

POLYCON INTERNATIONAL LIMITED

Registered office: 48-49, Lane No.2, Gopalbadi, Ajmer Road, Jaipur-302001
Tel : 0141-2363048, 2363049, 2377046

e-mail : polycon@polycon.in Website : www.polyconltd.com CIN : L28992RJ1991PLC006265

NOTICE

NOTICE is hereby given that the **Thirty Fourth** Annual General Meeting of the Members of **POLYCON INTERNATIONAL LIMITED** will be held, at O-22, Parmanand Hall, Ashok Watika Samiti, Ashok Marg, C-Scheme, Jaipur-302001 (Rajasthan) on Friday, the 26th Day of September, 2025 at 1.00 P.M. to transact the following business:-

ORDINARY BUSINESS**1. ADOPTION OF FINANCIAL STATEMENTS**

To receive, consider and adopt the Audited Financial Statements of the company for the year ended 31st March, 2025, along with the Reports of Board and Auditors thereon.

2. RE- APPOINTMENT OF MR. VARUN BAID AS A DIRECTOR, LIABLE TO RETIRE BY ROTATION.

To appoint a Director in place of Mr. Varun Baid (DIN: 08268396) who retires by rotation and being eligible, offers himself for Re- appointment.

3. RE-APPOINTMENT OF STATUTORY AUDITORS AND TO FIX THEIR REMUNERATION:

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and as recommended by the Audit Committee and Board of Directors of the Company, S.R. Goyal & Company, Chartered Accountants (Firm Registration No.001537C) be Re-appointed as Statutory Auditors of the Company for a term of 3 years for the Financial Year 2025-26 to 2027-28 to hold office from conclusion of this 34th Annual General Meeting until the conclusion of the 37th Annual General Meeting at such remuneration as may be decided by the Board of Directors of the Company."

SPECIAL BUSINESS**4. APPOINTMENT OF MR. VINOD SACHETI (DIN: 03022059) AS AN INDEPENDENT DIRECTOR.**

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152 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."

5. APPOINTMENT OF MRS. ARCHANA SHARMA (DIN: 10798849) AS AN INDEPENDENT DIRECTOR.

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152 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."

Registered Office :
48-49, Lane No.2,
Gopalbadi, Ajmer
Road, Jaipur-302001

Place : Jaipur
Date : 14.08.2025

By order of the Board
CS Gajanand Gupta
CFO & Company Secretary
(M. No : FCS 3913)

NOTES :

1. The relative Explanatory Statement, pursuant to Section 102 of the Companies Act 2013, ("the Act") setting out the material facts in respect of the Business under item No. 3 to 5 to be transacted at the meeting is annexed thereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
A person can act as a proxy on behalf of Members not exceeding 50(fifty) and holding in aggregate not more than 10(ten) percent of total share capital of the company. A member holding more than 10(ten) percent of the total share capital of the company may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder. A proxy form is annexed to this report.
3. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
4. Members/ proxies are requested to bring their attendance slips together duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No. at the meeting.
5. Members desirous of getting any information on the accounts or operations of the company are requested to write to the Company at least seven days before the date of meeting to enable the company to furnish the required information at the meeting.
6. In case of Joint Holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote
7. The Register of Members and Share Transfer Books will remain closed from 20th day of September, 2025 to 26th day of September, 2025 (both days inclusive).
8. The Notice of the AGM along with the Annual Report 2025 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Annual Report and Notice of Annual General Meeting is available at the website of the Company at www.polyconltd.com and website of Central Depository Services Ltd. at www.cdsindia.com
9. As per the provision of section 72 of the Act, facility for making nomination is available for the Members in respect of the shares held by them. Members holding shares in single name and who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record fresh nomination, he/she may submit the same in Form No. SH-14. Members holding shares in physical form are requested to submit the forms to the Company.
10. As per Regulation 40 of SEBI (LODR) Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect **from 1st April, 2019**, except in case of request received for transmission or transposition of securities. Hence, the Members holding shares in physical form are requested to consider converting their holdings in the dematerialized form. Members can contact MUFG Intime India Private Limited, Registrar and Share Transfer Agents of the Company ("MUFG Intime") or the Company for any assistance in this regard.
11. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (11.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
12. 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 for inspection by the members during the AGM.
13. For shares in physical form, shareholders can register their e-mail address with the Company at polycon@polycon.in mentioning their names(s) and folio no(s). Shares held in multiple folios in identical names or joint holdings in the same order of names are requested to send the share Certificate to RTA for consolidation into single folio.
14. The facility for voting through Ballot/polling paper shall also be made available at the meeting and Members attending the meeting, who have not casted their vote by remote e-voting, shall be able to exercise their right at the meeting
15. Updation of Members' details: The format of the Register of Members prescribed by the MCA under the Act requires the Company/RTA to record additional details of Members, including their PAN details, E-mail address, bank details for payment of dividend, etc. Members holding shares in physical form are requested to furnish the above details to the Company or RTA. Members holding shares in electronic form are requested to furnish the details to their respective DP.
16. In terms of Section 101 and 136 of the Act read with the rules made there under, companies can send Annual Reports and other communication through electronic mode to those members who have registered e-mail address either with their DP or the Company. The Notice of AGM, along with the Annual Report for the year ended March 31, 2025, is being sent by electronic mode to those members whose e-

