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Outcome of the 6th Annual General Meeting held on 26th September, 2015

Dear Shareholders,

The 6th Annual General Meeting (AGM) of the Company, held on Saturday, 26th September, 2015 at 4:00 p.m. at "Parmanand Hall", Ashok Marg, C-Scheme, Jaipur-302001.

Total 22 members attended the Meeting as per the record of the attendance.

Due to absence of Mr. Bhanwar Lal Baid, Chairman of the Company, Mr. Bharat Kumar Baid, Managing Director, was appointed Chairman of the Meeting by majority. He took the chair and after ascertaining the quorum is present, called the meeting in order.

The Chairman gave an overview of the financial performance of the Company for the financial year ended 31st March, 2015.

The Chairman informed the members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company extended the remote e-voting facility to the Members of the Company in respect of business to be transacted at the Annual General Meeting. The remote e-voting commenced on 23rd September, 2015 at 9.00 a.m. and ended on 25th September, 2015 at 5.00 p.m.

He further informed the Members that the Company has arranged for a poll on all the six (6) resolutions to be passed at the Meeting. Thereafter, all the six (6) resolutions were proposed and seconded.

Mr. Manoj Maheshwari, Company Secretary in practice, Jaipur was appointed as Scrutinizer by the Board for scrutinizing the remote e-voting and polling at the Annual General Meeting.

On the invitation of the Chairman, several members raised queries with respect to the Company's Financials and business, which were replied by the Chairman. Thereafter, the Chairman announced for poll to be taken at the meeting through Polling /Ballot Paper.

Following resolutions were passed at the Meeting:

Ordinary Resolutions:

1. Adoption of the Audited Balance Sheet as at 31st March, 2015 and the Statement of profit & loss for the year ended on that date together with the report of the Board of Directors and Auditors thereon.
2. Confirmed the Re-appointment of Mr. Bhanwar Lal Baid, Director of the Company.
3. Confirmed the ratification of Re-appointment of M/s A. Natani & Co., Chartered Accountants, as Statutory Auditors of the Company.

Special Resolutions:

4. Approved the Related Party Transactions/Contract with Crystal Packaging.
5. Confirmed the revision in Remuneration of Mr. Vikram Baid, Executive Director of the Company.
6. Confirmed the revision in Remuneration of Mr. Bharat Kumar Baid, Managing Director of the Company.

A copy of combined results of remote e-voting and poll, given by Mr. Manoj Maheshwari, Company Secretary in practice is enclosed.

Thanking You,

FOR VINAYAK POLYCON INTERNATIONAL LIMITED

Sd/-

DATE: 29-09-2015

**VIKRAM BAID
COMPLIANCE OFFICER**

MANOJ MAHESHWARI
COMPANY SECRETARY

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403, "ROYAL WORLD" S.C ROAD, JAIPUR – 302001.
"USHA – KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR – 302019.

Scrutinizer's Report

To,
Chairman of
6th Annual General Meeting of the Equity Shareholders of Vinayak Polycon International Limited held on Saturday, 26th September, 2015 at 4.00 P.M. at "Parmanand Hall", Ashok Marg, C-Scheme, Jaipur-302001 (Rajasthan)
Dear Sir,

Sub: Consolidated Scrutinizer's Report on Remote E-voting and Poll for 6th Annual General Meeting of Equity Shareholders held on 26th September, 2015.

Pursuant to the resolution passed by the Board of Directors of VINAYAK POLYCON INTERNATIONAL LIMITED (hereinafter referred to as "Company") on Friday, 14th August, 2015, I had been appointed as the scrutinizer for the remote e-voting process and polling to be carried out at the 6th Annual General Meeting (hereinafter referred to as "AGM") in fair and transparent manner and ascertaining the requisite majority in respect of the Resolutions contained in the Notice to the 6th AGM of the members of the Company.

To enable wider participation of equity shareholders, pursuant to the provisions of Section 108 of the Companies Act, 2013 and the rules framed thereunder vide The Companies (Management and Administration) Rules, 2014 including The Companies (Management and Administration) Amendment Rules, 2015, dated March 19, 2015 and SEBI's circular no. CIR/CFD/DIL/6/2012, dated July 13, 2012 as amended by its circular CIR/CFD/POLICYCELL/2/2014 dated April 17, 2014, every company having its equity shares listed on Recognized Stock Exchange(s), is required to provide remote e-voting facility to their shareholders on all shareholders' resolutions to be passed at general meetings or through postal ballot. Since the Company falls within the requirements as specified in the Companies Act, 2013 and the above mentioned circular of SEBI, remote e-voting which has been made applicable, the company provided for the same.

