

POLYCHEM LIMITED

Regd. Office: 7, Jamshedji Tata Road, Churchgate
Reclamation, Mumbai 400 020.

Tel. No. 022 22820048 Fax No. 022 22850606

Email: polychemltd@kilachand.com Website: <http://www.polychemltd.com>

Corporate Identification No.: L24100MH1955PLC009663

Notice of AGM, E-Voting and Book Closure

Notice is hereby given that the Fifty Eighth Annual General Meeting of the Members of **POLYCHEM LIMITED** (CIN: L24100MH1955PLC009663) will be held at M.C.Ghia Hall, Bhogilal Hargovindas Building, 4th Floor, 18/20 Kaikhushru Dubash Marg, Mumbai 400 001, on Monday, 27th July, 2015 at 11:00 a.m. to transact the Ordinary and Special Business mentioned in the Notice dated 11th May, 2015.

The Notice convening the AGM, setting out the business to be transacted thereat is being sent electronically / couriered to the Members of the Company at their email ids / addresses, registered with the Depository Participants/ Company.

The AGM Notice inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form is available on <https://www.evoting.nsdl.com> or <http://www.polychemltd.com> or the same can be obtained by sending a request at evoting@nsdl.co.in or kumaresan@shareproservices.com or at the Registered office of the Company.

Documents referred to in the AGM Notice will be available for inspection by Members of the Company at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on all working days except Saturday upto the date of the AGM.

In compliance with the provisions of Section 108 of Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and the provisions of Clause 35B of the Listing Agreement entered into with the Stock Exchanges, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by National Securities Depository Limited (NSDL).

The voting period commences from Friday 24th July, 2015 at 9.00 a.m. and ends on Sunday 26th July, 2015 at 5.00 p.m. The remote e-voting shall be disabled thereafter

Ms. Ragini Chokshi of Ragini Chokshi & Co., Mumbai, Practicing Company Secretary has been appointed as the Scrutinizer for conducting the e-voting process in fair and transparent manner.

The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Monday, 20th July, 2015. Any person, who acquires shares of the Company and becomes member of the Company after 26th June, 2015 i.e. the date considered for dispatch of AGM Notice and holding shares as of the cut-off date i.e. 20th July, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or kumaresan@shareproservices.com.

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

A member entitled to attend and vote at the meeting is entitled to appoint proxy instead of himself and a proxy need not be a member of the Company.

Proxies, in order to be effective, must be received by the Company, duly filled, stamped and signed, at the registered office of the Company not less than 48 hours before the commencement of the meeting.

The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a 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 the result of the voting forthwith. The results shall be communicated to BSE Limited and NSDL

Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer books of the Company will remain closed from Tuesday, 14th July, 2015 to Tuesday, 21st July, 2015 (both days inclusive) for the purpose of dividend, if any, for the Financial Year ended 31st March, 2015. Dividend, if declared by the Members at the Annual General Meeting, will be paid on or after 27th July, 2015 to those Members entitled thereto and whose names will appear on the Registers of Members of the Company on 13th July, 2015, subject however to the provisions of Section 126 of the Act.

By order of the Board of Directors
For POLYCHEM LIMITED,
Sd/-

Place : Mumbai

Deepali V. Chauhan

Dated : 11th May, 2015

Company Secretary & Compliance Officer