mail addresses are registered with the DPs/Company, unless a member has requested for a physical copy of the same.'

17. Members may note that the Notice calling the AGM and the Annual Report 2024-25 will also be available on the Company's website www.polyconltd.com, websites of the Stock Exchanges i.e., BSE Limited at www.bseindia.com, and on the website of CDSL (Agency for providing the remote e-voting) www.evotingindia.com.
18. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rules of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administrations) Amendment Rules 2015 & Regulations 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide its members the facility to exercise their right to vote at the 34th Annual General Meeting (AGM) by remote e-voting and all the businesses may be transacted through remote e-Voting Services provided by Central Depository Services (India) Limited. (CDSL), as the authorised e-voting agency.
19. The remote e-voting period will commence on Tuesday, September 23, 2025 (IST 09:00 a.m.) and will end on Thursday, September 25, 2025 (IST 05:00 p.m.). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, September 19, 2025, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e., Friday, September 19, 2025.
20. The members who have cast their votes by remote-voting prior to the AGM may also attend and participate in the AGM but they shall not be entitled to cast their vote again.
21. Resolutions passed by members through e-voting shall be deemed to have been passed as if they have been passed at the AGM.
22. 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 of September 19, 2025.
23. Any person who becomes a member of the Company after sending the Notice and holding shares as on the cut-off date may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if a member is already registered with CDSL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
24. Mr. Brij Kishore Sharma, Practicing Company Secretary (Membership No. FCS-6206), has been appointed as the Scrutinizer to scrutinize the voting at AGM and remote e-voting process in a fair and transparent manner.
25. The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than TWO WORKING DAYS of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman.
26. The results shall be declared by the Chairman or the person authorized by the Chairman in writing and the resolutions will be deemed to have been passed on the AGM date subject to receipt of the requisite number of votes in favor thereof. Promptly after declaration of results the same shall be placed along with scrutinizer's report on the website of the Company www.polyconltd.com and the website of CDSL. The results shall simultaneously be communicated to BSE limited for placing the same on their website.
27. The route map showing direction to reach the venue of the 34th AGM is annexed at the end of the Report.
28. **THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING/POSTAL BALLOT 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 non individual shareholder in demat mode.
 - (i) The e-voting period begins on 23-09-2025 (09:00 AM) and ends on 25-09-2025 (05:00 PM). 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 19-09-2025 may cast their vote electronically. The remote 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 Participant. 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 above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 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 users to login to Easi/ Easiest are requested to visit cdsi website www.cdslindia.com and click on Login icon and My Easi New (Token) Tab. 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. Additionally, there is also links provided to access the system off all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website https://www.cdslindia.com and click on login icon and My Easi New (Token) Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.
Individual Shareholders	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of

holding securities in demat mode with **NSDL Depository**

NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> 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 .

