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| ``.   |  |  |  |  |  |  |  | | --- | --- | --- | --- | --- | --- | --- | | **MINUTES OF THE 34TH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF POLYCON INTERNATIONAL LIMITED HELD, ON FRIDAY, THE 26TH DAY OF SEPTEMBER, 2025 AT 1.00 P.M. AT O-22, PARMANAND HALL, ASHOK WATIKA SAMITI, ASHOK MARG, C-SCHEME, JAIPUR-302001 (RAJASTHAN)**  **DIRECTORS PRESENT**  Mr. Rajiv Baid: Chairman and Managing Director  Mr. Varun Baid: Executive Director  Mr. Vinod Sacheti: Independent Director  Mr. Nikhil Bhandari: Independent Director  Mrs. Archana Sharma: - Independent Director    **IN ATTENDANCE**  Mr. Gajanand Gupta: Company Secretary & CFO  **BY INVITATION**  Mr. Brij Kishore Sharma: Scrutinizer   |  |  | | --- | --- | | **ATTENDANCE REGISTER** | | | Members present in person | 16 | | Members present in proxy | 8 |  1. The meeting was chaired by Mr. Rajiv Baid, Chairman Cum Managing Director of the company. 2. After ascertaining the Presence of requisite quorum for the meeting, he called the meeting to order. 3. The Chairman informed the Members that the Report of Board of Directors, the Accounts for the financial year ended 31st March, 2025, Notice convening the 34TH AGM, with Consent of the members were taken as read as the same had already been circulated to the Members. As there were no qualifications in the Audit Report, it was not required to be read. 4. The Company Secretary and CFO informed the members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rules 20(Voting through Electronic means) of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulations 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided remote e-voting facility to the members to cast their vote on Annual General Meeting (AGM) agenda items between 23th September, 2025 (09:00 A.M.) to 25th September, 2025 (05:00 P.M.) in proportionate to their shareholding as on Cut-Off date 19th September, 2025, through Remote e-Voting Service provider, Central Depository Services (India) Limited. (CDSL).      1. The Company Secretary and CFO further informed that the members, who had not cast their vote via Remote E-Voting and who are participating in the meeting, can cast their vote through Ballot Paper during the AGM. CS B K Sharma (FCS – 6206) Practicing Company Secretary has been appointed as scrutinizer to scrutinize the voting at the AGM in fair and transparent manner. 2. The Chairman presented a brief overview of the Financial Performance of the Company for the year ended March 31, 2025 and future outlook 3. The Chairman after his speech, took up the official business of the meeting and move the following resolutions as set out in the Notice of AGM for member’s consideration and approval and same were deemed to be approved by the members:   **ORDINARY BUSINESS**  **ITEM No.**   1. **ADOPTION OF ACCOUNTS FOR THE FINANCIAL YEAR ENDED 31stMARCH, 2025, ALONG WITH REPORTS OF BOARD AND AUDITORS THEREON.**   Ordinary resolution.  **“RESOLVED THAT** the Audited Financial Statements for the year ended 31st March, 2024  and the Reports of Board and the Auditors thereon be and are hereby received, approved  and adopted”.   1. **RE-APPOINTMENT OF MR. VARUN BAID AS A DIRECTOR, LIABLE TO RETIRES BY ROTATION.**   Ordinary resolution.  **“RESOLVED THAT** Mr. Varun Baid (DIN: 08268396) be and is hereby re-appointed as a Director of the Company, who retires by rotation and being eligible, offers himself for Re- appointment”   1. **RE-APPOINTEMENT OF STATUTORY AUDITORS AND TO FIX THEIR REMUNERATION**.   Ordinary resolution.  **“RESOLVED THAT** M/S S.R. GOYAL & COMPANY, Chartered Accountants (Firm Registration No. 001537C) be Reappointed as Statutory auditor of the company for a term of three years for the Financial Year 2025-26 to 2027-28 and to fix their remuneration by the board of directors.  **SPECIAL BUSINESS**  **ITEM No.**   1. **APPOINTMENT OF MR. VINOD SACHETI (DIN: 03022059) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A TERM OF 5 YEARS W.E.F 30TH OCTOBER,2024.**   “**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and 160 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force),and pursuant to recommendation by the Nomination and Remuneration Committee and the Board of Directors , the consent of members be and is hereby accorded for the appointment of Mr. Vinod Sacheti (DIN:03022059) as an Independent Director of the Company, who was appointed as an additional Director w.e.f 30th October 2024 , pursuant to the provision of section 161(1) of the Act , as a Non-Executive Independent Director of the Company, to hold office for a term of five years, commencing from 30th October 2024 to 29th October 2029 and whose office shall not be liable to retire by rotation , on such terms and conditions including remuneration determined / to be determined by the Board .  RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized, to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution."   1. **APPOINTMENT OF MRS. ARCHANA SHARMA (DIN: 10798849) AS AN INDEPENDENT DIRECTOR.**   **“RESOLVED THAT** pursuant to the provisions of Section 149, 152 and 160 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force),and pursuant to recommendation by the Nomination and Remuneration Committee and the Board of Directors , the consent of members be and is hereby accorded for the appointment of Mrs. Archana Sharma (DIN:10798849) as an Independent Director of the Company, who was appointed as an additional Director w.e.f 30th October 2024 , pursuant to the provision of section 161(1) of the Act , as a Non-Executive Independent Director of the Company, to hold office for a term of five years, commencing from 30th October 2024 to 29th October 2029 and whose office shall not be liable to retire by rotation , on such terms and conditions including remuneration determined / to be determined by the Board .  RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized, to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution."   1. The chairman invited members to ask questions and seek clarifications on the Agenda item as mentioned in the Notice of AGM. There were no queries raised by members. 2. The Chairman announced that the e-voting results along with the consolidated Scrutinizer’s Report shall be informed to stock exchanges and also be placed on the website of the Company, CDSL and Stock Exchanges. 3. The AGM was concluded at 01:30 P.M. with a vote of thanks to the chair. | |  | |