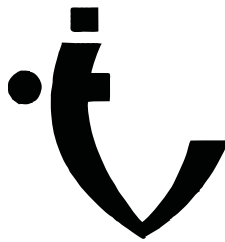


**6<sup>th</sup> ANNUAL REPORT**  
**2014-2015**



**VINAYAK POLYCON International Ltd.**



<b>Contents</b>	<b>Page Nos.</b>
Financial Highlights	2
Notice	3-9
Directors' Report	10-33
Independent Auditors' Report	34-35
Annexure to Independent Auditors' Report	36-37
Balance Sheet	38
Statement of Profit & Loss	39
Cash Flow Statement	40
Notes forming part of the Financial Statement	41-52
Proxy Form	53
Route Map	Back Cover

**Board of Directors**

**Bhanwar Lal Baid** (DIN: 00212003)  
Chairman

**CA Bharat Baid** (DIN: 00212506)  
Managing Director

**CA Vikram Baid** (DIN: 00217347)  
Executive Director

**Mrs. Anima Bordia** (DIN: 06941148)  
Independent and Non-Executive Director

**CA Niraj Nahata** (DIN: 06830067)  
Independent and Non-Executive Director

**CA Pawan Nahata** (DIN: 06945991)  
Independent and Non-Executive Director

Key Managerial Personnel

**CA Bharat Baid**  
Chief Executive Officer and Managing Director

**CA Vikram Baid**  
Chief Financial Officer and Compliance Officer

**Rashmi Agarwal**  
Company Secretary

**Statutory Auditors**  
A. Natani & Co.  
Chartered Accountants  
Room 7, Samod Tower  
II Floor, Dudu Bagh  
S.C.Road, Jaipur

**Board Committees**

**Audit Committee**  
Mrs. Anima Bordia  
Mr. Niraj Nahata  
Mr. Pawan Nahata

**Nomination and Remuneration Committee**  
Mrs. Anima Bordia  
Mr. Niraj Nahata  
Mr. Pawan Nahata

**Stakeholders' Relationship Committee**  
Mrs. Anima Bordia  
Mr. Niraj Nahata  
Mr. Pawan Nahata

**Risk Management Committee**  
Mr. Vikram Baid  
Mr. Bhanwar Lal Baid  
Mrs. Anima Bordia

**Secretarial Auditor**  
V.M. & Associates  
Company Secretaries  
403, Royal World  
Sansar Chand Road  
Jaipur

**Registrar and Share Transfer Agent**  
M/s MAS Services Limited  
T-34 2nd Floor, Okhla Industrial Area, Phase-II, New  
Delhi-110020,  
Phone No: 91-11-26387281-13, Fax:-91-11-26387384  
Email: -info@masserv.com

**Principal Bankers**  
Indian Overseas Bank

**Registered and Correspondence Office**  
312, Navjeevan Complex, 29, Station Road, Jaipur- 302 006 (Rajasthan), India  
Phone No: 91-141-2377007, Fax:-91-141-2378830, Email: - investor@vinayakpolycon.com  
Website: - www.vinayakpolycon.com CIN : L25209RJ2009PLC030620

**Unit-1**  
16, Pandur Village, Kayarambedu Post, Via Guduvanchery Dist. Kanchipuram - 603202,  
TAMIL NADU

**Unit-2**  
H-13-14, Heerawala Industrial Area, Kanota, Jaipur-303012, Rajasthan



## FINANCIAL HIGHLIGHTS

**For the Year Ended 31st March:**

Particulars	(Amount Rs. In Lac)					
	2010	2011	2012	2013	2014	2015
<b>PROFIT &amp; APPROPRIATIONS</b>						
Sale & Other Income	0.00	1388.03	1357.76	1821.13	1942.86	1712.83
Profit Before Depreciation & Tax	0.00	116.52	105.58	108.64	102.74	92.90
Depreciation	0.00	109.80	95.33	100.78	90.50	76.52
Profit before Tax	0.00	6.72	10.25	7.86	12.24	16.38
Taxation	0.00	1.55	3.18	2.94	3.46	5.02
Profit After Tax	0.00	5.17	7.07	4.92	8.78	11.36
Dividend	0.00	0.00	0.00	0.00	0.00	0.00
Earning per Share	0.00	0.17	0.23	0.16	0.28	0.37
\						
<b>ASSETS EMPLOYED</b>						
Fixed Assets Gross	0.00	950.27	998.75	1058.29	1021.56	1022.78
Depreciation	0.00	289.02	383.35	484.13	553.17	630.57
Net	0.00	661.25	615.40	574.16	468.39	392.21
Capital work in progress	0.00	0.00	1.50	0.00	0.00	0.00
Investment	0.00	0.00	0.00	0.00	0.00	0.00
Net Current Assets	4.47	478.93	102.07	125.91	124.26	149.14
Miscellaneous Expenditure	2.11	4.64	3.70	2.78	1.85	0.93
	<b>6.58</b>	<b>1144.82</b>	<b>722.67</b>	<b>702.85</b>	<b>594.50</b>	<b>542.28</b>
<b>FINANCED BY</b>						
Equity Shares	5.00	308.12	308.13	308.13	308.13	308.13
Reserve & Surplus	0.00	35.58	42.64	47.56	56.34	66.81
Loan Funds	1.58	771.51	342.13	318.90	205.07	146.67
Deferred Tax Liability	0.00	29.61	29.77	28.26	24.96	20.67
	<b>6.58</b>	<b>1144.82</b>	<b>722.67</b>	<b>702.85</b>	<b>594.50</b>	<b>542.28</b>

**(VINAYAK POLYCON INTERNATIONAL LIMITED)**

(CIN: L25209RJ2009PLC030620)

Registered Office: 312, Navjeevan Complex, 29, Station Road, Jaipur-302006

Email: investor@vinayakpolycon.com, Website: www.vinayakpolycon.com

Phone: 0141-2377007, Fax: 0141-2378830

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT THE SIXTH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF VINAYAK POLYCON INTERNATIONAL LIMITED will be held at "Parmanand Hall", Ashok Marg, C-Scheme, Jaipur-302001 on Saturday, 26th September, 2015 at 4.00 P.M. to transact the following businesses:

**ORDINARY BUSINESS:**

1. To consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2015 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Bhanwar Lal Baid (DIN 00212003), who is liable to retire by rotation and being eligible offers himself for re-appointment.
3. To ratify the appointment of M/s. A. Natani & Co., Chartered Accountants (ICAI Registration No. 007347C) as statutory auditors of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment (s) thereof for the time being in force) and pursuant to the resolution passed by the members of Company in 5th Annual General Meeting held on 6th September, 2014, the appointment of M/s. A. Natani & Co., Chartered Accountants, Jaipur (Firm Reg. No. 007347C) as Statutory Auditors of the Company to hold office till the conclusion of 10th Annual General Meeting of the Company to be held in the calendar year 2019 be and is hereby ratified (for the F.Y. 2015-16) at such remuneration plus Service Tax as applicable, out of pocket expenses, travelling expenses, etc., as may be mutually agreed between the Board of Directors of the Company in accordance with the recommendation of the audit Committee with the Auditors."

**SPECIAL BUSINESS:**

4. Approval of Related Party Transactions under Section 188 of Companies Act, 2013

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

"RESOLVED THAT pursuant to the provisions of 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 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (hereinafter referred to as 'the Act'), and pursuant to Articles of Association and all other provisions of applicable law / rules, consent of members of the Company be and is hereby accorded to the Board of Directors of the Company, {hereinafter referred to as the "Board", which term shall include any committee constituted by the Board of Directors of the Company or any person (s) authorised by the Board to exercise the power conferred on the Board of Directors of the Company by this resolution} for entering into purchase and sale contract with Crystal Packaging, upto an amount of Rs. 10 Crores ( Rupees Ten Crores Only) during any financial year."

