

## DHABRIYA POLYWOOD LIMITED

**Regd. Office** : B-9 D (1), Malviya Industrial Area, Jaipur - 302 017 Rajasthan, India  
**Tel No.** : 0141-4057171, 4040101-05  
**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 32<sup>nd</sup> Annual General Meeting of the members of Dhabriya Polywood Limited will be held on Saturday, 28<sup>th</sup> Day of September 2024 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 standalone financial statements of the Company for the financial year ended March 31, 2024, 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, 2024, and the report of the Auditors thereon

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** the Audited Standalone and Consolidated Financial Statements for the financial year ended March 31, 2024, Report of the Statutory Auditors thereon and the Report of the Board of Directors thereon along with all annexures as laid before the Shareholders in the 32<sup>nd</sup> Annual General Meeting be and are hereby considered and adopted."

- To declare Final Dividend on Equity Shares of the Company for the financial year ended March 31, 2024.

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** a Final Dividend at the rate of ₹ 0.50 (Rupees Fifty Paise only) per Equity Share of ₹ 10 (Rupees Ten only) each fully paid up of the Company be and is hereby declared for the financial year ended March 31, 2024, as recommended by the Board of Directors of the Company for the financial year ended March 31, 2024."

- To appoint a Director in place of Shri Shreyansh Dhabriya (DIN: 06940427), Whole-time Director who retires by rotation and being eligible, offer himself for re-appointment  
To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Shreyansh Dhabriya (DIN: 06940427), Whole-time Director who retires by rotation at this 32<sup>nd</sup> Annual General Meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Whole-time Director of the Company, liable to retire by rotation."

- Appointment of Statutory Auditor  
To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, if any, (including

any statutory modification(s), amendment(s), clarifications, exemptions or re-enactments thereof for the time being in force) and pursuant to the recommendation of Audit Committee and the Board of Directors of the Company, M/s Narendra Sharma & Co. (Firms Registration No. 004983C), be and are hereby appointed as Statutory Auditors of the Company to hold office for a period of five years, from the conclusion of the 32<sup>nd</sup> Annual General Meeting to be held in the year 2024 till the conclusion of the 37<sup>th</sup> Annual General Meeting of the Company to be held in the year 2029 at such remuneration as given in the explanatory statement.”

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company and/or Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary proper or desirable or expedient and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns, etc., to give effect to this resolution.”

### Special Business

#### 5. To ratify Remuneration payable to Cost Auditors for the Financial Year 2024-25

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and as approved by the Board of Directors of the Company, remuneration of ₹ 40,000/- (Rupees Forty Thousand Only) (plus applicable taxes and reimbursement of out of pocket expenses incurred in connection with the audit) to be paid to M/s

Gaurav Jain & Associates, Cost Accountants, (Firm Registration Number: 004160) to conduct the audit of the cost records of the Company under the Companies (Cost Records and Audit) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] for the Financial Year 2024-25, be and is hereby ratified and confirmed; and

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company and/or Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary proper or desirable or expedient and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns, etc., to give effect to this resolution.”

#### 6. Re-appointment of Shri Digvijay Dhabriya as the Managing Director of the Company for a period of five (5) years

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013, as amended from time to time and its rules made thereunder read with Schedule V of the Companies Act 2013, (including any statutory modification(s) or reenactment thereof for the time being in force) and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Digvijay Dhabriya (DIN: 00519946) be and is hereby re-appointed as the Managing Director of the Company for a period of five (5) years with effect from 1<sup>st</sup> September 2024 i.e., from the expiry of his present term of office to 31<sup>st</sup> August, 2029, not liable to rotation, on the terms and conditions of appointment and

remuneration as contained in the agreement, material terms of which are set out hereunder and which have been approved by the Board of Directors of the Company, subject to the approval of members of the Company on the recommendation of the Nomination & Remuneration Committee.

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

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

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

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company and/or Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary proper or desirable or expedient and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all

necessary documents, applications, returns, etc., to give effect to this resolution.”

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

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013, as amended from time to time and its rules made thereunder read with Schedule V of the Companies Act 2013, (including any statutory modification(s) or reenactment thereof for the time being in force) and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Mahendra Karnawat (DIN: 00519876) be and is hereby re-appointed as the Whole-Time Director of the Company for a period of five (5) years with effect from 1<sup>st</sup> September 2024 i.e., from the expiry of his present term of office to 31<sup>st</sup> August, 2029, liable to rotation, on the terms and conditions of appointment and remuneration as contained in the agreement, material terms of which are set out hereunder and which have been approved by the Board of Directors of the Company, subject to the approval of members of the Company on the recommendation of the Nomination & Remuneration Committee.

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

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

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company and/or Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary proper or desirable or expedient and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns, etc., to give effect to this resolution.”

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

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013, as amended from time to time and its rules made thereunder read with Schedule V of the Companies Act 2013, (including any statutory modification(s) or reenactment thereof for the time being in force) and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Smt. Anita Dhabriya (DIN: 00359317) be and is hereby re-appointed as the Whole-Time Director of the Company for a period of five (5) years with effect from 1<sup>st</sup> September 2019 i.e., from the expiry of his present term of office to 31<sup>st</sup> August, 2029, liable to rotation, on the terms and conditions of appointment and remuneration as contained in the agreement, material terms of which are set out hereunder and which have been approved by the Board of Directors of the Company, subject to the approval

of members of the Company on the recommendation of the Nomination & Remuneration Committee.

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

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

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

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company and/or Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary proper or desirable or expedient and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns, etc., to give effect to this resolution.”

