

Voting Results of 7th Annual General Meeting(AGM) of Vinayak Polycorn International Limited

Date of the AGM	20th August, 2016
Total No. of Shareholders on record date	774
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group	16
Public	9
No. of shareholders attended the meeting through video conferencing:	
Promoters and Promoter Group	0
Public	0

Resolution required: (Ordinary/Special)		Ordinary: Consider and adopt the Audited Balance Sheet as at 31st March, 2016 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							
Whether promoter/promoter group are interested in the agenda/resolution?	Category	Mode of voting	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	No. of votes in favour on votes polled	% of votes against on votes polled
								(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
	Promoter and Promoter Group	E-voting	(1) 0	(2) 0	3 = [(2)/(1)]*100 0	(4) 0	(5) 0	0	0
		Poll	15,59,877	15,53,677	99.6	15,53,677	0	100	0
		Postal Ballot (if applicable)	0	0	0	0	0	0	0
		Total	15,59,877	15,53,677	99.6	15,53,677	0	100	0
	Public Institutions	E-voting	0	0	0	0	0	0	0
		Poll	0	0	0	0	0	0	0
		Postal Ballot (if applicable)	0	0	0	0	0	0	0
		Total	0	0	0	0	0	0	0
	Public Non-Institutions	E-voting	0	0	0	0	0	0	0
		Poll	15,21,418	7,74,374	50.9	7,74,374	0	100	0
		Postal Ballot (if applicable)	0	0	0	0	0	0	0
		Total	15,21,418	7,74,374	50.9	7,74,374	0	100	0
		Total	30,81,295	23,28,051	75.55	23,28,051	0	100	0



Resolution required: (Ordinary/Special)

Resolution required: (Ordinary/Special)		Ordinary: Appointment of Mr. Bharwar Lal Baid, who retire by rotation, being eligible, offers himself for re-appointment							
Category	Whether promoter/promoter group are interested in the agenda/resolution?	Mode of voting	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	Yes			% of votes against on votes polled
						No. of votes in favour	No. of votes against	% of votes in favour on votes polled	
			(1)	(2)	3= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group		E-voting	0	0	0	0	0	0	0
		Poll	15,59,877	15,53,677	99.6	15,53,677	0	100	0
		Postal Ballot (if applicable)	0	0	0	0	0	0	0
		Total	15,59,877	15,53,677	99.6	15,53,677	0	100	0
Public Institutions		E-voting	0	0	0	0	0	0	0
		Poll	0	0	0	0	0	0	0
		Postal Ballot (if applicable)	0	0	0	0	0	0	0
		Total	0	0	0	0	0	0	0
Public Non-Institutions		E-voting	0	0	0	0	0	0	0
		Poll	15,21,418	7,74,374	50.9	7,74,374	0	100	0
		Postal Ballot (if applicable)	0	0	0	0	0	0	0
		Total	15,21,418	7,74,374	50.9	7,74,374	0	100	0
Total			30,81,295	23,28,051	75.55	23,28,051	0	100	0



Resolution required: (Ordinary/Special)

Ordinary: Ratification of Re-appointment of M/s A. Natani & Co., Chartered Accountants, as Statutory Auditors of the Company

Whether promoter/promoter group are interested in the agenda/resolution? Category	No				% of votes against on votes polled		
	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour			
Promoter and Promoter Group	(1)	(2)	3= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
	E-voting	0	0	0	0	0	0
	Poll	15,59,877	15,53,677	99.6	15,53,677	0	100
	Postal Ballot (if applicable)	0	0	0	0	0	0
	Total	15,59,877	15,53,677	99.6	15,53,677	100	0
Public Institutions	E-voting	0	0	0	0	0	0
	Poll	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0
	Total	0	0	0	0	0	0
Public Non-Institutions	E-voting	0	0	0	0	0	0
	Poll	15,21,418	7,74,374	50.9	7,74,374	100	0
	Postal Ballot (if applicable)	0	0	0	0	0	0
	Total	15,21,418	7,74,374	50.9	7,74,374	100	0
Total	30,81,295	23,28,051	75.55	23,28,051	0	100	0



Resolution required: (Ordinary/Special)

Ordinary: Consider and approve the Related Party Transactions/ Contract with Crystal Packaging

Category	Mode of voting	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	Yes			% of votes against on votes polled
					No. of votes in favour	No. of votes against	% of votes in favour on votes polled	
		(1)	(2)	3 = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	E-voting	0	0	0	0	0	0	0
	Poll	15,59,877	3,40,961	21.86	3,40,961	0	100	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	15,59,877	3,40,961	21.86	3,40,961	0	100	0
Public Institutions	E-voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non-Institutions	E-voting	0	0	0	0	0	0	0
	Poll	15,21,418	6,87,952	45.22	6,87,952	0	100	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	15,21,418	6,87,952	45.22	6,87,952	0	100	0
Total		30,81,295	10,28,913	33.39	10,28,913	0	100	0



MANOJ MAHESHWARI
COMPANY SECRETARY

(2370 954; 93145 04821 (M) E-mail: cs.vmanda@gmail.com
403, "ROYAL WORLD" S.C ROAD, JAIPUR – 302001.
"USHA – KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR – 302019.