RESOLVED FURTHER THAT the Board be and is hereby authorized to take from time to time all decisions and steps necessary or expedient or proper in respect of the above Purchase and sale and further including variation of such timing, amount, terms, conditions etc., as it may, in its absolute discretion, deem appropriate for the purpose of giving effect to this Resolution."

5. Revision in Remuneration of Mr. Vikram Baid, Executive Director of the Company

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

"RESOLVED THAT in partial modification of Resolution No. 7 passed at the Annual General Meeting of the Company held on 6th September, 2014 for the appointment and terms of remuneration of Mr. Vikram Baid, Executive Director of the Company and pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules

made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule V to the Act, consent of the members of the Company be and is hereby accorded to the 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 (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with authority to the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to fix his salary within such maximum amount, increasing thereby, proportionately, all benefits related to the quantum of salary, with effect from 1st April 2015 for the remainder of the tenure of his contract, as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

6. Revision in Remuneration of Mr. Bharat Kumar Baid, Managing Director of the Company

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

"RESOLVED THAT in partial modification of Resolution No. 8 passed at the Annual General Meeting of the Company held on 6th September, 2014 for the appointment and terms of remuneration of Mr. Bharat Kumar Baid, Managing Director of the Company and pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule V to the Act, consent of members of the Company be and is hereby accorded to the 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 (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with authority to the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any

Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to fix his salary within such maximum amount, increasing thereby, proportionately, all benefits related to the quantum of salary, with effect from 1st April 2015 for the remainder of the tenure of his contract, as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

**By Order of the Board  
For Vinayak Polycron International Limited**

**Date: 14.08.2015**

**Place: Jaipur**

**Sd/-**

**VIKRAM BAID**

**WHOLE TIME DIRECTOR**

**DIN No. 00217347**

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY (A Copy of the Proxy Form is attached at the last Page of Annual Report). THE INSTRUMENT APPOINTING A PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE AGM.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT 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 A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. Corporate members intending to send their authorized representative to attend the AGM are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote at the AGM on



their behalf.

3. 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.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Sunday, 20th September, 2015 to Saturday, 26th September, 2015 (both days inclusive) for the purpose of AGM.
5. The Register of Directors and Key Managerial Personnel (KMP) and their shareholding and Register of Contracts or Arrangements in which Directors are interested maintained under Sections 170 and 189 of the Companies Act, 2013 respectively will be available for inspection by the members at AGM.
6. Members are requested to:
  - a) Notify the change in address if any, with Pin Code numbers immediately to the Company (in case of shares held in physical mode).
  - b) Bring their copy of the Annual Report and Attendance Slip with them at the AGM.
  - c) Quote their Regd. Folio Number/DP and Client ID Nos. in all their correspondence with the Company or its Registrar and Share Transfer Agent.
7. Members are requested to send their demat/remat applications, request for share transfers, intimation of change of address and other correspondence to the Company's Registrar and Transfer Agent (RTA):-

MAS Services Limited, (Registrars & Share Transfer Agents),  
T-34, 2nd Floor, Okhla Industrial Area,  
Phase-II,  
New Delhi-110 020  
Ph:-26387281/82/83  
Fax:-26387384  
Email:-info@masserv.com  
Website: www.masserv.com

8. Non-Resident Indian Members are requested to inform Registrar and Share Transfer Agent of the Company in any case change in their residential status on return to India for permanent settlement, particulars of their bank account maintained in India with complete name, branch account type, account number and address of

the bank with pin code number, if not furnished earlier.

9. In terms of Articles of Association of the Company read with Section 152 of the Companies Act, 2013 Mr. Bhanwar Lal Baid (DIN: 00212003) Director of the company, retires by rotation at the ensuing meeting & being eligible, offers himself for re-appointment. The Board of Directors of the Company recommends his re-appointment.
10. A statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is annexed hereto.
11. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participants with whom they are maintaining demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Transfer Agent.
12. Members who hold shares in the physical form in the multiple folios in identical names or joint holdings in the same order of names are requested to send the Share Certificate to MAS Services Ltd., RTA, for consolidation into single folio.
13. The Notice of AGM along with the Annual Report 2014-15 is being sent by electronic mode to those members whose email address is registered with the Company / Depositories, unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies are being sent by the permitted mode.
14. The Members, who have not registered their email address so far, are requested to register their e-mail address for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company electronically.
15. Relevant documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during business hours on all working days upto the date of the AGM.



16. Annual Report and AGM Notice is available at the website of the Company at [www.vinayakpolycon.com](http://www.vinayakpolycon.com) under 'Financials' tab.
17. Members desirous of getting any information about the accounts and/or operation of the Company are requested to write to the Company at least seven days before the date of meeting to enable us to keep the information ready at the meeting.
18. The Company has engaged the services of National Securities Depository Limited (NSDL) as Agency & Mas Services Limited (RTA) to provide e-voting facility.
19. In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014 and substituted by The Companies (Management and Administration) Amendment Rules, 2015 & Clause 35B of the Listing Agreement, the Company is offering remote e-voting facility to the members to enable them to cast their votes electronically from a place other than the venue of the AGM ('remote e-voting') provided by NSDL. Please note that remote e-voting is optional and not mandatory.
20. The facility for voting through polling paper shall be made available at the AGM & members who have not already cast their vote by remote e-voting shall be able to exercise their right at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
21. Remote e-voting facility would remain open from Wednesday, 23rd September, 2015 (9.00 A.M.) to Monday, 25th September, 2015 (5.00 P.M.). During this period, shareholders of the company holding shares either in the physical form or in dematerialized form, as on the cut-off date of 19th September, 2015, may cast their vote electronically. The E-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is casted by the shareholder, the shareholder shall not be allowed to change it subsequently.
22. The voting right of The members shall be in the proportion to the equity shares held by them in the paid up equity share capital of the Company as on 19th September, 2015 ('cut-off date').
23. CS Manoj Maheshwari, FCS 3355, Practicing Company Secretary, Jaipur has been appointed as a scrutinizer to scrutinize the remote e -voting & poll process to be carried out at the AGM in a fair and transparent manner.
24. A person who has acquired shares & become a member of the company after the dispatch of notice of AGM & holding shares as of cut-off date, may obtain the login ID & password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if the person is already registered with the NSDL for remote e-voting then the existing user ID & password can be used for casting vote. The instructions for members relating to remote e-voting which inter alia would contain details about user ID & password are provided separately along with Annual Report.

**THE PROCEDURE AND INSTRUCTIONS FOR E-VOTING FOR THE 6TH ANNUAL GENERAL MEETING ARE PRODUCED HERE UNDER FOR REFERENCE:**

- I. In case of Members receiving e-mail from NSDL (For those members whose e-mail addresses are registered with Company/Depositories):
  - a. Open e-mail and open PDF file viz "VPIL-remote e-Voting.pdf" with your client ID or Folio No. as password containing your user ID and password for remote e-voting. Please note that the password is an initial password.
  - b. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>.
  - c. Click on Shareholder-Login.
  - d. Put user ID and password as initial password noted in step (a) above. Click Login.
  - e. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - f. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
  - g. Select "EVEN" of "**Vinayak Polycron International Limited**".
  - h. Now you are ready for remote e-voting as Cast Vote page opens.