The Company accordingly made arrangements with the system provider National Securities Depository Services Limited (herein after referred as "NSDL"), Depository for providing a system of recording votes of the shareholders electronically through remote e-voting. The company has also accordingly made arrangements through its Registrar and Transfer Agent, MAS Services Limited, (herein after referred as "RTA") to set up the e-voting facility on the NSDL e-voting Website <https://www.evoting.nsdl.com/>.

The Company through RTA has also uploaded the resolutions in which remote e-voting is required and for generating Electronic Voting Event Number (EVEN) by the system provider. All necessary formalities in compliance with the requirements specified by NSDL, the system provider has been done by the company through its RTA. Necessary instructions in this regard to be followed by the shareholders had also been duly mentioned in the AGM notice dated 14th August, 2015 sent to the shareholders by electronic means via e-mail and courier. The members of the Company as on the cut-off date i.e. 19th September, 2015 were entitled to vote on the resolutions contained in the Notice to the 06th AGM of the members of the Company.



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REFERENCE TO THE COMPANIES ACT, 2013	TYPE AND DESCRIPTION OF THE RESOLUTION
1) Ordinary Resolution: Adoption of Audited Financial Statements	Ordinary Resolution under Section 129 and all other applicable provisions, if any, of the Companies Act, 2013, read with The Companies (Accounts) Rules, 2014 to consider and adopt the Audited Financial Statements of the Company for the year ended 31 March, 2015 together with the reports of the Board of Directors and Auditors thereon.
2) Ordinary Resolution: Appointment of Director, liable to retire by rotation	Ordinary Resolution under Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Appointment and Qualification of Directors) Rules, 2014 to re-appoint Mr. Bhanwar Lal Baid (DIN:00212003) as a Director, liable to retire by rotation.
3) Ordinary Resolution: Ratification of Appointment of Statutory Auditors	Ordinary Resolution under Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014 to ratify the appoint M/s A. Natani & Co., Chartered Accountants as Statutory Auditors of the Company.
<u>Special Business</u>	
4) Special Resolution: Approval of Related Party Transactions/Contract with Crystal Packaging	Special Resolution under Section 188 and all other applicable provisions, if any, of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers), Rules 2014 to enter into a related party transaction for purchase and sale contract with Crystal Packaging, upto an amount of Rs. 10 Crores.
5) Special Resolution: Revision in remuneration of Executive Director of the Company	Special Resolution under Section 196, 197 and all other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder for revision in the terms of remuneration of Mr. Vikram Baid as the Executive Director of the Company, by way of change in the maximum amount of basic salary payable to Mr. Vikram Baid.
6) Special Resolution: Revision in remuneration of Managing Director of the Company	Special Resolution under Section 196, 197 and all other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder for revision in the terms of remuneration of Mr. Bharat Kumar Baid as the Managing Director of the Company, by way of change in the maximum amount of basic salary payable to Mr. Bharat Kumar Baid.



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Further to the above, I submit my report as under:-

- 1) That the AGM notice dated 14th August, 2015 under section 101 of the Companies Act, 2013 was dispatched to 579 (Five hundred and seventy nine) shareholders by means of courier services and to 190 (One hundred and ninety) shareholders by electronic means via e-mail respectively on or before 02nd September, 2015. As confirmed by management, there were no such envelopes containing notice of AGM which were returned undelivered.
- 2) As stated in sub rule 4 of Rule 20 of The Companies (Management and Administration) Amendment Rules, 2015 amending the Rule 20 of The (Management and Administration) Rules, 2014, an advertisement was published by the company on 04th September, 2015 in "Financial Express", English newspaper in English Language and in "Jansatta" Vernacular newspaper in Vernacular language, informing about the completion of the dispatch of the AGM notices, by means of courier services and electronic means via e-mail, to the shareholders along with other related matters mentioned therein.
- 3) The remote e-voting period remained open from Wednesday, 23rd September, 2015 at 09.00 A.M. and ended on Friday, 25th September, 2015, 2015 at 5.00 P.M.
- 4) The members of the Company as on the cut-off date i.e. Saturday, 19th September, 2015 were entitled to vote on the resolutions.
- 5) The empty polling box was locked and sealed in the presence of members. Immediately after the conclusion of voting at AGM, votes cast at the meeting were counted first and the votes cast through remote e-voting were unblocked next day in the presence of 2 witnesses who are not in the employment of the Company.
- 6) The total number of fully paid up shares of the company outstanding as on 19th September, 2015 were 30,81,295. As on cut-off date, out of 769 (Seven hundred and sixty nine) shareholders, 7 shareholders have exercised their votes through remote e-voting and 22 (Twenty two) shareholders have exercised their votes through poll at the AGM. The results (consolidated) for the item placed for consideration by the members is given below:



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Item No 1: Ordinary Resolution for Adoption of Audited Financial Statements

Total No. of Shareholders	769		
Total No. of Shares	30,81,295		
Remote E-voting Period	23 rd September, 2015 to 25 th September, 2015		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	7	7,15,968
Total Votes cast through Polling at AGM	B	22	19,46,353
Grand Total of remote e-voting / Polling at AGM (A+B)	C	29	26,62,321
Less: Invalid remote e-voting/ Polls at AGM*(On account of for/against option not indicated)	D	1	89,420
Net remote e-voting/ Polling at AGM (C-D)	E	28	25,72,901

NOTES:

- i. Invalid voting was not taken into account for counting of votes.
- ii. Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.
- iii. There was 1 (One) such shareholder that has voted both through remote e-voting and polling at AGM. Hence his vote through polling was cancelled and was not considered for calculation.

SUMMARY OF VOTING

Promoter/P ublic	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstand ing shares (3)=[(2) /(1)]*10 0	No. of votes in Favour (4)	No. of Votes against(5)	% of votes in favour on votes polled (6)=[(4)/(2)]* 100	% of votes against on votes polled (7)=[(5) /(2)]*10 0
Promoter and Promoter group	15,59,877	15,53,677	99.60	15,53,677	0	100	0
Public institutional holders	0	0	0	0	0	0	0
Public- others	15,21,418	10,19,224	66.99	10,19,224	0	100	0
Total	30,81,295	25,72,901	83.50	25,72,901	0	100	0

Percentage of Votes cast in favour: 100%

Percentage of votes cast against: 0.00

RESULT:-

Since, the number of votes cast in favour of the resolution is 100%, I report that the ordinary resolution under section 129 of the Companies Act, 2013 as set out in the notice of AGM dated 14th August, 2015 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



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Item No 2: Ordinary Resolution for Appointment of Director, liable to retire by rotation

Total No. of Shareholders	769		
Total No. of Shares	30,81,295		
Remote E-voting Period	23 rd September, 2015 to 25 th September, 2015		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	7	7,15,968
Total Votes cast through Polling at AGM	B	22	19,46,353
Grand Total of remote e-voting / Polling at AGM (A+B)	C	29	26,62,321
Less: Invalid remote e-voting/ Polls at AGM*(On account of for/against option not indicated)	D	1	89,420
Net remote e-voting/ Polling at AGM (C-D)	E	28	25,72,901

NOTES:

- i. Invalid voting was not taken into account for counting of votes.
- ii. Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.
- iii. There was 1 (One) such shareholder that has voted both through remote e-voting and polling at AGM. Hence his vote through polling was cancelled and was not considered for calculation.

SUMMARY OF VOTING

Promoter/P ublic	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstand ing shares (3)=[(2) /(1)]*10 0	No. of votes in Favour (4)	No. of Votes against(5)	% of votes in favour on votes polled (6)=[(4)/(2)]* 100	% of votes against on votes polled (7)=[(5) /(2)]*10 0
Promoter and Promoter group	15,59,877	15,53,677	99.60	15,53,677	0	100	0
Public institutional holders	0	0	0	0	0	0	0
Public- others	15,21,418	10,19,224	66.99	10,19,224	0	100	0
Total	30,81,295	25,72,901	83.50	25,72,901	0	100	0

