sup> August, 2022 have approved the remuneration paid to Smt. Anita Dhabriya, Whole-time Director of the Company, for the remaining period of her tenure, as mentioned in the Resolution No. 6 of the Notice, in compliance with Schedule V of the Companies Act, 2013 or any statutory modification(s) thereof and that all the terms of the resolution passed by the Members of the Company at the 27<sup>th</sup> Annual General Meeting approving her re-appointment and remuneration remains unaltered. The disclosures as required to be given pursuant to Section II of Part II of Schedule V of the Companies Act, 2013 are furnished hereunder.

In compliance with the provisions of Sections 196, 197 read with Schedule V of the Companies Act, 2013 and Rules framed thereunder, the remuneration paid to Smt. Anita Dhabriya as a Whole-time Director of the Company for the remaining period of her tenure is being placed before the Members for their approval.

Smt. Anita Dhabriya is interested in the Resolution set out at Item No. 6 of the Notice. The relatives of Smt. Anita

Dhabriya may also be deemed to be interested in this Resolution, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in this Resolution.

The Board recommends the resolution as stated at Item No. 6 of the Notice for approval of the Members as a Special Resolution.

**ITEM NO. 7**

At the 27<sup>th</sup> Annual General Meeting of the Company held on 28<sup>th</sup> September, 2019, the Members had, inter-alia, approved the re-appointment of Shri Shreyansh Dhabriya (DIN: 06940427) as a Whole-time Director of the Company for a period of 5 years with effect from 1<sup>st</sup> September, 2019 on the terms as contained in the said Resolution. As the Company has no/inadequate profits during the Financial Year ended 31<sup>st</sup> March, 2022, the remuneration paid to Shri Shreyansh Dhabriya for the remaining period of his tenure, shall be as per the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 ('the Act'). Hence, the Nomination & Remuneration Committee and the Board of Directors of the Company at their respective meeting held on 13<sup>th</sup> August, 2022 have approved the remuneration paid to Shri Shreyansh Dhabriya, Whole-time Director of the Company, for the remaining period of his tenure, as mentioned in the Resolution No. 7 of the Notice, in

compliance with Schedule V of the Companies Act, 2013 or any statutory modification(s) thereof and that all the terms of the resolution passed by the Members of the Company at the 27<sup>th</sup> Annual General Meeting approving his re-appointment and remuneration remains unaltered. The disclosures as required to be given pursuant to Section II of Part II of Schedule V of the Companies Act, 2013 are furnished hereunder.

In compliance with the provisions of Sections 196, 197 read with Schedule V of the Companies Act, 2013 and Rules framed thereunder, the remuneration paid to Shri Shreyansh Dhabriya as a Whole-time Director of the Company for the remaining period of his tenure is being placed before the Members for their approval.

Shri Shreyansh Dhabriya is interested in the Resolution set out at Item No. 7 of the Notice. The relatives of Shri Shreyansh Dhabriya may also be deemed to be interested in this Resolution, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in this Resolution.

The Board recommends the resolution as stated at Item No. 7 of the Notice for approval of the Members as a Special Resolution.

**ANNEXURE TO THE NOTICE (ITEM NO. 4 to 7)**

**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	2020-21	2019-20	2018-19
Paid up Capital	1082.42	1082.42	1082.42
Reserve & Surplus	2903.11	2833.22	2700.90
Gross Revenue	5561.02	6048.57	7374.28
Profit before tax	101.88	218.09	415.30
Tax expenses	40.43	72.93	124.29
Profit after tax	61.45	145.15	291.00

- 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 56, 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 Postgraduate 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 2020-21.

**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 52, 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 2020-21.

**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 53, 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 2020-21.



**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 30, 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 2020-21.

**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 82388 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.

## I. Other Information

### 1. Reason of loss or inadequate profits:

Due to Covid-19 pandemic, the financial performance was affected in Q1 FY 22. However the Management through effective cost control has achieved good financial year ending March 31, 2022. 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.

## II. Disclosures

The information, as required, is provided under Corporate Governance Section of the Annual Report 2021-22. 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**  
Company Secretary

Jaipur, August 13, 2022

### Registered Office:

B-9D(1), Malviya Industrial Area,  
Jaipur – 302017 (Raj.)  
CIN: L29305RJ1992PLC007003  
Website: [www.polywood.org](http://www.polywood.org)  
E-mail: [cs@polywood.org](mailto:cs@polywood.org)  
Tel. No. 0141 - 4057171

## ANNEXURE - I

**DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE 30<sup>th</sup> 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)]

<b>NAME OF DIRECTOR</b>	<b>ANITA DHABRIYA DIN: 00359317</b>	<b>VIJAY KUMAR JHA DIN: 09525388</b>
<b>Date of Birth</b>	14.08.1970	14.11.1989
<b>Age</b>	52	33
<b>Nationality</b>	Indian	Indian
<b>Qualification</b>	She holds a bachelor's degree in commerce from Ajmer University	Company Secretary, Master of Commerce in Accounts & Statistics, Bachelor of Law
<b>Experience</b>	She has working and administrative exposure of about 23 years in the manufacturing sector	He has an experience of 7 years in the field of Secretarial & legal matters, Accounting, Taxation etc.
<b>Terms &amp; Conditions for Appointment/reappointment</b>	As stated in the resolution set out in item number 2 of the Notice.	As stated in the resolution set out in item number 3 of the Notice.
<b>Details of Remuneration sought to be paid</b>	As stated in the resolution set out in item number 2 of the Notice	Not Applicable
<b>Last Remuneration Drawn</b>	₹ 18,60,000/-	Not Applicable
<b>Date of first appointment on the Board</b>	22.01.1997	13.08.2022
<b>No. of shares held in the Company</b>	470226 equity shares	NIL
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</b>	Mrs. Anita Dhabriya, Whole-Time Director is the spouse and Mr. Digvijay Dhabriya and mother of Mr. Shreyansh Dhabriya.	NIL
<b>No. of Board Meetings attended/ held during Financial Year (2020-21)</b>	10 out of 10	Not Applicable
<b>Directorships held in other companies</b>	Polywood India Limited Polywood Profiles Pvt. Ltd. Polywood Green Buildings Systems Pvt. Ltd.	Shri Balaji Industrial Products Limited Shri Balaji Industrial Engineering Limited
<b>Chairman/ Member of the Committee of the Board of Directors of our Company</b>	NIL	NIL
<b>Committee position held in other listed companies</b>	NIL	NIL