- i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - j. Upon confirmation, the message "Vote casted successfully" will be displayed.
  - k. Once you have voted on the resolution, you will not be allowed to modify your vote.
  - l. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [cs@vmandaonline.com](mailto:cs@vmandaonline.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- II. In case of Members receiving Physical copy of Notice of 6th Annual General Meeting (for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy)
- a. Initial password is provided in the box overleaf.
  - b. Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote.
- A. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- B. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- C. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- D. 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 19th September, 2015.
- E. Any person, who acquires shares and becomes member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. 19th September, 2015, may also obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or RTA, MAS Services Limited.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
- F. 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.
- G. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- H. CS Manoj Maheshwari, Practicing Company Secretary (Membership No. FCS- 3355 & CP No. 1971), Partner, M/s. V.M. & Associates, Company Secretaries has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the remote e-voting and polling process in a fair and transparent manner.
- I. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- J. 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 3 (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.
25. The final results including the Remote e-voting & poll results of the AGM shall be declared within three days from the conclusion of the AGM. The final results along with the scrutinizer's report



shall be placed on the Company's website [www.vinayakpolycon.com](http://www.vinayakpolycon.com) immediately after the result is declared by the Chairman & also on the website of NSDL at <https://www.evoting.nsdl.com/> and shall be communicated to the concerned stock exchange.

### **EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

#### **Item No. 4: Approval of Related Party Transaction under Section 188 of Companies Act, 2013**

The Companies Act, 2013 and Listing Agreement aim to ensure transparency in the transactions and dealings between the related parties of the company. The provisions of section 188 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Second Amendment Rules, 2014 that governs the related party transactions require that for entering into any contract or arrangement prior approval of Audit Committee and Board of Directors shall be obtained. Further such types of related parties transactions, if exceeds the amount as may be prescribed under the relevant provisions, the shareholders' approval by passing special resolution is required.

In the light of provisions of the Companies Act, 2013 read with rules made there under, the Audit Committee and Board of Directors of your company has approved the proposed transactions that your company may enter into with related parties.

The Particulars of the transaction such as - Name of Related parties, Monetary Value, Name of Director or KMP's, if any, and nature of relationships etc in pursuance to Section 188 of the Companies Act, 2013 read with rules made there under are as under:

- (a) Name of the Related Party: M/s Crystal Packaging
- (b) Name of the Directors interested: Mr. Bhanwar Lal Baid, Mr. Bharat Kumar Baid and Mr. Vikram Baid
- (c) Nature of Relationship: M/s Crystal Packaging is a partnership firm in which Relative of Directors is partner.
- (d) Nature, material terms, monetary value and particulars of the contract or arrangement:

Nature: Purchase and sale contract

Material Terms: Purchase of Manufactured Products

& Raw Material from M/s Crystal Packaging and Sale of Scrap to Crystal Packaging

Monetary Value: Upto maximum of Rs. 10 Crore in a financial year.

Particulars of Contract or Arrangement: Purchase of plastic bottles at the rate prevalent in the market at the time of purchase.

- (e) Any other information: All the terms of transactions are on arm's length basis and all factors relevant to the contract have been considered and approved by the Audit Committee and the Board of Directors.

Memorandum of Interest: Mr. Bhanwar Lal Baid, Mr. Bharat Kumar Baid and Mr. Vikram Baid, are interested in the aforementioned firm and concerned and interested in the Resolution. They did not participate in the Board Meeting when this matter was discussed.

The Transactions with above related party are in ordinary course of business. These transactions are of continuous in nature and are not for a specific period.

The members are further informed that no member(s) of the company being a related party or having any interest in the resolution as set out at item No. 4 shall be entitled to vote on this special resolution.

Other than Mr. Bhanwar Lal Baid, Mr. Bharat Kumar Baid and Mr. Vikram Baid, none of the Directors and KMP of the company or their relatives are concerned or interested financially or otherwise in the aforesaid resolution as special resolution.

The Board of Directors recommends the resolution set forth in item No. 4 for approval of members as special resolution.

#### **Item No. 5: Revision in Remuneration of Mr. Vikram Baid, Executive Director**

At the 5th Annual General Meeting held on 6th September, 2014, the Members of the Company had approved of the appointment and terms of remuneration of Mr. Vikram Baid as Executive Director of the Company for a period of 5 years from 1st April, 2014, including inter alia salary upto a maximum of ? 2,00,000 per month, with authority to the Board to fix his salary within the above mentioned scale. It is proposed to revise the maximum basic salary payable to Mr. Vikram Baid to Rs. 4,00,000 per month with effect from 1st April, 2015 for the



remainder of his term upto 31st March, 2019 with proportionate increase in the benefits related to his salary, subject to the approval of the Members of the Company.

Mr. Vikram Baid is B. Com (Hons.), MBF and ACA. He has an overall rich experience of approx. 15 years in plastic industry. Mr. Vikram Baid, Promoter Director of the Company, is performing very well with his vast experience. He is putting in all the efforts to get the business at heights. In view of extra ordinary services rendered by him, the Board of Directors, subject to the approval of shareholders decided to increase his basic salary to a maximum of Rs. 4,00,000 p.m. w.e.f. 01.04.2015.

The aggregate of the remuneration as aforesaid shall be within the maximum limits as laid down under Section 197 and all other applicable provisions, if any, of the Act read with Schedule V to the Act, as amended and as in force from time to time. All other terms and conditions of appointment of Mr. Vikram Baid as Executive Director of the Company, as approved at the AGM of the Company held on 6th September, 2014, remain unchanged.

In compliance with the provisions of Sections 196 and 197 read with Schedule V to the Act, the revised terms of remuneration of Mr. Vikram Baid are now being placed before the Members for their approval.

Being relative of Mr. Vikram Baid, Mr. Bharat Kumar Baid and Mr. Bhanwar Lal Baid are interested in this Resolution. Except these none of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution at **Item No. 7** of the accompanying Notice.

The Board of Directors recommends the resolution set forth in **item No. 7** for approval of members as special resolution.

**Item No. 6: Revision in Remuneration of Mr. Bharat Kumar Baid, Managing Director**

At the 5th Annual General Meeting held on 6th September, 2014, the Members of the Company had approved of the appointment and terms of remuneration of Mr. Bharat Kumar Baid as Managing Director of the Company for a period of 5 years from 1st April, 2014, including inter alia salary upto a maximum of ₹ 2,00,000 per month, with authority to the Board to fix his salary within the above mentioned scale. It is proposed to revise the maximum basic salary payable to Mr. Bharat Kumar Baid to Rs. 4,00,000 per month with effect from 1st April, 2015 for

the remainder of his term upto 31st March, 2019 with proportionate increase in the benefits related to his salary, subject to the approval of the Members of the Company.

Mr. Bharat Baid is B. Com, FCA and having rich experience of about 40 years of plastic industry. Mr. Bharat Baid, promoter & Director of the Company since inception, have a considerable amount of experience in the diversified businesses. Under his guidance and control, Company has been able to survive efficiently inspite of the competitive market scenario. In view of the capabilities and efforts put in by him, the Board of Directors, subject to the approval of shareholders decided to increase his basic salary to a maximum of Rs. 4,00,000 p.m. w.e.f. 01.04.2015.

The aggregate of the remuneration as aforesaid shall be within the maximum limits as laid down under Section 197 and all other applicable provisions, if any, of the Act read with Schedule V to the Act, as amended and as in force from time to time. All other terms and conditions of appointment of Mr. Bharat Kumar Baid as Managing Director of the Company, as approved at the AGM of the Company held on 6th September, 2014, remain unchanged.

In compliance with the provisions of Sections 196 and 197 read with Schedule V to the Act, the revised terms of remuneration of Mr. Bharat Kumar Baid are now being placed before the Members for their approval.

Being relative of Mr. Vikram Baid, Mr. Bharat Kumar Baid and Mr. Bhanwar Lal Baid are interested in this Resolution. Except these none of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution at **Item No. 8** of the accompanying Notice.

The Board of Directors recommends the resolution set forth in **item No. 8** for approval of members as special resolution.

