

NOTICE IS HEREBY GIVEN THAT THE 25TH ANNUAL GENERAL MEETING OF ENCORE NATURAL POLYMERS PRIVATE LIMITED OF THE MEMBERS OF THE COMPANY IS TO BE HELD ON, MONDAY, 26TH SEPTEMBER¹⁶, AT 5.00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 405\408 NAVBHARAT ESTATES, ZAKARIA BUNDER ROAD, SEWRI (W), MUMBAI - 400015.

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2016 and the reports of the Board of Directors' and Auditors' thereon.
2. **Ratification of Auditor and their Remuneration**

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

"RESOLVED THAT pursuant to provisions of section 139 and all other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modification thereto or re-enactment thereof for the time being in force, Members of the Company do hereby ratify appointment of M/s. A.P. Asher & Co, Chartered Accountants, bearing Firm Registration No. 100615W as the Statutory Auditors of the Company for a period of Five (5) years i.e. from the conclusion of Twenty Third Annual General Meeting till the conclusion of Twenty Seventh Annual General Meeting, to audit the accounts of the Company, at such remuneration as may be decided by the Board of Directors, plus reimbursement of out-of-pocket, as may be incurred by them in performance of their duties.

RESOLVED FURTHER THAT Mr. Sudhir Ajitkumar Merchant, DIN- 00033406, Managing Director of the Company, be and is hereby authorized to make such modifications in the foregoing as may, in discretion, consider necessary, expedient or desirable in the interest of the Company and to do all such acts, deeds, matters and things to give effect to the above resolution".

SPECIAL BUSINESS:

3. **To regularize the appointment of Mr. Aditya Merchant and Ms. Nandini Merchant, Additional Director:**

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

"RESOLVED THAT pursuant to provisions of Section 152, 161 and any other applicable provisions of the Companies Act, 2013 and any rules made there under read with schedule IV to the Act, Mrs. Nandini Merchant bearing DIN 07566968, who was appointed as an Additional Director at the meeting of the Board of Directors held on 18th July, 2016, and who holds office as such up to the date of this Annual General

Meeting be and is hereby elected and appointed as a Executive Director.

"RESOLVED FURTHER THAT pursuant to provisions of Section 152, 161 and any other applicable provisions of the Companies Act, 2013 and any rules made there under read with schedule IV to the Act, Mr. Aditya Merchant bearing DIN 02725972, who was appointed as an Additional Director at the meeting of the Board of Directors held on 18th July, 2016, and who holds office as such up to the date of this Annual General Meeting be and is hereby elected and appointed as a Executive Director.

RESOLVED FURTHER THAT Board of Directors of the Company are hereby authorized to file necessary forms/ returns with Registrar of Companies and to do all such steps, acts, deeds, matters and things, as may be required."

By Order of the Board of Directors

ENCORE NATURAL POLYMERS PRIVATE LIMITED


SUDHIR AJITKUMAR MERCHANT
(MANAGING DIRECTOR)

DIN: 00033406

Add: 8A , SUVAS APARTMENT,
68A, NEPEANSEA ROAD,
MALABHAR HILL, MUMBAI- 400006.

Date: 3rd September, 2016

Place: Mumbai

NOTES:

1. A Member entitled to attend and vote at the Annual General Meeting ("THE MEETING") is entitled to appoint one or more Proxy to attend and vote on a poll, instead of himself or herself and the proxy need not be a Member of the Company. A person can act as Proxy on behalf of Members upto and not exceeding 50 and holding in the aggregate not more than 10% of the total Share Capital of the Company carrying voting rights provided that A Member holding more than 10% of the total Share Capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for anyother Person or Shareholder. Proxies in order to be Effective, should be duly Completed, Stamped and must be deposited at the registered office of the company not less than Forty-Eight hours before the time of commencement of Meeting.
2. Every member entitled to vote at the Meeting of the Company can inspect the proxies lodged at the Company at any time during the normal business hours of the Company during the period beginning 24 (twenty-four) hours before the time fixed for the commencement of the Meeting and ending on the conclusion of the Meeting. However, a prior notice of not less than 3 (three) days in writing of the intention to inspect the proxies lodged shall be required to be provided to the Company.
3. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013, will be available for inspection by the Members at the Meeting.
4. Route-map to the venue of the Meeting is provided at the end of the Notice.



**SUDHIR AJITKUMAR MERCHANT
(MANAGING DIRECTOR)**

DIN: 00033406

**ADD: 8A , SUVAS APARTMENT,
68A, NEPEANSEA ROAD,
MALABHAR HILL, MUMBAI- 400006.**

DATE: 3RD SEPTEMBER, 2016

PLACE: MUMBAI.

EXPLANATORY STATEMENT ANNEXED TO THE NOTICE PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item III

Ms. Nandini Merchant (DIN: 07566968) and Mr. Aditya Merchant (DIN 02725972) were appointed by the Board of Directors of the Company as an Additional Director with effect from 18th July, 2016 and pursuant to provisions of Section 161 of the Companies Act, 2013, they shall hold office up to the date of the ensuing Annual General Meeting.

The Board recommends the Ordinary Resolution as set out in the Notice for your approval.

ROUTE MAP

DETAILS OF THE VENUE OF THE ANNUAL GENERAL MEETING

ADD: 405\408 NAVBHARAT ESTATES ZAKARIA BUNDER ROAD SEWRI (W) MUMBAI
MAHARASHTRA INDIA 400015.