- 2) If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select "Register Online for IDeAS "Portal or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> 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 where in 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.
- 4) for OTP based login you can click on <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Individual Shareholders (holding

You can also login using the login credentials of your demat account through your Depository Participant registered with

securities in demat mode) login through their DP	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.
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Important note : Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 18002109911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: (022- 48867000) and (022-24997000).

Step 2 : Access through CDSL E-voting system in case of shareholders holding shares in physical mode and non individual shareholder in demat mode.

- (v) Login method for Remote e-Voting for **Physical shareholders and shareholder other than individual holding in Demat form.**
- The shareholders should log on to the e-voting website www.evotingindia.com.
 - Click on "Shareholders" module.
 - Now enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - Next enter the Image Verification as displayed and Click on Login.
 - If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - If you are a first-time user follow the steps given below:

For Physical Shareholders and other than individual shareholders holding shares in Demat.	
PAN	<ul style="list-style-type: none"> 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.

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 ✱ 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
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- After entering these details appropriately, click on "SUBMIT" tab.
- 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.
- For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the relevant **POLYCON INTERNATIONAL LIMITED** on which you choose to vote.
- 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.
- Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 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.
- Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- 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.
- There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporate" module.
 - 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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of 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 mandatory 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; guptag@polycon.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. 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**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. 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 e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 18002109911

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, 25th Floor, MarathonFuturex, Mafatlal Mill Compounds, NM Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 18002109911 .

Explanatory Statement pursuant to Section 102 of Companies Act, 2013.

Item No. 3:

Information about Statutory Auditors pursuant to Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:- The terms of M/s S.R. Goyal & Company, Chartered Accountants will be completed at the conclusion of 34th Annual General Meeting.

Accordingly, the Company has approached M/s S.R. Goyal & Company, Chartered Accountants (Firm Registration No.001537C) for their Reappointment as Statutory Auditors of the Company for the Financial Year 2025-26 to 2027-28. The Firm will hold office from the conclusion of 34th Annual General Meeting until the conclusion of 37th Annual General Meeting of the Company. We have received the consent of M/s S.R. Goyal & Company, Chartered Accountants (Firm Registration No.001537C) along with a confirmation that, their Re-appointment, if made, by the members, would be within the limits prescribed under the Companies Act, 2013, as amended from time to time.

The firm is registered with the Institute of Chartered Accountants of India. The firm has work experience of Statutory Audit, Due Diligence Audit, Stock Audit, Internal Audit, Concurrent Audit, Taxation, Finance and Management Consultancy.

Board recommends the Ordinary Resolution as set out at item no. 3 in this Notice for approval of the members of the Company. None of the Directors or Key Managerial Personnel or their relatives is interested, either financially or otherwise, in the resolution.

Item No.4:

Pursuant to the recommendation of the Nomination, Remuneration and Compensation (NRC) Committee, the Board of Directors ("the Board") appointed Mr. Vinod Sacheti as an Additional Director in the category of Non-Executive Independent Director w.e.f. 30th October 2024 under Sections 161 and 149 of the Companies Act, 2013 ("the Act") .

In terms of Section 161(1) of the Act, an Additional Director shall hold office upto the date of next Annual General Meeting. Considering his knowledge, skills and experience, the Board of Directors, has recommended/approved the appointment of Mr. Vinod Sacheti as an Independent Director of the Company for a term of five years, with effect from 30th October 2024 on such terms and conditions including remuneration by way of profit related commission determined/to be determined by the Board, within the limits as previously approved by the shareholders regarding payment of remuneration to non-executive directors.

The Company has received a notice in writing pursuant to Section 160 of the Act from a Member proposing his candidature for the appointment as an Independent Director of the Company. The Company has received consent in writing from him to act as Director of the Company and a declaration that he is not disqualified to act as Director under Section 164(2) of the Act and meet the criteria of independence as provided in Section 149(6) of the Act. In the opinion of the Board, Mr. Vinod Sacheti fulfills the conditions specified in the Act and he is independent of the management.