**By Order of the Board  
For Vinayak Polycron International Limited**

**Date: 14.08.2015  
Place: Jaipur**

**Sd/-  
VIKRAM BAID  
WHOLE TIME DIRECTOR  
DIN No. 00217347**

**BOARD'S REPORT**

To,  
The members,  
Vinayak Polycron International Limited

Your Directors have pleasure to present their Sixth Annual Report on the business and operations of the Company along with the Audited Financial Statements for the financial year ended on 31st March, 2015.

**FINANCIAL RESULTS (Standalone):**

The financial performance of the company for the year ended March 31, 2015 is summarized below:

(Amount in Lacs)

<b>Particulars</b>	<b>Year ended 31.03.2015</b>	<b>Year ended 31.03.2014</b>
Sales		
Domestic	1711.41	1940.33
Export	0.00	0.00
Other Revenue	1.42	2.53
<b>Total</b>	<b>1712.83</b>	<b>1942.86</b>
Profit Before Interest & depreciation	252.49	274.30
Less: Financial Cost	40.92	67.93
Profit Before depreciation	211.57	206.37
Less: Depreciation	76.51	90.50
Profit/(loss) Before exceptional item	135.06	115.87
Profit Before Tax	16.38	12.24
Less: Deferred Tax Liability	5.02	3.46
<b>Profit/(Loss) After Tax</b>	<b>11.36</b>	<b>8.78</b>

**1. Performance Review**

Financial information is presented in accordance with the Accounting Standards (AS). Our reporting currency is Indian Rupees (INR).

**Total revenue including other income**

The company is engaged in the manufacture of Plastic containers and closures. The net receipts from Operations during the year under review were Rs. 1712.83 Lacs as against Rs. 1942.86 Lacs in the previous year.

The products manufactured by the Company are of bulk nature in size and hence, the fall in turnover was due to sharp increase in transportation cost and local availability of cheaper alternatives to the buyer.

**Net Profit**

The Company reported record profits of 11.36 Lacs for the year, an increase of 29.38% from the previous year.

**Credit Rating and Liquidity**

CRISIL has reaffirmed the Company's long-term rating of SME-3. The Company's strong financial risk profile is driven by its sustained strong liquidity and conservative capital structure as well as its integrated operations and highly competitive cost position.

**2. Dividend**

In view of future working and expansion projects of the Company, your Directors do not recommend payment of any dividend for the year ended 31st March, 2015.

**3. Reserves**

The Board has not proposed transfer of any amount to General Reserve. Whole profit of the Company during the year i.e. Rs. 11.36 Lacs is transferred to the profit & loss a/c for the F.Y. 2014-15, in compliance with the relevant provisions of the Companies Act, 2013.

**4. Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report**

In order to expand business and conquer the northern part of Country, the Company has established a new factory at Kanota, Jaipur with effect from 1st April, 2015. For this purpose Company has taken on rent Land, Building, Plant & Machinery from M/s Jai Sinter Polycon Private Ltd. to take advantage of supplying material to institutional buyers located nearer to Jaipur.

**5. Significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future**

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

**6. Fixed deposits**

During the Financial Year 2014-15, Your Company has not invited, accepted or renewed any deposits from the public within the meaning of Section 73 and 74 of the Companies Act, 2013 read together with The Companies (Acceptance of Deposit) Rules, 2014.

**7. Auditors and Auditors' Report****A. Statutory Auditors**

At the Annual General Meeting held on September 06, 2014, M/s A. Natani & Co., Chartered Accountants, Jaipur (FRN: 007347C) were appointed as statutory auditors of the Company to hold office till the conclusion of the tenth Annual General Meeting. In terms of the first proviso to Section 139 of the Companies Act, 2013, the appointment of the auditors shall be placed for ratification at every Annual General Meeting. Accordingly, the appointment of A. Natani & Co., Chartered Accountants, as statutory auditors of the Company, is placed for ratification by the shareholders. As required under the provisions of Section 139 of the Companies Act, 2013, the Company has obtained a written certificate from the above mentioned Auditors to the effect that they conform with the limits specified in the said Section and that they are not disqualified for appointment within the meaning of Section 141 of the said Act.

There is no reservation, qualification or adverse remark contained in the Statutory Auditors' Report attached to Balance Sheet as at 31st March, 2015. Information referred in Auditors' Report are self-explanatory and do not call for any further comments.

As required under clause 41 of Listing Agreement, the Auditors have also confirmed that they hold a valid certificate issued by the peer review Board of ICAI.

**B. Secretarial Auditor**

As per the provisions of Section 204 of Companies Act 2013 read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every listed company is required to annex with its Board's Report, a Secretarial Audit Report given by a Company Secretary in practice. The Board had appointed M/s V.M. & Associates, Practising Company Secretary, Jaipur (FRN: P1984RJ039200) to conduct Secretarial Audit for the financial year 2014-15.

The Secretarial Audit Report for the financial year 2014-15 is attached herewith as **Annexure 1**. There is no reservation, qualification or adverse remark contained in the Secretarial Auditor Report. Information



referred in Secretarial Auditor Report are self-explanatory and don't call for any further comments.

The Board of Directors have re-appointed M/s V. M. & Associates, Company Secretaries, Jaipur (FRN: P1984RJ039200) as Secretarial Auditor of Company for the financial year 2015-16.

### **C. Cost Auditor**

Pursuant to Cost Record & Audit Rules, 2014 notified on 31st December, 2014, the products manufactured by the Company are not covered in Cost Audit w.e.f financial year 2014-15. Hence, the requirement of cost audit is not applicable to the Company.

### **D. Internal Auditor**

Pursuant to Section 138 of the Companies Act 2013, every Listed Company is required to appoint an Internal Auditor or a firm of Internal Auditors.

In line with this requirement, the Board of Directors has appointed Mr. Vikram Baid as Internal Auditor of the Company for the financial year 2014-15.

The Board of Directors have re-appointed Mr. Vikram Baid as Internal Auditor of the Company for the financial year 2015-16.

### **8. Capital Structure**

During the F.Y. 2014-15 there is no change in capital structure of the Company and paid up share capital of the Company stands at Rs. 3,08,12,950/- (Three crore eight lacs twelve thousand nine hundred and fifty).

### **9. Extract of the annual return**

Extract of the Annual Return in Form MGT-9 containing details as on the financial year ended 31st March, 2015, as required under Section 92 (3) of the Companies Act, 2013, read with the Companies (Management and Administration) Rules 2014, is included in the Report as **Annexure 2**.

### **10. Conservation of energy, technology absorption and foreign exchange earnings and outgo**

The information related to conservation of energy, as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8 (3) of the Companies (Accounts) Rules, 2014 is as follows:

#### **A. Conservation of energy**

The operations of the Company are not energy intensive. We regularly evaluate and use new energy efficient technologies and make necessary investment in these equipment to make our infrastructure more energy efficient. The Company has taken significant measures to reduce the energy consumption by the following means:

- a) The Company has increased the consumption of electricity and reduced the consumption of Fuel as much as possible so that carbon foot-print of your company is reduced.
- b) The company is aggressively replacing normal and Halogen lamps with LED lights to save electricity. All the lights in factory are now replaced wherever possible.

#### **B. Technology Absorption**

- a) The company buys latest technology molds and machine parts from its suppliers to keep itself competitive and updated to latest technology available for its production processes.
- b) The above results in reduction in down time, cycle time and repair costs. The company is always updated in terms of production process and technologies.

#### **C. Foreign Exchange earnings and outgo**

There was no Foreign Exchange earnings and outgo in the company during the financial year.

### **11. Corporate Social Responsibility (CSR)**

Your company does not come under the purview of Corporate Social Responsibility. But being a good Corporate Citizen, your company has carried out repair & maintenance of the village road near its factory so



that the villagers can have better access to public transport mechanism.