Scrutinizer's Report

To,
Chairman of
7th Annual General Meeting of the Equity Shareholders of Vinayak Polycon International Limited held on Saturday, 20th August, 2016 at 04:00 P.M. at "Parmanand Hall", Ashok Marg, C-Scheme, Jaipur-302001 (Rajasthan).

Dear Sir,

Sub: Consolidated Scrutinizer's Report on Remote E-voting and Polling for 7th Annual General Meeting of Equity Shareholders held on 20th August, 2016.

Pursuant to the resolution passed by the Board of Directors of **VINAYAK POLYCON INTERNATIONAL LIMITED** (hereinafter referred to as "Company") on Thursday, 21st July, 2016, I had been appointed as the scrutinizer for the remote e-voting process and polling to be carried out at the 7th 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 7th 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 Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Regulations"), 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 Regulations, 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 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 E-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 21st July, 2016 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. 13th August, 2016 were entitled to vote on the resolutions contained in the Notice to the 7th AGM of the members of the Company.



MANOJ MAHESHWARI
COMPANY SECRETARY

(2370 954; 93145 04821 (M)

E-mail: cs.vmanda@gmail.com

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The notice of 7th AGM contains the following resolutions:

BUSINESS ITEMS TRANSACTIONED AT THE AGM	TYPE AND DESCRIPTION OF RESOLUTIONS
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 st March, 2016 together with the reports of the Board of Directors and Auditors thereon.
2) Ordinary Resolution: Appointment of Director, liable to retire by rotation at the AGM	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, who retires by rotation at this AGM.
3) Ordinary Resolution: Ratification of appointment of the Statutory Auditors of the Company	Ordinary Resolution under Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014 to ratify the appointment of M/s A. Natani & Co., Chartered Accountants (FRN: 007347C) as Statutory Auditors of the Company.
Special Business	
4) Ordinary Resolution: Approval of Related Party Transactions	Ordinary Resolution under Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Meetings of Board and its powers) Rules, 2014 for approving the related party transaction entered into by the company with M/s Crystal Packaging upto an amount of Rs. 10 Crore (Rupees Ten Crores Only) in any financial year.



MANOJ MAHESHWARI
COMPANY SECRETARY

(2370 954; 93145 04821 (M) E-mail: cs.vmanda@gmail.com
403, "ROYAL WORLD" S.C ROAD, JAIPUR - 302001.
"USHA - KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR - 302019.

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

- 1) That the AGM notice dated 21st July, 2016 under section 101 of the Companies Act, 2013 was dispatched to 574 (Five Hundred and Seventy Five) shareholders by means of courier and 200 (Two Hundred) shareholders by electronic means via e-mail on or before 26th July, 2016. As confirmed by management, there were no such envelopes containing notice of AGM which were returned undelivered and there was 1 (One) e-mail which was bounced back and notice was delivered to such shareholder physically.
- 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 27th July, 2016 in "The Financial Express", English newspaper in English language and on 28th July, 2016 in "Jansatta" vernacular language newspaper in vernacular language, informing about the completion of the dispatch of the AGM notices, by means of courier 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, 17th August, 2016 at 09.00 A.M. and ended on Friday, 19th August, 2016 at 05.00 P.M.
- 4) The members of the Company as on the cut-off date i.e. Saturday, 13th August, 2016 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 thereafter the votes cast through remote e-voting were unblocked 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 13th August, 2016, were 30,81,295. As on cut-off date, out of 774 (Seven Hundred and Seventy Four) shareholders, nil shareholders have exercised their votes through remote e-voting and 25 (Twenty Five) 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:



MANOJ MAHESHWARI
COMPANY SECRETARY

(2370 954; 93145 04821 (M) E-mail: cs.vmanda@gmail.com
403, "ROYAL WORLD" S.C ROAD, JAIPUR - 302001.
"USHA - KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR - 302019.