The Board recommends the Resolution set out at Item No. 4 of the Notice for the approval of the members as a Special Resolution.

Pursuant to Secretarial Standards-2 issued by the Institute of Company Secretaries of India, additional information and Brief profile about Mr. Vinod Sacheti is annexed in Annexure to this Notice. Mr. Vinod Sacheti does not hold any shares/securities in the Company, either in his individual capacity or on a beneficial basis for any other person.

No Directors and Key Managerial Personnel and their relatives except appointee himself is in any way concerned or interested in the resolution.

Item No.5

Pursuant to the recommendation of the Nomination, Remuneration and Compensation (NRC) Committee, the Board of Directors ("the Board") appointed Mrs. Archana Sharma as an Additional Director in the category of Non-Executive Independent Director w.e.f. 30th October 2024 under Sections 161 and 149 of the Companies Act, 2013 ("the Act").

In terms of Section 161(1) of the Act, an Additional Director shall hold office upto the date of next Annual General Meeting. Considering his knowledge, skills and experience, the Board of Directors, has recommended/approved the appointment of Mrs. Archana Sharma as an Independent Director of the Company for a term of five years, with effect from 30th October 2024 on such terms and conditions including remuneration by way of profit related commission determined/to be determined by the Board, within the limits as previously approved by the shareholders regarding payment of remuneration to non-executive directors.

The Company has received a notice in writing pursuant to Section 160 of the Act from a Member proposing his candidature for the appointment as an Independent Director of the Company. The Company has received consent in writing from her to act as Director of the Company and a declaration that she is not disqualified to act as Director under Section 164(2) of the Act and meet the criteria of independence as provided in Section 149(6) of the Act. In the opinion of the Board, Mrs. Archana Sharma fulfills the conditions specified in the Act and she is independent of the management.

The Board recommends the Resolution set out at Item No. 5 of the Notice for the approval of the members as a Special Resolution.

Pursuant to Secretarial Standards-2 issued by the Institute of Company Secretaries of India, additional information and Brief profile about Mrs. Archana Sharma is annexed in Annexure to this Notice. Mrs. Archana Sharma does not hold any shares/securities in the Company, either in her individual capacity or on a beneficial basis for any other person.

No Directors and Key Managerial Personnel and their relatives except appointee herself is in any way concerned or interested in the resolution.

Annexure to Item No. 2 ,4 and 5 of the Notice of AGM

Pursuant to SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, and Secretarial Standard-2 issued by the Institute of Company Secretaries of India, the required information about the directors proposed to be appointed / re-appointed and statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 are given below:-

Name of the Director	Mr. Varun Baid	Mr. Vinod Sacheti	Mrs. Archana Sharma
Date of Birth	17.12.1986	05.01.1966	14.11.1971
Date of First Appointment on Board	30.10.2018	30.10.2024	30.10.2024
Designation	Executive Director	Independent Director	Independent Director
Qualification(s)	B.Tech.	Bachelor's degree in Engineering	Bachelor's degree in Arts.
Expertise in specific Functional Areas	Manufacturing & Production Management for more than 16 years	Marketing & Sales Management	Independent Director
Terms and conditions of appointment/reappointment	Reappointment as a Director liable to retire by rotation.	As per explanatory statement of Item No. 4	As per explanatory statement of Item No. 5
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	Son of Mr. Rajiv Baid (Chairman and Managing Director)	None	None
Name of other Companies in which directorship held as on March 31, 2025	Polycon Speciality Containers Pvt. Ltd. Polycon Ace Healthcare Pvt. Ltd.	None	None
Chairman/Member of the Committee of the Board of other companies	None	None	None
Number of Equity Shares held in the Company as on 31 st March, 2025	130000	Nil	Nil
Number of Board Meetings attended during the year	6	2	2