## **12. Directors**

### **A. Changes in Directors and Key Managerial Personnel**

On the recommendation of the Nomination & Remuneration Committee, the Board appointed Ms. Rashmi Agarwal (Membership No.: A39114), member of Institute of Company Secretary of India, Company Secretary of the Company w.e.f. 10th April, 2015.

During the period under review, Mr. Bhanwar Lal Baid, Director of the Company liable to retire by rotation and being eligible offers himself for re-appointment in 5th Annual General Meeting held on 06th September, 2014.

In accordance with the provisions of the Companies Act, 2013 and in terms of the Memorandum and articles of Association of the Company, all three Independent Directors can not retire by rotation and as per terms of Appointment of Mr. Vikram Baid and Mr. Bharat Kumar Baid, they can not be retire by rotation so only director left is Mr. Bhanwar Lal Baid. Mr. Bhanwar Lal Baid, Director of the Company retire by rotation and being eligible, offer himself for re-appointment.

A brief resume of Mr. Bhanwar Lal Baid, proposed to be appointed is included in the Notice of Annual General Meeting. The Board recommends his re-appointment.

The Board of Directors designated the following persons as Key Managerial Personnel (KMP) in terms of requirements of Section 203 of the Companies Act, 2013:

Mr. Bharat Kumar Baid - Chief Executive Officer & Managing Director

Mr. Vikram Baid - Chief Financial Officer

Ms. Rashmi Agarwal - Company Secretary

### **B. Declaration by an Independent Director(s) and re-appointment, if any**

In compliance with the provision of Section 149 & 152 and schedule IV and other applicable provision, if any, of the Companies Act, 2013 read with (Appointment and Qualification of Directors) rules 2014, Mrs. Anima Bordia, Mr. Niraj Nahata and Mr. Pawan Nahata were appointed as Independent Directors on 14th July, 2014 for a term of 5 years from 14th July, 2014 to 31st March, 2019.

All Independent Directors of the Company have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013. The terms & conditions for the appointment of Independent Directors are available on the website of the Company, <http://vinayakpolycon.com/node/29>.

### **C. Formal Annual Evaluation**

Schedule IV to the Companies Act, 2013, mandates that the Board shall monitor and review the Board evaluation framework. The Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and individual directors. Schedule IV of the Companies Act, 2013, states that the performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated. The Board has carried out an annual performance evaluation of its own performance, that of its Committees and individual Directors. None of the independent directors are due for re-appointment.

### **D. Criteria for performance evaluation of Independent Directors and the Board**

As per the provisions of Schedule IV to the Companies Act, 2013, the Nomination and Remuneration Committee (the "Committee") has laid down the evaluation criteria for performance evaluation of Independent Directors and the Board. Further, the Board is required to monitor and review Board Evaluation Framework. This Framework shall contain the details of Board's self-evaluation. The Board is committed to assess its own performance in order to identify its strengths and areas in which it may improve its functioning.

The Committee shall establish the following processes for evaluation of performance of Independent

Director and the Board:

1. Once a year, the Board will conduct a self-evaluation. It is the responsibility of the Chairman of the Board, supported by the Company Secretary of the Company, to organize the evaluation process and act on its outcome;
2. The Committee shall formulate evaluation criteria for the Board and the Independent Directors which shall be broadly based on:
  - ? Knowledge to perform the role;
  - ? Time and level of participation;
  - ? Performance of duties; and level of oversight; and
  - ? Professional conduct and independence.

Accordingly, a separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board. The performance evaluation of Independent Directors was also carried out by the entire board. The performance evaluation of the Chairman and Non-Independent Directors was also carried out by the Independent Directors.

### 13. Number of meetings of the Board of Directors

The Board of Directors met five times during the financial year 2014-15 on 30th May, 2014, 14th July, 2014, 28th July, 2014, 7th November, 2014 and 3rd February, 2015. Frequency and quorum at these meetings were in conformity with the provisions of the Companies Act, 2013 and the Listing Agreement entered into by the company with the Stock Exchanges. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

The names and categories of the Directors on the Board, their attendance at Board meetings during the year and at last Annual General Meeting, as also the number of Directorships and Committee memberships held by them in other companies are shown in the table:

Name of Director	Category	No. of Meetings Held	No. of Meetings Attended	Whether Attended Last AGM	No. of Outside Directorships of Public Companies	No. of Committee Memberships	No. of Committee Chairmanships
Mr. Bhanwar Lal Baid, Chairman	Non-Executive	5	5	Yes	-	1	-
Mr. Bharat Kumar Baid	Managing Director	5	5	Yes	-	-	-
Mr. Vikram Baid	Executive	5	5	Yes	-	1	1
Mr. Pawan Nahata*	Independent	3	2	No	-	3	-
Mr. Niraj Nahata*	Independent	3	1	No	-	3	-
Mrs. Anima Bordia*	Independent	3	3	Yes	-	4	3
Mr. Laxmipat Bahadursingh Nahata**	Independent	2	1	No	-	-	-
Mr. Mahendra Singh Bhandari**	Independent	2	1	No	-	-	-
Mr. Tejkumar Malchand Dugar**	Independent	2	1	No	-	-	-

Notes:

\* Appointed as Director w.e.f. 14.07.2014

\*\* Ceased to be Director on 14.07.2014

The draft of the minutes prepared by the Company is circulated among the Directors for their comment / suggestion and finally after incorporating their views, final minutes are recorded in the minute's books. Post meeting, important decisions taken are communicated to the concerned officials and departments for the effective implementation of the same.

#### 14. Committees of the Board

Currently, the Board has four committees: the Audit committee, Nomination and Remuneration committee, Stakeholders Relationship committee, and Risk Management committee. All committees, except the Risk Management committee, consist entirely of independent directors.

The composition of the committees and compliances, as per the applicable provisions of the Act and Rules, are as follows:

Name of the committee	Composition of the committee	Highlights of duties, responsibilities and activities
Audit committee	Anima Bordia, Chairperson  Mr. Niraj Nahata  Mr. Pawan Nahata	<ul style="list-style-type: none"> <li>All recommendations made by the audit committee during the year were accepted by the Board.</li> <li>The Company has adopted the Whistleblower mechanism for directors and employees to report concerns about unethical behavior, actual or suspected fraud, or violation of the Company's Code of Conduct and Ethics. In accordance with the requirements of the Listing Agreement, the Company has formulated policies on related party transactions. The policies, including the Whistleblower Policy, are available on our website, <a href="http://www.vinayakpolycon.com/policies">http://www.vinayakpolycon.com/policies</a></li> </ul>
Nomination and Remuneration committee	Anima Bordia, Chairperson  Mr. Niraj Nahata  Mr. Pawan Nahata	<ul style="list-style-type: none"> <li>The committee oversees and administers executive compensation, operating under a written policy adopted by our Board of Directors.</li> <li>The committee has designed and continuously reviews the nomination and remuneration policy for our Directors and senior executives to align both short-term and long-term remuneration with business objectives and to link remuneration with the achievement of measurable performance goals.</li> <li>The nomination and remuneration committee has framed the nomination and remuneration policy. The said policy forms part of this Report as <b>Annexure 3</b>.</li> </ul>
Stakeholders Relationship committee	Anima Bordia, Chairperson  Mr. Niraj Nahata  Mr. Pawan Nahata	<ul style="list-style-type: none"> <li>The committee reviews and ensures redressal of investor grievances.</li> <li>The committee noted that all the grievances of the investors have been resolved during the year.</li> </ul>
Risk Management committee	Mr. Vikram Baid, Chairman  Mr. Bhanwar Lal Baid  Mrs. Anima Bordia	<ul style="list-style-type: none"> <li>The purpose of the committee is to assist the Board in fulfilling its corporate governance with regard to the identification, evaluation and mitigation of operational, strategic and environmental risks efficiently and effectively.</li> <li>The Company has developed and implemented a risk management framework that includes identification of elements of risk, if any, which in the opinion of the Board may threaten the existence of the Company.</li> </ul>