Percentage of Votes cast in favour: 100% Percentage of votes cast against: 0.00

RESULT:-

Since, the number of votes cast in favour of the resolution is 100%, I report that the ordinary resolution under section 152 of the Companies Act, 2013 as set out in the notice of AGM dated 14th August, 2015 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



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Item No 3: Ordinary Resolution for Ratification of Appointment of Statutory Auditors

Total No. of Shareholders	769		
Total No. of Shares	30,81,295		
Remote E-voting Period	23 rd September, 2015 to 25 th September, 2015		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	7	7,15,968
Total Votes cast through Polling at AGM	B	22	19,46,353
Grand Total of remote e-voting / Polling at AGM (A+B)	C	29	26,62,321
Less: Invalid remote e-voting/ Polls at AGM*(On account of for/against option not indicated)	D	1	89,420
Net remote e-voting/ Polling at AGM (C-D)	E	28	25,72,901

NOTES:

- Invalid voting was not taken into account for counting of votes.
- Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.
- There was 1 (One) such shareholder that has voted both through remote e-voting and polling at AGM. Hence his vote through polling was cancelled and was not considered for calculation.

SUMMARY OF VOTING

Promoter/P ublic	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstand ing shares (3)=[(2) /(1)]*10 0	No. of votes in Favour (4)	No. of Votes against(5)	% of votes in favour on votes polled (6)=[(4)/(2)]* 100	% of votes against on votes polled (7)=[(5) /(2)]*10 0
Promoter and Promoter group	15,59,877	15,53,677	99.60	15,53,677	0	100	0
Public institutional holders	0	0	0	0	0	0	0
Public- others	15,21,418	10,19,224	66.99	10,19,224	0	100	0
Total	30,81,295	25,72,901	83.50	25,72,901	0	100	0

Percentage of Votes cast in favour: 100% Percentage of votes cast against: 0.00

RESULT:-

Since, the number of votes cast in favour of the resolution is 100%, I report that the ordinary resolution under section 139 of the Companies Act, 2013 as set out in the notice of AGM dated 14th August, 2015 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



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Item No 4: Special Resolution for approval of Related Party Transactions/Contract with Crystal Packaging

Total No. of Shareholders	769		
Total No. of Shares	30,81,295		
Remote E-voting Period	23 rd September, 2015 to 25 th September, 2015		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	7	7,15,968
Total Votes cast through Polling at AGM	B	22	19,46,353
Grand Total of remote e-voting / Polling at AGM (A+B)	C	29	26,62,321
Less: Invalid remote e-voting/ Polls at AGM*(On account of for/against option not indicated)	D	1	89,420
Net remote e-voting/ Polling at AGM (C-D)	E	28	25,72,901

NOTES:

- i. Invalid voting was not taken into account for counting of votes.
- ii. Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.
- iii. There was 1 (One) such shareholder that has voted both through remote e-voting and polling at AGM. Hence his vote through polling was cancelled and was not considered for calculation.

SUMMARY OF VOTING

Promoter/P ublic	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstand ing shares (3)=[(2) /(1)]*10 0	No. of votes in Favour (4)	No. of Votes against(5)	% of votes in favour on votes polled (6)=[(4)/(2)]* 100	% of votes against on votes polled (7)=[(5) /(2)]*10 0
Promoter and Promoter group	15,59,877	15,53,677	99.60	15,53,677	0	100	0
Public institutional holders	0	0	0	0	0	0	0
Public- others	15,21,418	10,19,224	66.99	10,19,224	0	100	0
Total	30,81,295	25,72,901	83.50	25,72,901	0	100	0

Percentage of Votes cast in favour: 100% Percentage of votes cast against: 0.00

RESULT:-

Since, the number of votes cast in favour of the resolution is 100%, I report that the special resolution under section 188 of the Companies Act, 2013 as set out in the notice of AGM dated 14th August, 2015 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



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Item No 5: Special Resolution for revision in remuneration of Executive Director of the Company

Total No. of Shareholders	769		
Total No. of Shares	30,81,295		
Remote E-voting Period	23 rd September, 2015 to 25 th September, 2015		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	6	6,47,892
Total Votes cast through Polling at AGM	B	21	19,38,353
Grand Total of remote e-voting / Polling at AGM (A+B)	C	27	25,86,245
Less: Invalid remote e-voting/ Polls at AGM*(On account of for/against option not indicated)	D	1	89,420
Net e-voting/ Polling at AGM (C-D)	E	26	24,96,825

NOTES:

- i. Invalid voting was not taken into account for counting of votes.
- ii. Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.
- iii. There was 1 (One) such shareholder that has voted both through remote e-voting and polling at AGM. Hence his vote through polling was cancelled and was not considered for calculation.