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

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013, as amended from time to time and its rules made thereunder read with Schedule V of the Companies Act 2013, (including any statutory modification(s) or reenactment thereof for the time being in force) and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Shreyansh Dhabriya (DIN: 06940427) be and is hereby re-appointed as the Whole-Time Director of the Company for a period of five (5) years with effect from 1<sup>st</sup> September 2019 i.e., from the expiry of his present term of office to 31<sup>st</sup> August, 2029, liable to rotation, on the terms and conditions of appointment and remuneration as contained in the agreement, material terms of which are set out hereunder and which have been approved by the Board of Directors of the Company, subject to the approval of members of the Company on the recommendation of the Nomination & Remuneration Committee.

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

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

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company and/or Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary proper or desirable or expedient and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns, etc., to give effect to this resolution.”

10. **Appointment of Shri Ami Lal Meena (DIN 07642648) as an Independent Director of the Company for a period of five (5) years**

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (the “Act”), as amended from time to time and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modifications(s) or reenactment thereof for the time being in force), the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI LODR”), Shri Ami Lal Meena (DIN 07642648), who has given his consent for the appointment and has submitted a declaration that he meets the criteria for independence under Section 149(6) of the Act and the applicable regulation of SEBI (LODR) Regulations, 2015 and also declared that he has not been debarred from holding the office of director or continuing as a director of company by SEBI/ MCA or any other authority in India or abroad and is eligible for appointment and whose appointment has been recommended by the Nomination and Remuneration Committee and by the Board of Directors of the Company, the consent of the members be and is hereby accorded to appoint the

Directorship of Shri Ami Lal Meena (DIN: 07642648), who was appointed by the Board of Directors as an Additional (Independent) Director of the Company, with effect from 01<sup>st</sup> September 2024, not liable to retire by rotation, to hold office for a term of five consecutive years commencing from 01<sup>st</sup> September 2024 to 31<sup>st</sup> August 2029.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company and/or Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary proper or desirable or expedient and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns, etc., to give effect to this resolution.”

**11. Appointment of Shri Anil Soni (DIN 08692320) as an Independent Director of the Company for a period of five (5) years**

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (the “Act”), as amended from time to time and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modifications(s) or reenactment thereof for the time being in force), the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI LODR”), Shri Anil Soni (DIN 08692320), who has given his consent for the appointment and has submitted a declaration that he meets the criteria for independence under Section 149(6) of the Act and the applicable regulation of SEBI (LODR) Regulations, 2015 and also declared that he has not been debarred from

holding the office of director or continuing as a director of company by SEBI/ MCA or any other authority in India or abroad and is eligible for appointment and whose appointment has been recommended by the Nomination and Remuneration Committee and by the Board of Directors of the Company, the consent of the members be and is hereby accorded to appoint the Directorship of Shri Anil Soni (DIN 08692320), who was appointed by the Board of Directors as an Additional (Independent) Director of the Company, with effect from 01<sup>st</sup> September 2024, not liable to retire by rotation, to hold office for a term of five consecutive years commencing from 01<sup>st</sup> September 2024 to 31<sup>st</sup> August 2029.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company and/or Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary proper or desirable or expedient and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns, etc., to give effect to this resolution.”

**12. Appointment of Smt. Sonika Gupta (DIN 10757491) as an Independent Director of the Company for a period of five (5) years**

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (the “Act”), as amended from time to time and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modifications(s) or reenactment thereof for the time being in force), the relevant provisions of Securities and Exchange Board of India (Listing

Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI LODR”), Smt. Sonika Gupta (DIN 10757491), who has given her consent for the appointment and has submitted a declaration that she meets the criteria for independence under Section 149(6) of the Act and the applicable regulation of SEBI (LODR) Regulations, 2015 and also declared that she has not been debarred from holding the office of director or continuing as a director of company by SEBI/ MCA or any other authority in India or abroad and is eligible for appointment and whose appointment has been recommended by the Nomination and Remuneration Committee and by the Board of Directors of the Company, the consent of the members be and is hereby accorded to appoint the Directorship of Smt. Sonika Gupta (DIN 10757491), who was appointed by the Board of Directors as an Additional (Independent) Director of the Company, with effect from 01<sup>st</sup> September 2024, not liable to retire by rotation, to hold office

for a term of five consecutive years commencing from 01<sup>st</sup> September 2024 to 31<sup>st</sup> August 2029.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company and/or Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary proper or desirable or expedient and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns, etc., to give effect to this resolution.”

By Order of the Board  
For Dhabriya Polywood Limited  
Sd/-

**Sparsh Jain**

Company Secretary

Jaipur, August 30, 2024

M. No. A36383



**NOTES:**

1. The Ministry of Corporate Affairs, Government of India (“MCA”) vide General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 21/2021, 02/2022, 10/2022 and 09/2023 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021, May 5, 2022, December 28, 2022 and September 25, 2023, respectively, (“MCA Circulars”) has allowed conduct of Annual General Meetings (“AGM”) by Companies through Video Conferencing/ Other Audio- Visual Means (“VC/ OAVM”) facility up to September 30, 2024, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2020. The Securities and Exchange Board of India (“SEBI”) also vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 (“SEBI Circulars”) has provided certain relaxations from compliance with certain provisions of the SEBI Listing Regulations. In compliance with these Circulars, provisions of the Act and the SEBI Listing Regulations, the AGM of the Company is being conducted through VC/ OAVM facility, which does not require physical presence of members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company.
2. Pursuant to Section 105 of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a Proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since the AGM is being held through VC/OAVM, in accordance with the applicable circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of Proxies by the members will not be available for the 32<sup>nd</sup> AGM and hence the Proxy

Form, Attendance Slip and Route Map are not annexed to this Notice. The deemed venue for the AGM shall be the Registered Office of the Company.