**15. Vigil Mechanism / Whistle Blower Policy**

The Company has established a Vigil Mechanism / Whistle Blower Policy to deal with instances of fraud and mismanagement, if any. The Policy has a systematic mechanism for directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or policy. Under the said Mechanism, the employees are free to report violations of applicable laws and regulations and the Code of Conduct. It also provides for adequate safeguards against the victimization of persons who use such mechanism. The policy is also available on the Company's website at the link: <http://www.vinayakpolycon.com/sites/default/files/policies/Policy-of-Whistle-Blower-Vigil-Mechanism.pdf>

**16. Loans, guarantees or investments**

During the year under review, the company has not provided any loan to any person or other body corporate; neither it has given any guarantee or provided security in connection with a loan nor it has acquired by way of subscription, purchase or otherwise the securities of any other body corporate.

**17. Related Party Transactions**

The Company has framed the policy on related party transaction and Audit Committee shall review the related party transaction in every meeting. All related party transactions entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no material significant related party transactions made by the Company with Promoters, Directors, KMP or other designated persons and their relatives which may have a potential conflict with the interest of the Company at large. Particulars of contracts or arrangements with related parties referred to Section 188(1) of the Companies Act, 2013 in the form AOC 2 is annexed herewith as Annexure 4.

A list of all related party transactions is placed before the Audit Committee as well as the Board of Directors. The Board has also framed a policy on related party transactions and the same is available on Company's website i.e. <http://www.vinayakpolycon.com/sites/default/files/policies/Policy%20on%20Related%20Party%20Transactions.pdf>

**18. Particular of Employees**

The information required pursuant to Section 197(12) of the Companies Act, 2013 read with rules made thereunder, as amended from time to time, has been given in the Annexure 5.

**19. Nomination & Remuneration Policy**

The current policy is to have an appropriate mix of executive and independent directors to maintain the independence of the Board, and separate its functions of governance and management. As on March 31, 2015, the Board consists of 6 members, one of whom is executive or whole-time director, one is managing director, one is non-executive director or chairman and three are independent directors. The Board periodically evaluates the need for change in its composition and size.

The policy of the Company on directors' appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under Sub-section (3) of Section 178 of the Companies Act, 2013, adopted by the Board, is available on the website of the Company, <http://vinayakpolycon.com/sites/default/files/Nomination%20and%20Remuneration%20Policy.pdf>. We affirm that the remuneration paid to the directors is as per the terms laid out in the nomination and remuneration policy of the Company.

**20. Independent Directors' Meeting**

As per the requirement Schedule IV to the Companies Act, 2013, the Independent Directors of the Company met on 23rd March, 2015, inter alia to discuss:

1. Review the performance of non - Independent Directors and the Board of Directors as a whole;
2. Review the performance of the Chairperson of the Company, taking into account the views of the Executive and Non - Executive Directors;
3. Assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Attendance of Directors at Independent Directors Meeting

Name of the Directors	23rd March, 2015
Mrs. Anima Bordia	√
Mr. Niraj Nahata	√
Mr. Pawan Nahata	√

## 21. Internal financial control

The Company has well defined mechanisms in place to establish and maintain adequate internal controls over all operational and financial functions considering the nature, size and complexity of its business. The Company maintains adequate internal control systems that provide, among other things, reasonable assurance of recording the transactions of its operations in all material respects and of providing protection against significant misuse or loss of Company assets. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statements.

Mr. Vikram Baid, Internal Auditor of the Company independently evaluate adequacy of internal controls and audit the majority of the transactions undertaken by the Company. Post audit reviews are carried out to ensure that audit recommendations have been implemented.

The Audit Committee of the Board of Directors which comprises of majority of Independent Directors, inter alia, reviews the adequacy and effectiveness of internal Control and monitors implementation of Internal Audit observations.

## 22. Risk Management Policy

The Company has framed and implemented a Risk Management Policy to identify the various business risks. This framework seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company's competitive advantage. The risk management policy defines the risk management approach across the enterprise at various levels including documentation and reporting.

## 23. Trade Relations

Vinayak Polycon International Ltd. believes in building teams across the business and functions with the aim to share knowledge and experience. Cross functional teams work with clear objectives to solve the issues and create value for the company. The company fosters open dialogue among the employees with the brief that the people, who communicate continuously and openly, build trust and mutual respect.

The Company maintained healthy, cordial and harmonious Industrial relations at all levels. The Directors wish to



place on record their appreciation for the valuable contribution by the employees of the Company.

#### **24. Listing of Securities**

The Equity shares of the company are listed with the Bombay Stock Exchange Limited w.e.f. 28.08.2012 and Listing fees for the year 2014-15 has been duly paid.

#### **25. Depository System**

The ISIN no. allotted to the Company is INE581M01016. The Company has also established the required connectivity with both the NSDL & CDSL through its registrar and share transfer agent MAS Services Pvt. Ltd., Delhi for both physical and demat segments.

The equity shares of the Company can be held in electronic form with any depository participant (DP) with whom the Members/Investors have their depository account.

#### **26. Human Resources Development/Training**

Human Resources are the important asset of any enterprise. Success of any enterprise mainly depends on its human power. In this regard, your company has made best efforts to employ good professionals, staff members, labourers etc.

Vinayak Polycron International Limited is keen to retain best of the human resources by effective training and development programs, by providing reasonable wages and salary by creating good working environment etc. Company's human resources are mobilized in order to strengthen the company internally to face future challenges. Your company is providing a "state of art" working environment to the employees with a view to optimize their performance.

#### **27. Prevention Of Insider Trading**

In compliance with the provisions of Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Board has adopted a code of conduct and code of practices and procedures for fair disclosure of unpublished price sensitive information on 30th May, 2015 to preserve the confidentiality of price sensitive information, prevent misuse thereof and regulate the trading by Insiders. The code of practice and procedures for fair disclosure of unpublished price sensitive information is also available on the Company's website i.e. [www.vinayakpolycon.com](http://www.vinayakpolycon.com).

#### **28. Corporate Governance and Management Discussion & Analysis Report**

Corporate governance is an ethically driven business process that is committed to values aimed at enhancing an organization's brand and reputation. This is ensured by taking ethical business decisions and conducting business with a firm commitment to values, while meeting stakeholders' expectations. At VPIL, it is imperative that our company affairs are managed in a fair and transparent manner. This is vital to gain and retain the trust of our stakeholders.

Pursuant to SEBI Circular **CIR/CFD/POLICY CELL/7/2014** dated 15th September, 2014, compliance with the provisions of Clause 49 is not mandatory for the time being for Companies having paid up equity share capital not exceeding Rs.10 crore and Net Worth not exceeding Rs.25 crore, as on the last day of the previous financial year.

Since our Company falls in the ambit of aforesaid exemption; hence compliance with the provisions of Clause 49 of the Listing Agreement is not mandatory for our Company. Consequently our Company is not required to provide separate section on Corporate Governance and Management's Discussion and Analysis Report.



However, our Company has complied with all the disclosures and requirements which are applicable under all the rules, regulations for the time being in force.

## **29. Directors' Responsibility Statement**

As required under Section 134(5) of the Companies Act, 2013, the Directors hereby confirm that:

- a) In the preparation of the annual accounts for the year ended March 31, 2015, the applicable accounting standards have been followed and there are no material departures from the same
- b) The Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period.
- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) The Directors have prepared the annual accounts on a 'Going Concern' basis.
- e) The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively, and
- f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **Acknowledgement**

Your Company has been able to operate efficiently because of the culture of professionalism, creativity, integrity and continuous improvement in all functions and area as well as the efficient utilization of the Company's resources for sustainable and profitable growth.