SUMMARY OF VOTING

Promoter/P ublic	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstand ing shares (3)=[(2) /(1)]*10 0	No. of votes in Favour (4)	No. of Votes against(5)	% of votes in favour on votes polled (6)=[(4)/(2)]* 100	% of votes against on votes polled (7)=[(5) /(2)]*10 0
Promoter and Promoter group	15,59,877	14,77,601	94.72	14,77,601	0	100	0
Public institutional holders	0	0	0	0	0	0	0
Public- others	15,21,418	10,19,224	66.99	10,19,224	0	100	0
Total	30,81,295	24,96,825	81.03	24,96,825	0	100	0

Percentage of Votes cast in favour: 100%

Percentage of votes cast against: 0.00

RESULT:-

Since, the number of votes cast in favour of the resolution is 100%, I report that the special resolution under section 196 and 197 of the Companies Act, 2013 as set out in the



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notice of AGM dated 14th August, 2015 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.

Item No 6: Special Resolution for revision in remuneration of Managing Director of the Company

Total No. of Shareholders	769		
Total No. of Shares	30,81,295		
Remote E-voting Period	23 rd September, 2015 to 25 th September, 2015		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	7	7,15,968
Total Votes cast through Polling at AGM	B	21	18,51,305
Grand Total of remote e-voting / Polling at AGM (A+B)	C	28	25,67,273
Less: Invalid remote e-voting/ Polls at AGM*(On account of for/against option not indicated)	D	1	89,420
Net remote e-voting/ Polling at AGM (C-D)	E	27	24,77,853

NOTES:

- i. Invalid voting was not taken into account for counting of votes.
- ii. Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.
- iii. There was 1 (One) such shareholder that has voted both through remote e-voting and polling at AGM. Hence his vote through polling was cancelled and was not considered for calculation.

SUMMARY OF VOTING

Promoter/P ublic	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstand ing shares (3)=[(2) /(1)]*10 0	No. of votes in Favour (4)	No. of Votes against(5)	% of votes in favour on votes polled (6)=[(4)/(2)]* 100	% of votes against on votes polled (7)=[(5) /(2)]*10 0
Promoter and Promoter group	15,59,877	14,58,629	93.50	14,58,629	0	100	0
Public institutional holders	0	0	0	0	0	0	0
Public- others	15,21,418	10,19,224	66.99	10,19,224	0	100	0
Total	30,81,295	24,77,853	80.41	24,77,853	0	100	0

Percentage of Votes cast in favour: 100%

Percentage of votes cast against: 0.00

RESULT:-

Since, the number of votes cast in favour of the resolution is 100%, I report that the special resolution under section 196 and 197 of the Companies Act, 2013 as set out in the



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notice of AGM dated 14th August, 2015 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.

I further report that as per the AGM notice dated 14th August, 2015, the Chairman may declare and confirm the above result. The result of AGM together with the Scrutinizer's Report would be displayed on the Company's website www.vinayakpolycon.com and on the website of NSDL and shall also be communicated to the Stock Exchange(s).

I further report that as per the said rules, the records maintained by me including the data as obtained from NSDL, the system provider for the remote e-voting facility extended by them as also a register recording the consent or otherwise received from the shareholders, voting through Polling at AGM, which includes all the particulars of the shareholders such as the name, folio number/DP ID/ Client ID, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected, ballot papers and other related papers are in my safe custody which will be handed over to the Chairman/Company Secretary of the Company.

This report may be treated as a report under Section 109 of the Companies Act, 2013 and rule 21(2) of The Companies (Management and Administration) Rules, 2014.

I thank you for the opportunity given to act as a Scrutinizer for the remote e-voting and polling at AGM.

Yours Faithfully,

For Vinayak Polycon International Limited

CS Manoj Maheshwari
Scrutinizer
FCS: 3355



Bharat Kumar Baid
Chairman
DIN: 00212506

Place: Jaipur
Date: 28th September, 2015