3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) setting out material facts concerning the business under Item Nos. 4 to 12 of the accompanying Notice, is annexed hereto. The Explanatory Statement also contains the relevant details of the Director as required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard – 2 (“SS-2”) on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”).
4. In terms of the MCA Circulars and relevant circulars issued by SEBI, the Notice of the 32<sup>nd</sup> AGM and Annual Report for the financial year ended March 31, 2024 is being sent only through electronic mode to those members whose email addresses are registered with the Company/ Depository Participants (“DPs”) and will also be available on the website of the Company at [www.polywood.org](http://www.polywood.org) and on the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com). Since the 32<sup>nd</sup> AGM will be held through VC/ OAVM facility, the Route Map is not annexed in this Notice.
5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.polywood.org](http://www.polywood.org). The Notice can also be accessed from the websites of the Stock Exchange i.e., BSE Limited 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 e-voting system during the AGM) i.e., [www.evotingindia.com](http://www.evotingindia.com).



6. The Register of Members and the Share Transfer Books of the Company will remain closed from **September 23, 2024 to September 28, 2024** (both days inclusive) for the purpose of payment of dividend, if any. Declared/approved & AGM.
7. Subject to the provisions of the Act, Final Dividend of ₹ 0.50 (5%), per share as recommended by the Board of Directors, if declared at the AGM, will be paid within a period of 30 days from the date of declaration to those members or their mandates whose names appear as beneficial owners with Depositories or in the Register of members as on Saturday, September 21, 2024, subject to deduction of Income Tax at source wherever applicable to all the beneficial owners in respect of shares held in dematerialized form as per the data as may be made available by CDSL and National Securities Depository Limited ("NSDL") as on Saturday, September 21, 2024
8. **Payment of Dividend through electronic means:**  
To avoid loss of dividend warrants in transit and undue delay in receipt of dividend warrants, the Company provides the facility to the Members for remittance of dividend directly in electronic mode through National Automated Clearing House (NACH). Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.
9. Pursuant to Income-Tax Act, 1961, as amended, the dividend income is now taxable in the hands of members and therefore, the Company shall be required to deduct tax at source ('TDS') at the prescribed rates from dividend paid to members.

For the prescribed rates for various categories, members are requested to refer to the Finance Act, 2020 and amendments thereof.

For Resident members, TDS shall be deducted under Section 194 of the Income-Tax Act, 1961 @10% on the amount of Dividend declared and paid by the Company during the financial year 2023-24, provided PAN is provided by the member. If PAN is not updated in their demat account, TDS would be deducted @ 20% as per Section 206AA of the Income-Tax Act, 1961.

However, no TDS shall be deducted on the Dividend payable to a resident Individual if the total dividend to be received during the financial year 2023-24 does not exceed ₹ 5,000. A resident individual member with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source. Further, in terms of Section 206AB of the Income Tax Act, 1961, effective from July 1, 2021, TDS deducted shall be higher of the following i) Twice the rate specified in the relevant provision of the Income-tax Act; or ii) Twice the rate or rates in force; or iii) the rate of 5%; in case a person has not filed his/her Return of Income with-in the due date for preceding financial year and the aggregate of TDS in his/her case is ₹ 50,000 or more in the said previous year which shall not be limited to TDS only on dividend income received by the member but will include all TDS transactions of the member during the relevant financial year.

Non-resident members can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits.

Members may submit the aforementioned documents by sending an email to RTA at [info@bigshareonline.com](mailto:info@bigshareonline.com) or to the Company at [cs@polywood.org](mailto:cs@polywood.org) on or before Saturday, September 21, 2024 in order to enable the Company to determine and deduct appropriate tax. No communication on the tax determination/deduction shall be entertained post Saturday, September 21, 2024. It may be further noted that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details / documents from the members, there would still be an option available with the members to file the return of income and claim an appropriate refund, if eligible. Members may download the TDS certificate from the Income Tax Department's website <https://www.incometax.gov.in/> (refer to Form 26AS). If any member need assistance in obtaining the TDS certificate, he / she may write to the Company at [cs@polywood.org](mailto:cs@polywood.org) or to RTA at [info@bigshareonline.com](mailto:info@bigshareonline.com).

10. Transfer of Unclaimed Dividend Amounts to the Investor Education and Protection Fund (IEPF): Pursuant to the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), dividends that are unpaid or unclaimed for a period of 7 (seven) years from the date of their transfer to the Unpaid Dividend Account are required to be transferred by the Company to the IEPF, administered by the Central Government. Further, according to the said IEPF Rules, shares in respect of which dividend has not been claimed by the shareholders for 7 (seven) consecutive years or more shall also be transferred to the demat account of the IEPF Authority.

During Financial Year 2023-24, the Company is not required to transferred any funds to IEPF.

11. 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, 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.
12. 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.
13. Pursuant to Section 113 of the Act, Institutional/Corporate Shareholders (i.e. other than individuals HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG format) of its Board or Governing Body Resolution/Authorization etc.,

authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting.

14. 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.
15. 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.
16. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
17. 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.
18. 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
19. 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.

20. Electronic copy of the Annual Report for the financial year ended March 31, 2024 along with the Notice of the 32<sup>nd</sup> AGM of the Company, inter-alia indicating the process and manner of e-Voting is being sent to all the members whose email addresses are registered with the Company/ DPs for communication purposes unless any member has requested for a hard copy of the same. In case any member is desirous of obtaining hard copy of the Annual Report for the financial year ended March 31, 2024 and Notice of the 32<sup>nd</sup> AGM of the Company, may send request to the Company's email address at [cs@polywood.org](mailto:cs@polywood.org) mentioning Folio No./ DP ID and Client ID. Members, whose email address is not registered with the Company or with their respective Depository Participant(s), and who wish to receive the Notice of the 32<sup>nd</sup> AGM and the Annual Report for the financial year ended March 31, 2024 and all other communication sent by the Company, from time to time, can get their email address registered through their respective Depository Participants.
21. 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. Members seeking to inspect such documents can send an email to [cs@polywood.org](mailto:cs@polywood.org).
22. 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.