Registered Office:
48-49 Lane No.2, Gopalbadi,
Ajmer Road, Jaipur-302001

By order of the Board
CS Gajanand Gupta
CFO & Company Secretary
(M.No.: FCS 3913)

Place: Jaipur
Date: 14.08.2025

**ANNUAL REPORT 2024-2025****PROXY FORM**
Form MGT-11**POLYCON INTERNATIONAL LIMITED**

CIN: L28992RJ1991PLC006265

Regd. Office : 48-49, Lane No.2, Gopalbadi, Ajmer Road, Jaipur-302001, Rajasthan**Email :** polycon@polycon.in **Website:** www.polyconltd.com

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

Name of the member(s) :		E-mail id :	
Registered Address :		Folio No./ * Client Id : *DP Id :	

I/We, being the member(s) of _____ shares of Polycon International Limited, hereby appoint :

- 1) Name : _____ Address : _____
E-mail id : _____ Signature : _____ or failing him
- 2) Name : _____ Address : _____
E-mail id : _____ Signature : _____ or failing him
- 3) Name : _____ Address : _____
E-mail id : _____ Signature : _____

As my/ our proxy to attend and vote (on a poll) for me/us and on my/ our behalf at the 34th Annual General Meeting (AGM) of the Company to be held on the Friday, 26th September, 2025 at 1.00 p.m. at O-22, Parmanand Hall, Ashok Watika Samiti, Ashok Marg, C-Scheme, Jaipur-302001 (Rajasthan) and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolutions No.	Resolutions	Option (✓)	
		for	against
1.	Adoption of the Audited Financial Statements for the year ended 31 st March, 2025 along with the Reports of Board and Auditors thereon.		
2.	Appointment of a Director in place of Mr. VarunBaid (DIN: 08268396) who retires by rotation and, being eligible, offers himself for re-appointment.		
3	Re-Appointment of Statutory Auditors and to fix their Remuneration.		
	Special Bussiness		
4..	Appointment Of Mr. Vinod Sacheti (DIN: 03022059) as an Independent Director of the Company for a term of 5 Years w.e.f 30 th October, 2024.		
5.	Appointment Of Mrs. Archana Sharma (DIN: 10798849) as an Independent Director of the Company for a term of 5 Years w.e.f 30 th October, 2024.		

Signed this..... day of..... 2025.

Affix
Re.1
Revenue
Stamp_____
Signature of Share holder_____
Signature of First Proxy holder_____
Signature of Second Proxy holder_____
Signature of Third Proxy holder

Note : This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company not less than 48 hours before the commencement of the meeting.



ANNUAL REPORT 2024-2025

ATTENDANCE SLIP
POLYCON INTERNATIONAL LIMITED

CIN: L28992RJ1991PLC006265

Regd. Office : 48-49, Lane No.2, Gopalbadi, Ajmer Road, Jaipur-302001, Rajasthan

Email : polycon@polycon.in Website: www.polyconltd.com

Registered Folio No. /DPID No./ Client ID No. : _____

No. of Shares held : _____

I certify that I am member/proxy for the member of the company.

I/We hereby record my/our presence at the 34th Annual General Meeting of POLYCON INTERNATIONAL LIMITED at O-22, Parmanand Hall, Ashok Watika Samiti, Ashok Marg, C-Scheme, Jaipur-302001, on Friday, the 26th day of September, 2025 at 1.00 p.m.

Name of the shareholder/proxy : _____
(in block letters)

Signature of the shareholder/proxy : _____

Note : Please fill up this attendance slip and hand it over at the entrance of the meeting hall.

Route Map to the Venue of 34th AGM

O-22, Parmanand Hall, Ashok Watika Samiti, Ashok Marg, C-Scheme, Jaipur-302001



If undelivered please return to :

POLYCON INTERNATIONAL LIMITED

Regd. Office : 48-49, Lane No.2, Gopalbadi, Ajmer Road, Jaipur-302001, Rajasthan