We thank the Government of India, Ministry of Corporate Affairs, Custom & Excise Department, Income Tax Department, BSE, NSDL, CDSL, Bankers, State Governments and other Government Agencies for their continuing support and look forward for the same support in the future.

**PLACE: JAIPUR**  
**DATE: 14.08.2015**

**FOR AND ON BEHALF OF THE BOARD**  
**FOR VINAYAK POLYCRON INTERNATIONAL LIMITED**

**Sd/-**  
**BHARAT KUMAR BAID**  
**MANAGING DIRECTOR**

**Sd/-**  
**VIKRAM BAID**  
**WHOLE TIME DIRECTOR**



**Annexure 1**  
**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31.03.2015**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of  
The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31.03.2015**

To,  
The Members,  
Vinayak Polycron International Limited  
CIN: L25209RJ2009PLC030620  
312, Navjeevan Complex,  
29, Station Road,  
Jaipur (Rajasthan)

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Vinayak Polycron International Limited** (hereinafter called "**the Company**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2015 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (**Not applicable to the Company during the Audit Period**);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (**Not applicable to the Company during the Audit Period**);
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; and the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28th October, 2014 (**Not applicable to the Company during the Audit Period**);



- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable to the Company during the Audit Period)**;
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable to the Company during the Audit Period)**; and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not applicable to the Company during the Audit Period)**.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India **(Not notified hence not applicable to the Company during the audit period)**; and
- (ii) The Listing Agreement entered into by the Company with the Stock Exchange.

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. as mentioned above.

**We further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

**We further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report that** during the audit period the company has duly passed the resolutions under section 180 of the Companies Act, 2013, read with its applicable rules, as amended.

**Place: Jaipur  
Date: 30.05.2015**

**For V.M. & Associates  
Company Secretaries**

**Sd/-  
CS Vikas Mehta  
ACS No.:28964  
C P No.: 12789**



**Annexure 2**

**Form No. MGT-9**

**EXTRACT OF ANNUAL RETURN**

as on the financial year ended on March 31, 2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

i	CIN	L25209RJ2009PLC030620
ii	Registration Date	31 <sup>st</sup> December, 2009
iii	Name of the Company	Vinayak Polycron International Limited
iv	Category / Sub Category of the Company	Company Limited by Shares
v	Address of the Registered office and Contact Details	312, Navjeevan Complex, 29, Station Road, Jaipur – 302006 Tele No.: 91-141-2377007 • Fax No : 91-141-2378830 Email: <a href="mailto:investor@vinayakpolycon.com">investor@vinayakpolycon.com</a> Website : <a href="http://www.vinayakpolycon.com">www.vinayakpolycon.com</a>
vi	Whether listed Company	Yes
vii	Name, Address and Contact Details of Registrar and Share Transfer Agent	MAS Services Ltd, T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi-110020 Phone No.: +91-11-2638 7281/82/83 Fax no.: +91-11-2638 7384 E-mail: <a href="mailto:info@masserv.com">info@masserv.com</a>

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Manufacturing of PET Bottles, Jars and Containers	39239090	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:**

Sl. No	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary / Associate	% of Shares Held	Applicable Section
N/A					

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

(i) Category-wise Share Holding



Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change During the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/ HUF	12,04,927	-	12,04,927	39.105	12,04,927	-	12,04,927	39.105	0
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	3,54,950	-	3,54,950	11.520	3,54,950	-	3,54,950	11,520	0
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other....	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (1):-</b>	<b>15,59,877</b>	<b>-</b>	<b>15,59,877</b>	<b>50.625</b>	<b>15,59,877</b>	<b>-</b>	<b>15,59,877</b>	<b>50.625</b>	<b>0</b>
(2) Foreign									
a) NRIs-Individuals	-	-	-	-	-	-	-	-	-
b) Other-Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (2):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total shareholding of Promoter (A) = (A) (1) + (A) (2)</b>	<b>15,59,877</b>	<b>-</b>	<b>15,59,877</b>	<b>50.625</b>	<b>15,59,877</b>	<b>-</b>	<b>15,59,877</b>	<b>50.625</b>	<b>0</b>
<b>B. Public Shareholding</b>									
(1) Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt. (s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (Specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>(2) Non- Institutions</b>									
<b>a) Bodies Corp.</b>									
i) Indian	9,51,350	74,152	10,25,502	33.282	9,59,386	74,152	10,33,538	33.542	0.26
ii) Overseas	-	-	-	-	-	-	-	-	-
<b>b) Individual</b>									
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	1,71,119	1,52,520	3,23,639	10.503	1,65,940	1,51,714	3,17,654	10.309	(0.194)
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	1,65,928	-	1,65,928	5.385	1,26,433	-	1,26,433	4.103	(1.282)
<b>c) Others (specify)</b>									
i) Clearing Members	5,109	-	5,109	0.166	42,553	-	42,553	1.381	1.215
ii) Non Resident Indians	-	1,240	1,240	0.04	-	1,240	1,240	0.04	0
iii) Trusts	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(2):-</b>	<b>12,93,506</b>	<b>2,27,912</b>	<b>15,21,418</b>	<b>49.376</b>	<b>12,94,312</b>	<b>2,27,106</b>	<b>15,21,418</b>	<b>49.375</b>	<b>(0.001)</b>
<b>Total Public Shareholding (B)=(B) (1)+ (B)(2)</b>	<b>12,93,506</b>	<b>2,27,912</b>	<b>15,21,418</b>	<b>49.376</b>	<b>12,94,312</b>	<b>2,27,106</b>	<b>15,21,418</b>	<b>49.375</b>	<b>(0.001)</b>
<b>C Shares held by Custodian For Depository Receipts</b>									
<b>Grand Total (A+B+C)</b>	<b>28,53,383</b>	<b>2,27,912</b>	<b>30,81,295</b>	<b>100.00</b>	<b>28,54,189</b>	<b>2,27,106</b>	<b>30,81,295</b>	<b>100.00</b>	<b>-</b>

## (ii) Shareholding of Promoters

	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in Shareholding During the Year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total Shares	
1.	Bhanwar Lal Baid HUF	43,369	1.407	-	43,369	1.407	-	-
2.	Varun Baid	80,600	2.616	-	80,600	2.616	-	-
3.	Bhanwar Lal Baid	82,338	2.672	-	82,338	2.672	-	-
4.	Vikram Baid	76,076	2.469	-	76,076	2.469	-	-
5.	Vijay Baid	73,638	2.390	-	73,638	2.390	-	-
6.	Samta Baid	8,007	.260	-	8,007	.260	-	-
7.	Sadhna Baid	94,681	3.073	-	94,681	3.073	-	-
8.	Pushpalata Baid	1,04,844	3.403	-	1,04,844	3.403	-	-
9.	Vinod Baid	53,756	1.745	-	53,756	1.745	-	-
10.	Chandrakanta Baid	61,814	2.006	-	-	-	-	(2.006)
11.	Rajiv Baid	27,606	0.896	-	89,420	2.902	-	2.006
12.	Bharat Kumar Baid	95,048	3.085	-	95,048	3.085	-	-
13.	Lal Chand Baid	1,36,382	4.426	-	1,36,382	4.426	-	-
14.	Mahendra Nahata	6,200	0.201	-	6,200	0.201	-	-
15.	Rajiv Baid HUF	76,260	2.475	-	76,260	2.475	-	-
16.	Lal Chand Baid HUF	17,174	0.557	-	17,174	0.557	-	-
17.	Bharat Kumar Baid HUF	1,67,134	5.424	-	1,67,134	5.424	-	-
18.	Jai Sinter Polycon Private Limited	3,54,950	11.520	-	3,54,950	11.520	-	-