23. SEBI has mandated the Updation of PAN, contact details, Bank account, specimen signature and nomination details, against folio / demat account. PAN is also required to be updated for participating in the securities market, deletion of name of deceased holder and transmission / transposition of shares. As per applicable SEBI Circular, PAN details are to be compulsorily linked to Aadhaar details by the date specified by Central Board of Direct Taxes. Members are requested to submit PAN, or intimate all changes pertaining to their bank details, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, specimen signature (as applicable) etc., to their DP in case of holding in dematerialized form.
24. 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.
25. To support the "Green Initiative", Members who have not registered their email addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/their Depository Participants, in respect of shares held in electronic mode.

## 26. VOTING THROUGH ELECTRONIC MEANS:

### General Instructions

1. 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 MCA 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/EGM. 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 authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
2. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. 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 AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
4. In continuation to this Ministry's General Circular No. 20/2020 dated 05.05.2020,

General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2023 or 2024, to conduct their AGMs through VC or OAVM on or before 30<sup>th</sup> September, 2024 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

5. 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. Saturday September 21, 2024 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.
6. 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 i.e. Saturday September 21, 2024, 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.
7. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.
8. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cutoff date i.e. Saturday, September 21, 2024.
9. 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.

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 Wednesday, September 25, 2024, at 09:00 a.m. and ends on Friday, September 27, 2024, 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 Saturday, September 21, 2024, 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>	<p>(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.</p> <p>(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.</p> <p>(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></p> <p>(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.</p>



	<p>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.</p>
<p><b>Individual Shareholders holding securities in demat mode with NSDL</b></p>	<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> <li>(3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.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 &amp; voting during the meeting</li> </ol>
<p><b>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</b></p>	<p>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 &amp; voting during the meeting.</p>

**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: 022 - 4886 7000 and 022 - 2499 7000

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

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

- The shareholders should log on to the e-voting website [www.evotingindia.com](http://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.
- (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: -

	For physical shareholders and other than individual shareholders holding shares in demat.
<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 will be mapped automatically & can be delink in case of any wrong mapping.
  - ✚ It is mandatory that, 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), 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 [cs@polywood.org](mailto:cs@polywood.org). 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 [cs@polywood.org](mailto:cs@polywood.org). 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/EGM 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 EGM/AGM.
- X. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may 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 Shri Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, 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.

27. A copy of Audited Financial Statements (Standalone and Consolidated) for the year ended on March 31, 2024 together with the Board's and Auditor's Report thereon are enclosed herewith.

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.

28. 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

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

### ITEM No. 4

In terms of Section 139 (2) of the Companies Act, 2013 ("the Act"), and the Companies (Audit and Auditors) Rules, 2014, made thereunder, the present Statutory Auditors of the Company, M/s Tambi Ashok & Associates, Chartered Accountants (Firm Registration No. 005301C), will be completing their tenure until the conclusion of the ensuing Annual General Meeting. Therefore, Company is required to appoint auditor for a period of five years to hold office from the conclusion of this Annual General Meeting till the conclusion of the 37<sup>th</sup> Annual General Meeting. The Board of Directors at its meeting held on 30<sup>th</sup> August 2024 after considering the recommendations of the Audit Committee, had recommended the appointment of M/s. Narendra Sharma & Co., Chartered Accountants, Jaipur (Firms Registration No. 004983C) as the Statutory auditors of the company subject to the approval of the members.

The Audit Committee recommended the appointment of M/s. Narendra Sharma & Co., Chartered Accountants, Jaipur (Firms Registration No. 004983C) as the Statutory Auditors of the Company subject to the approval of the members. The Audit Committee recommended M/s Narendra Sharma & Co., Chartered Accountants, Jaipur, based on its standing for 45 years. The proposed Auditors shall hold office for a period of five consecutive years from the conclusion of the 32<sup>nd</sup> Annual General Meeting till the conclusion of 37<sup>th</sup> Annual General Meeting of the Company.

Pursuant to Section 139 of the Companies Act, 2013 (the Act) and the Rules framed thereunder, the Company has received written consent from M/s. Narendra Sharma & Co. and a certificate that they satisfy the criteria provided under Section 141 of the Act and that the appointment, if made, shall be in accordance with the applicable provisions of the Act and Rules framed thereunder. As required under the SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015, M/s. Narendra Sharma & Co., has confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI.

Details as required under Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

- ✚ The fee proposed to be paid to M/s. Narendra Sharma & Co. towards statutory audit for financial year 2024-25 shall not exceed ₹1.85 Lakhs, plus out-of-pocket expenses, with the authority to the Board to make revisions as it may deem fit for the balance term, based on the recommendation of the Audit Committee.

The fee for services in statutory certifications and other permissible non-audit services will be in addition to the statutory audit fee as above and will be decided by the management in consultation with the Statutory Auditors. The provision of such permissible non-audit services will be reviewed and approved by the Audit Committee.

- ✚ There is no material change in the proposed fee for the auditor from that paid to the outgoing auditor.
- ✚ The Audit Committee and the Board of Directors, while recommending the appointment of M/s. Narendra Sharma & Co. as the Statutory Auditor of the Company, has taken into consideration, among other things, the firm's credentials and partners, the proven track record of the firm and the eligibility criteria prescribed under the Act.

M/s. Narendra Sharma & Co., Chartered Accountants, (Firm Registration No.: 004983C and Peer Review Certificate No.: 017856 valid till 31 August, 2027) has an experience of more than forty-five Years in the field of Audit, Investigation, Due Diligence, Taxation (Direct and Indirect), Company Law Matters for both domestic and foreign companies, Management Consultancy, Information System Audit.