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

Total No. of Shareholders	774		
Total No. of Shares	30,81,295		
Remote E-voting Period	17 th August, 2016 to 19 th August, 2016		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	0	0
Total Votes cast through Polling at AGM	B	25	23,28,051
Grand Total of remote e-voting / Polling at AGM (A+B)	C	25	23,28,051
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	0	0
Net remote e-voting/ Polling at AGM (C-D)	E	25	23,28,051

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 is no case where the shareholder has voted both through remote e-voting and polling at AGM.

SUMMARY OF VOTING

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	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)]*100
Promoter and Promoter group	15,59,877	15,53,677	99.60	15,53,677	--	100	--
Public institutional holders	--	--	--	--	--	--	--
Public-others	15,21,418	7,74,374	50.90	7,74,374	--	100	--
Total	30,81,295	23,28,051	75.55	23,28,051	--	100	--

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 21st July, 2016 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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COMPANY SECRETARY

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Item No 2: Ordinary Resolution for appointment of Director, retired by rotation at the AGM

Total No. of Shareholders	774		
Total No. of Shares	30,81,295		
Remote E-voting Period	17 th August, 2016 to 19 th August, 2016		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	0	0
Total Votes cast through Polling at AGM	B	25	23,28,051
Grand Total of remote e-voting / Polling at AGM (A+B)	C	25	23,28,051
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	0	0
Net remote e-voting/ Polling at AGM (C-D)	E	25	23,28,051

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 is no case where the shareholder has voted both through remote e-voting and polling at AGM.

SUMMARY OF VOTING

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)] *100	No. of votes in Favour (4)	No. of Votes against(5)	% of votes in favour on votes polled (6)=[(4)/(2)]*1 00	% of votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter group	15,59,877	15,53,677	99.60	15,53,677	--	100	--
Public institution al holders	--	--	--	--	--	--	--
Public- others	15,21,418	7,74,374	50.90	7,74,374	--	100	--
Total	30,81,295	23,28,051	75.55	23,28,051	--	100	--

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 21st July, 2016 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



MANOJ MAHESHWARI
COMPANY SECRETARY

T 2370 954; 93145 04821 (M) E-mail: cs.vmanda@gmail.com
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Item No 3: Ordinary Resolution for Ratification of Appointment of Statutory Auditors

Total No. of Shareholders	774		
Total No. of Shares	30,81,295		
Remote E-voting Period	17 th August, 2016 to 19 th August, 2016		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	0	0
Total Votes cast through Polling at AGM	B	25	23,28,051
Grand Total of remote e-voting / Polling at AGM (A+B)	C	25	23,28,051
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	0	0
Net remote e-voting/ Polling at AGM (C-D)	E	25	23,28,051

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 is no case where the shareholder has voted both through remote e-voting and polling at AGM.

SUMMARY OF VOTING

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	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)]*100
Promoter and Promoter group	15,59,877	15,53,677	99.60	15,53,677	--	100	--
Public institutional holders	--	--	--	--	--	--	--
Public-others	15,21,418	7,74,374	50.90	7,74,374	--	100	--
Total	30,81,295	23,28,051	75.55	23,28,051	--	100	--

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, 142 of the Companies Act, 2013 as set out in the notice of AGM dated 21st July, 2016 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



MANOJ MAHESHWARI
COMPANY SECRETARY

(2370 954; 93145 04821 (M)

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Item No 4: Ordinary Resolution for approval of related party transactions

Total No. of Shareholders	774		
Total No. of Shares	30,81,295		
Remote E-voting Period	17 th August, 2016 to 19 th August, 2016		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	0	0
Total Votes cast through Polling at AGM	B	25	23,28,051
Grand Total of remote e-voting / Polling at AGM (A+B)	C	25	23,28,051
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	13	12,99,138
Net remote e-voting/ Polling at AGM (C-D)	E	12	10,28,913

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 is no case where the shareholder has voted both through remote e-voting and polling at AGM.
- iv. Invalid votes include votes cast by Related Parties on this resolution.

SUMMARY OF VOTING

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outsta nding shares (3)=[(2)/(1)] *100	No. of votes in Favour (4)	No. of Votes again st(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	3,40,961	21.86	3,40,961	--	100	--
Public institution al holders	--	--	--	--	--	--	--
Public- others	15,21,418	6,87,952	45.22	6,87,952	--	100	--
Total	30,81,295	10,28,913	33.39	10,28,913	--	100	--

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 188 of the Companies Act, 2013 as set out in the notice of AGM dated 21st July, 2016 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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COMPANY SECRETARY

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I further report that as per the AGM notice dated 21st July, 2016, 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


CS Manoj Maheshwari
Scrutinizer
FCS: 3355



For Vinayak Polycon International Limited


Bharat Kumar Baid
Chairman
DIN: 00212506

Place: Jaipur
Date: 22nd August, 2016