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



The Board recommends the Ordinary Resolution set out at Item No. 4 for the approval of Members.

**ITEM No. 5**

The Board of Directors at its Meeting held on August 09, 2024, upon the recommendation of the Audit Committee, approved the appointment of M/s. Gaurav Jain & Associates, Cost Accountants (Firm Registration Number: 004160), to conduct the audit of the cost records of the Company on a remuneration of ₹ 40,000/- (Rupees Forty Thousand Only) (excluding all applicable taxes and reimbursement of out of pocket expenses incurred in connection with the audit) for the Financial Year ending March 31, 2025.

In terms of the provisions of Section 148 of the Companies Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (as amended from time to time), the remuneration as mentioned above, payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditors for the financial year ending March 31, 2025, as set out in the Ordinary Resolution for the aforesaid services to be rendered by them.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the proposed Resolution.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the Members.

**ITEM No. 6**

Shri Digvijay Dhabriya is one of the promoters of the Company and has been on the Board of the company since October 1992 and he is working as Managing Director of the company since September 01, 2014. At the 27<sup>th</sup> Annual General Meeting of the Company held on September 28, 2019, he has been re-appointed as the Managing Director of the Company for period of Five

years from September 01, 2019, and his present term ends on August 31, 2024.

During his stint as the Managing Director of the company about more than three decade, Shri Digvijay Dhabriya dealt with various key operations and his wide exposure encompassing entire spectrum of functioning of the company in all facets, enabled the company to grow continuously scaling new heights.

Keeping in view his contributions over the years, subject to approval of the members, the Board of Directors, based on the recommendations of Nomination & Remuneration Committee held on August 30, 2024 reappointed him as the Managing Director of the Company for a period of five years effective from September 01, 2024, i.e., from the expiry of the present term of office, upto August 31, 2029.

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

thereunder. Shri Digvijay Dhabriya, Managing Director, is the member of promoter group.

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

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Digvijay Dhabriya under Section 190 of the Act.

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

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

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

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

#### **ITEM No. 7**

Shri Mahendra Karnawat has been on the Board of the company since May 2000, and he is working as Whole time Director of the company since September 01, 2014. At the 27<sup>th</sup> Annual General Meeting of the Company held on September 28, 2019, he has been re-appointed as the Whole time Director of the Company for period of Five years from September 01, 2019, and his present term ends on August 31, 2024.

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

Keeping in view his contributions over the years, subject to approval of the members, the Board of Directors, based on the recommendations of Nomination & Remuneration Committee held on August 30, 2024 reappointed his as the Whole time Director of the Company for a period of five years effective from September 01, 2024, i.e., from the expiry of the present term of office, upto August 31, 2029.

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

Act and SEBI Regulations, as the case may be are provided in Annexure -I to the Notice.

Mr. Mahendra Karnawat as Whole-time Director, shall be liable to retire by rotation u/s 152 of the Companies Act, 2013, however, if re-appointed as Director immediately on retirement by rotation, he shall continue to hold his office of Whole-time Director and such re-appointment as Director shall not be deemed to constitute a break in his appointment as Whole-time Director.

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

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

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

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

**ITEM No. 8**

Smt. Anita Dhabriya is one of the promoters of the Company and has been on the Board of the company since January 1997 and she is working as Whole time Director of the company since September 01, 2014. At the 27<sup>th</sup> Annual General Meeting of the Company held on September 28, 2019, she has been re-appointed as the Whole time Director of the Company for period of Five

years from September 01, 2019, and her present term ends on August 31, 2024.

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

Keeping in view her contributions over the years, subject to approval of the members, the Board of Directors, based on the recommendations of Nomination & Remuneration Committee held on August 30, 2024 reappointed her as the Whole time Director of the Company for a period of five years effective from September 01, 2024, i.e., from the expiry of the present term of office, upto August 31, 2029.

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

thereunder. Smt. Anita Dhabriya, Whole-Time Director, is the member of promoter group.

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

Smt. Anita Dhabriya as Whole-time Director, shall be liable to retire by rotation u/s 152 of the Companies Act, 2013, however, if re-appointed as Director immediately on retirement by rotation, she shall continue to hold her office of Whole-time Director and such re-appointment as Director shall not be deemed to constitute a break in her appointment as Whole-time Director.

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

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

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

The Board commends the Special Resolution set out at Item No. 8 of the Notice for approval by the members.

#### **ITEM No. 9**

Shri Shreyansh Dhabriya has been on the Board of the company since July 2014, and he is working as Whole time Director of the company since September 01, 2014. At the 27<sup>th</sup> Annual General Meeting of the Company held on September 28, 2019, he has been re-appointed as the Whole time Director of the Company for period of Five years from September 01, 2019, and his present term ends on August 31, 2024.

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

Keeping in view his contributions over the years, subject to approval of the members, the Board of Directors, based on the recommendations of Nomination & Remuneration Committee held on August 30, 2024 reappointed him as the Whole time Director of the Company for a period of five years effective from September 01, 2024, i.e., from the expiry of the present term of office, upto August 31, 2029.

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

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

Mr. Shreyansh Dhabriya as Whole-time Director, shall be liable to retire by rotation u/s 152 of the Companies Act, 2013, however, if re-appointed as Director immediately on retirement by rotation, he shall continue to hold his office of Whole-time Director and such re-appointment as Director shall not be deemed to constitute a break in his appointment as Whole-time Director.

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

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

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

The Board commends the Special Resolution set out at Item No. 9 of the Notice for approval by the members.

#### **ITEM No. 10**

The Nomination and Remuneration Committee has recommended and the Board of Directors at their meeting held on August 30, 2024 has appointed Shri Ami Lal Meena (DIN 07642648) as an Additional Director

under the category of the Non-Executive Independent Director of the Company w.e.f. September 01, 2024 pursuant to Section 161 of the Companies Act, 2013; subject to the approval of Members at General Meeting.

Considering his experience and vast knowledge in the field of Finance, Management & Insurance 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 Shri Ami Lal Meena as an Independent Director of the Company, not being liable to retire by rotation, for a term of 5 (five) years commencing from September 01, 2024 and ending on August 31, 2029 (both days inclusive), subject to the approval of Shareholders of the Company vide a Special Resolution. Also, in the opinion of the Board, Shri Ami Lal Meena 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.

Shri Ami Lal Meena has provided his consent to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014. Aforesaid independent director proposed for appointment is not disqualified to act as a Director in terms of section 164 of the Act and other applicable laws and has given his consent to act as a Director. The Company has also received declaration from him stating that he meets the criteria of independence as prescribed under section 149(6) of the Act and under the SEBI (LODR) Regulations, 2015. The Company has also received declaration from him stating that he is not debarred from holding the office of Director by virtue of any order of the SEBI or any other such authority. In the opinion of the Board, he fulfils the criteria of independency and the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 and the SEBI (LODR) Regulation, 2015 and

further he has complied with Rule 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to Independent Directors' databank.

The resolution set out in Item No. 10 seeks the approval of members for the appointment of Shri Ami Lal Meena (DIN 07642648) as an Independent Director of the Company for a first term of 5 (five) consecutive years w.e.f. September 01, 2024 to August 31, 2029; pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder. His office shall not be liable to retire by rotation. The brief profile of Shri Ami Lal Meena (DIN 07642648) is given in the Notice of AGM with the details of the directors seeking appointment/ re-appointment.

In conformity with the Company's Nomination and Remuneration Policy, Shri Ami Lal Meena will be entitled to receive remuneration by way of sitting fees for attending the meetings of the Board and Committees thereof of which membership, if any, is held by him, reimbursement of expenses for participation in the meetings, of such sum as may be recommended by the NRC and approved by the Board, subject to the overall limits as specified under the Act and the Rules framed thereunder.

The aforesaid director may be considered as the financially interested in the resolution to the extent of the sitting fees as may be paid to him for attending the Board/committee meeting. Except that none of the Directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested in the Special Resolution. Shri Ami Lal Meena (DIN 07642648) does not hold any shares in the Company.

The Board of directors recommend to pass necessary resolution as set out in Item No. 10 of the Notice by way of the Special Resolution.

#### **ITEM No. 11**

The Nomination and Remuneration Committee has recommended and the Board of Directors at their meeting held on August 30, 2024 has appointed Shri Anil Soni (DIN 08692320) as an Additional Director under the category of the Non-Executive Independent Director of the Company w.e.f. September 01, 2024 pursuant to Section 161 of the Companies Act, 2013; subject to the approval of Members at General Meeting.

Considering his experience and vast knowledge in the field of Finance, 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 Shri Anil Soni as an Independent Director of the Company, not being liable to retire by rotation, for a term of 5 (five) years commencing from September 01, 2024 and ending on August 31, 2029 (both days inclusive), subject to the approval of Shareholders of the Company vide a Special Resolution. Also, in the opinion of the Board, Shri Anil Soni 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.

Shri Anil Soni has provided his consent to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014. Aforesaid independent director proposed for appointment is not disqualified to act as a Director in terms of section 164 of the Act and other applicable laws and has given his consent to act as a Director. The Company has also received declaration from him stating that he meets the criteria of independence as prescribed under section 149(6) of the Act and under the SEBI (LODR) Regulations, 2015. The Company has also received declaration from him stating that he is not debarred from holding the office of Director by virtue of



any order of the SEBI or any other such authority. In the opinion of the Board, he fulfils the criteria of independency and the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 and the SEBI (LODR) Regulation, 2015 and further he has complied with Rule 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to Independent Directors' databank.

The resolution set out in Item No. 10 seeks the approval of members for the appointment of Shri Anil Soni (DIN 08692320) as an Independent Director of the Company for a first term of 5 (five) consecutive years w.e.f. September 01, 2024 to August 31, 2029; pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder. His office shall not be liable to retire by rotation. The brief profile of Shri Anil Soni (DIN 08692320) is given in the Notice of AGM with the details of the directors seeking appointment/ re-appointment.

In conformity with the Company's Nomination and Remuneration Policy, Shri Anil Soni will be entitled to receive remuneration by way of sitting fees for attending the meetings of the Board and Committees thereof of which membership, if any, is held by him, reimbursement of expenses for participation in the meetings, of such sum as may be recommended by the NRC and approved by the Board, subject to the overall limits as specified under the Act and the Rules framed thereunder.

The aforesaid director may be considered as the financially interested in the resolution to the extent of the sitting fees as may be paid to him for attending the Board/committee meeting. Except that none of the Directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested in the Special Resolution. Shri Anil Soni (DIN 08692320) does not hold any shares in the Company.

The Board of directors recommend to pass necessary resolution as set out in Item No. 11 of the Notice by way of the Special Resolution.

#### **ITEM No. 12**

The Nomination and Remuneration Committee has recommended and the Board of Directors at their meeting held on August 30, 2024 has appointed Smt. Sonika Gupta (DIN 10757491) as an Additional Director under the category of the Non-Executive Independent Director of the Company w.e.f. September 01, 2024 pursuant to Section 161 of the Companies Act, 2013; subject to the approval of Members at General Meeting.

Considering her experience and vast knowledge in the field of Secretarial & legal matters, accounting, 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 Smt. Sonika Gupta as an Independent Director of the Company, not being liable to retire by rotation, for a term of 5 (five) years commencing from September 01, 2024 and ending on August 31, 2029 (both days inclusive), subject to the approval of Shareholders of the Company vide a Special Resolution. Also, in the opinion of the Board, Smt. Sonika Gupta 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 she is independent of the management.

Smt. Sonika Gupta has provided her consent to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014. Aforesaid independent director proposed for appointment is not disqualified to act as a Director in terms of section 164 of the Act and other applicable laws and has given her consent to act as a Director. The Company has also received declaration from him stating

that he meets the criteria of independence as prescribed under section 149(6) of the Act and under the SEBI (LODR) Regulations, 2015. The Company has also received declaration from her stating that she is not debarred from holding the office of Director by virtue of any order of the SEBI or any other such authority. In the opinion of the Board, she fulfils the criteria of independency and the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 and the SEBI (LODR) Regulation, 2015 and further she has complied with Rule 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to Independent Directors' databank.

The resolution set out in Item No. 10 seeks the approval of members for the appointment of Smt. Sonika Gupta (DIN 10757491) as an Independent Director of the Company for a first term of 5 (five) consecutive years w.e.f. September 01, 2024 to August 31, 2029; pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder. Her office shall not be liable to retire by rotation. The brief profile of Smt. Sonika Gupta (DIN 10757491) is given in

the Notice of AGM with the details of the directors seeking appointment/ re-appointment.

In conformity with the Company's Nomination and Remuneration Policy, Smt. Sonika Gupta will be entitled to receive remuneration by way of sitting fees for attending the meetings of the Board and Committees thereof of which membership, if any, is held by her, reimbursement of expenses for participation in the meetings, of such sum as may be recommended by the NRC and approved by the Board, subject to the overall limits as specified under the Act and the Rules framed thereunder.

The aforesaid director may be considered as the financially interested in the resolution to the extent of the sitting fees as may be paid to her for attending the Board/committee meeting. Except that none of the Directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested in the Special Resolution. Smt. Sonika Gupta (DIN 10747591) does not hold any shares in the Company.

The Board of directors recommend to pass necessary resolution as set out in Item No. 12 of the Notice by way of the Special Resolution.

#### ANNEXURE TO THE NOTICE (ITEM NO. 6 to 9)

#### 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. 6 TO 9 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	2022-23	2021-22	2020-21
Paid up Capital	1082.42	1082.42	1082.42
Reserve & Surplus	3321.36	3011.30	2903.11
Gross Revenue	8778.26	7369.88	5561.02

Particulars	2022-23	2021-22	2020-21
Profit before tax	398.65	127.60	101.88
Tax expenses	94.00	27.72	40.43
Profit after tax	304.66	99.89	61.45

**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. Shri Digvijay Dhabriya**

**1. Background Details**

Shri Digvijay Dhabriya, aged 59, 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 32 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**

Shri Digvijay Dhabriya was paid ₹ 84.00 Lakhs as annual remuneration for the financial year 2023-24.

**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**

Shri 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. Shri Dhabriya has over three 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 Shri 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, Shri Digvijay Dhabriya also holds 6492238 equity shares of the company. Shri Digvijay Dhabriya, Managing Director and being relative may be deemed to be interested in the resolution relating to the remuneration of Smt. Anita Dhabriya and Shri Shreyansh Dhabriya.

**B. Smt. Anita Dhabriya**

**1. Background Details**

Smt. Anita Dhabriya, aged 53, 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**

Smt. Anita Dhabriya was paid ₹ 18.60 Lakhs as annual remuneration for the financial year 2023-24.

**3. Recognition or Awards**

NIL

**4. Job Profile and Suitability**

She is Whole Time Director and discharging her duties under the superintendence, control and direction of Board of Directors, She also performs such other duties and exercise such powers as have been or may be entrusted to or conferred upon her by the Board from time to time. She has been associated with the business of the Company since 2000. Considering her background and experience, she is eminently suitable to continue to hold the position of Whole Time Director of the Company.

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

**C. Shri Mahendra Karnawat**

**1. Background Details**

Shri Mahendra Karnawat, aged 53, has done Master of Commerce from MDS University, Ajmer and carry rich experience of over 29 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**

Shri Mahendra Karnawat was paid ₹ 14.40 Lakhs as annual remuneration for the financial year 2023-24.

**3. Recognition or Awards**

NIL

**4. Job Profile and Suitability**

Shri 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. He has been associated with the business of the Company since 1997. Considering his background and experience, he is eminently suitable to continue to hold the position of Whole Time Director of the Company.

**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 Shri 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, he has no other direct or indirect pecuniary relationship with the Company.

**D. Shri Shreyansh Dhabriya**

**1. Background Details**

Shri Shreyansh Dhabriya, aged 32, 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**

Shri Shreyansh Dhabriya was paid ₹ 24.00 Lakhs as annual remuneration for the financial year 2023-24.

**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**

Shri Shreyansh Dhabriya is the 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. He has been associated with the business of the Company since 2014. Considering his

background and experience, he is eminently suitable to continue to hold the position of Whole Time Director of the Company.

**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 Shri 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, Shri Shreyansh Dhabriya also holds 82388 equity shares of the company. Shri Shreyansh Dhabriya, Whole-Time Director and being relative may be deemed to be interested in the resolution relating to the remuneration of Smt. Anita Dhabriya and Shri Digvijay Dhabriya.

**I. Other Information**

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

Not Applicable, since the Company reported a profit in the current year and has been consistently earning profits since inception and has a strong net worth and effective capital. 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 continuing making efforts for improvement of the financial results and create worth for the stakeholders and investors of the company. 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.

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

N.A.

**II. Disclosures**

The information, as required, is provided under Corporate Governance Section of the Annual Report 2023-24. 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

M. No. A36383

Jaipur, August 30, 2024

**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 32<sup>nd</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)]

Name of Director	Digvijay Dhabriya DIN: 00519946	Mahendra Karnawat DIN: 00519876
Date of Birth	25.08.1965	06.07.1969
Age	59	55
Nationality	Indian	Indian
Qualification	Bachelor of Engineering (Mechanical) from MBM Engineering College, Jodhpur and Postgraduate in Plastic Engineering from Central Institute of Plastic Engineering & Testing (CIPET), Chennai.	Master's degree in commerce from MDS University, Ajmer
Experience	He has rich experience of over 32 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.	He has worked for six years in the sales field for Raj Spinning & weaving Mills Pvt. Ltd and has also worked for three years as quality control officer and marketing manager at TPL Suiting Pvt. Ltd. He has overall experience of over 29 Years in the field of Sales, Marketing and production.
Terms & Conditions for Appointment/reappointment	As per Resolution No. 6 of the notice read with explanatory statement thereto.	As per Resolution No. 7 of the notice read with explanatory statement thereto.
Details of Remuneration sought to be paid	₹ 84,40,000/-	₹ 14,40,000/-
Last Remuneration Drawn	₹ 84,40,000/-	₹ 14,40,000/-
Date of first appointment on the Board	20.10.1992	22.05.2000
No. of shares held in the Company	6492238 equity shares	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Shri Digvijay Dhabriya is husband of Smt. Anita Dhabriya & father of Shri Shreyansh Dhabriya, Whole time director of the Company	NIL
No. of Board Meetings attended/ held during Financial Year (2023-24)	8 out of 8	8 out of 8
Directorships held in other companies	<ul style="list-style-type: none"> <li> Dynasty Modular Furnitures Pvt Ltd.</li> <li> Polywood India Limited</li> <li> PHD Chamber of Commerce and Industry</li> </ul>	NIL
Listed entities in which the person holds the directorship	NIL	NIL
Committee position held in other listed companies	NIL	NIL

Name of Director	Anita Dhabriya DIN: 00359317	Shreyansh Dhabriya DIN: 06940427
Date of Birth	14.08.1970	26.06.1992
Age	54	32
Nationality	Indian	Indian
Qualification	Bachelor of Commerce from Ajmer University.	B. Tech from the VIT University, Vellore.
Experience	She carries 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	He has an experience of over 10 years. He possesses excellent communication skills and actively engaged in establishing sustainable and profitable relationship with teams and customer, dealers and distributors across the country.
Terms & Conditions for Appointment/reappointment	As per Resolution No. 8 of the notice read with explanatory statement thereto.	As per Resolution No. 9 of the notice read with explanatory statement thereto.
Details of Remuneration sought to be paid	₹ 18,60,000/-	₹ 24,00,000/-
Last Remuneration Drawn	₹ 18,60,000/-	₹ 24,00,000/-
Date of first appointment on the Board	22.01.1997	15.07.2014
No. of shares held in the Company	470226 equity shares	82388 equity shares
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Smt. Anita Dhabriya is wife of Shri Digvijay Dhabriya, Managing Director & mother of Shri Shreyansh Dhabriya, Whole time director of the Company	Shri Shreyansh Dhabriya is son of Shri Digvijay Dhabriya, Managing Director & Smt. Anita Dhabriya, Whole time director of the Company
No. of Board Meetings attended/ held during Financial Year (2023-24)	8 out of 8	8 out of 8
Directorships held in other companies	<ul style="list-style-type: none"> <li>✚ Polywood India Limited</li> <li>✚ Polywood Green Building Systems Pvt Ltd</li> <li>✚ Polywood Profiles Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>✚ Dynasty Modular Furnitures Pvt Ltd</li> <li>✚ Polywood Profiles Pvt Ltd</li> </ul>
Listed entities in which the person holds the directorship	NIL	NIL
Committee position held in other listed companies	NIL	NIL

Name of Director	Mr. Ami Lal Meena DIN: 07642648	Mr. Anil Soni DIN: 08692320	Mrs. Sonika Gupta DIN: 10757491
Date of Birth	01.02.1956	05.11.1992	13.02.1991
Age	68	31	33
Nationality	Indian	Indian	Indian
Qualification	BSC (Honors) in Mathematics with Physics & Chemistry as additional subjects, MSC in Physics	B. Com, FCA, Registered Valuer (SFA)	Company Secretary, Bachelor of Law
Experience	He has an experience of over 30 years in the field of Finance, Management Insurance, etc.	He has an experience of 7 years in the field of Finance, Accounting, Taxation etc.	She has an experience of 10 years in the field of Secretarial & legal matters, Accounting, etc.
Terms & Conditions for Appointment/reappointment	As stated in the resolution set out in item number 10 of the Notice.	As stated in the resolution set out in item number 11 of the Notice.	As stated in the resolution set out in item number 12 of the Notice.
Details of Remuneration sought to be paid	Not Applicable	Not Applicable	Not Applicable
Last Remuneration Drawn	Not Applicable	Not Applicable	Not Applicable
Date of first appointment on the Board	01.09.2024	01.09.2024	01.09.2024
No. of shares held in the Company	NIL	NIL	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NIL	NIL	NIL
No. of Board Meetings attended/ held during Financial Year (2023-24)	Not Applicable	Not Applicable	Not Applicable
Directorships held in other companies	<ul style="list-style-type: none"> <li>✚ Mint Minerals Pvt. Ltd.</li> <li>✚ Grow Well Organic and Eco Products Pvt. Ltd.</li> </ul>	NIL	NIL
Listed entities in which the person holds the directorship	NIL	NIL	NIL
Committee position held in other listed companies	NIL	NIL	NIL