## (iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of Share	% of share of the Company*	No. of share	% Company
1	Chandrakanta Baid				
	At the beginning of the year	61,814	2.006	61,814	2.006
	09.02.2015 (Transmission of shares to Mr. Rajiv Baid due to Death of Mrs. Chandrakanta Baid)	(61,814)	(2.006)	0	0.00
	At the end of the year	0	0.00	0	0.00
2	Rajiv Baid				
	At the beginning of the year	27,606	0.896	27,606	0.896
	09.02.2015 (Transmission of shares to Mr. Rajiv Baid due to Death of Mrs. Chandrakanta Baid)	61,814	2.006	89,420	2.902
	At the end of the year	89,420	2.902	89,420	2.902



(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	Shareholding of Each of top 10 Shareholder of the Company	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company*	No. of shares	% of total shares of the company*
1	<b>SANKALP GRANITES PRIVATE LIMITED</b>				
	At the beginning of the year	3,23,169	10.488	3,23,169	10.488
	There is no change during the financial year 2014-15.				
	At the end of the year	-	-	3,23,169	10.488
2	<b>SUBHRAJ TRADERS PVT. LTD.</b>				
	At the beginning of the year	2,44,218	7.926	2,44,218	7.926
	There is no change during the financial year 2014-15.				
	At the end of the year	-	-	2,44,218	7.926
3	<b>SIGO POLYMERS PRIVATE LIMITED</b>				
	At the beginning of the year	1,82,714	5.93	1,82,714	5.93
	There is no change during the financial year 2014-15.				
	At the end of the year	-	-	1,82,714	5.93
4	<b>MARATHA PETROCHEMICAL PRIVATE LIMITED</b>				
	At the beginning of the year	1,80,854	5.869	1,80,854	5.869
	There is no change during the financial year 2014-15.				
	At the end of the year	-	-	1,80,854	5.869
5	<b>RAJ KUMAR SETHIA</b>				
	At the beginning of the year	85,137	2.763	85,137	2.763
	Purchase / (Sale) from 1st April, 2014 to 31st March, 2015	4,197	0.136	89,334	2.899
	At the end of the year	-	-	89,334	2.899
6	<b>RIDAM POLYMERS PRIVATE LIMITED</b>				
	At the beginning of the year	86,422	2.805	86,422	2.805
	There is no change during the financial year 2014-15.				
	At the end of the year	-	-	86,422	2.805
7	<b>MANSUKH STOCK BROKERS LIMITED</b>				
	At the beginning of the year	4,857	0.158	4,857	0.158
	Purchase / (Sale) from 1st April, 2014 to 31st March, 2015	32,630	1.059	37,487	1.217
	At the end of the year	-	-	37,487	1.217
8	<b>PRITTY DEVI SARAWAGI</b>				
	At the beginning of the year	25,952	0.842	25,952	0.842
	There is no change during the financial year 2014-15.				
	At the end of the year	-	-	25,952	0.842
9	<b>SANJAY HARIKISHAN</b>				
	At the beginning of the year	11,147	0.362	11,147	0.362
	There is no change during the financial year 2014-15.				
	At the end of the year	-	-	11,147	0.362
10	<b>RAKESH MITTAL</b>				
	At the beginning of the year	6,138	0.199	6,138	0.199
	There is no change during the financial year 2014-15.				
	At the end of the year	-	-	6,138	0.199

## (v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Name of Director/KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company*	No. of shares	% of total shares of the company*
1	Bhanwar Lal Baid, Chairman				
	At the beginning of the year	82,338	2.672	82,338	2.672
	There is no change during the financial year 2014-15.				
	At the end of the year	-	-	82,338	2.672
2	Bharat Kumar Baid, Managing Director & CEO				
	At the beginning of the year	95,048	3.085	95,048	3.085
	There is no change during the financial year 2014-15.				
	At the end of the year	-	-	95,048	3.085
3	Vikram Baid, Executive Director & CFO				
	At the beginning of the year	76,076	2.469	76,076	2.469
	There is no change during the financial year 2014-15.				
	At the end of the year	-	-	76,076	2.469

**Note:** The following director did not held any shares during the financial year 2014-15:

- |                      |                     |
|----------------------|---------------------|
| 1. Mrs. Anima Bordia | 3. Mr. Niraj Nahata |
| 2. Mr. Pawan Nahata  |                     |

**V. INDEBTEDNESS**

Indebtedness of the Company including interest outstanding/accrued but not due for payment:

Particulars	Secured Loans Excluding Deposits	Unsecured loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
(i) Principal Amount	4,29,79,206	-	-	4,29,79,206
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>4,29,79,206</b>	-	-	<b>4,29,79,206</b>
<b>Change in Indebtedness during the financial year</b>				
Addition	-	-	-	-
Reduction	(1,59,95,180)	-	-	(1,59,95,180)
<b>Net Change</b>	<b>(1,59,95,180)</b>	-	-	<b>(1,59,95,180)</b>
<b>Indebtedness at the end of the financial year</b>				
(i) Principal Amount	2,69,84,026	-	-	2,69,84,026
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>2,69,84,026</b>	-	-	<b>2,69,84,026</b>



**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount
		Bharat Kumar Baid, Managing Director	Vikram Baid, Executive Director	
1	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	15,00,000	12,60,000	27,60,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	2,67,300	28,800	2,96,100
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission	-	-	-
	- as % of profit			
	- others, specify...			
5.	Others, (Bonus + HRA)	90,000	2,46,000	3,36,000
	Total (A)	18,57,300	15,34,800	33,92,100
	Ceiling as per the Act	42,00,000		42,00,000
	(Schedule V, Part-II, Section-II)			

**B. Remuneration to other Directors:**

<b>1. Independent Directors</b>					
S. No.	Particulars of Remuneration	Name			Total Amount
		Mrs. Anima Bordia	Mr. Niraj Nahata	Mr. Pawan Nahata	
	· Fee for attending board/ committee meetings	-	-	-	-
	· Commission	-	-	-	-
	· Others, please specify	-	-	-	-
	<b>Total (1)</b>	-	-	-	-

<b>2. Other Non - Executive Directors</b>				
Sr. No	Particulars of Remuneration	Name of Directors		Total Amount
		Mr. Bhanwar Lal Baid		
	· Fee for attending board /committee meetings			-
	· Commission	-		-
	· Others, please specify			-
	<b>Total (2)</b>	-		-
<b>Total (B) = (B)(1)+(B)(2)</b>				



C. Remuneration to Key Managerial Personnel other than Manager/MD/WTD:

Sr. No	Particulars of Remuneration	Key Managerial Personnel	Total Amount
		Mr. Vikram Baid, CFO	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	- as % of profit	-	-
	- Others, specify...	-	-
5	Others, please specify	-	-
	<b>Total</b>	-	-

**VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>B. DIRECTORS</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL



## Annexure 3

### Nomination and Remuneration Policy

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 49 of the Listing Agreement, as amended from time to time. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

#### Definitions:

1. "Board" means the Board of Directors of the Company.
2. "Directors" means the Directors of the Company.
3. "Company" means Vinayak Polycron International Limited.
4. "Key Managerial Personnel" (KMP) means:
  - i) Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole time Director;
  - ii) Company Secretary; and
  - iii) Chief Financial Officer
5. "Remuneration" means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961;
6. "Senior Managerial Personnel" means the personnel of the company who are members of its core management team excluding Board of Directors and KMP's. Normally, this would comprise all members of management, one level below the Executive Directors, including functional heads.
7. "Other employees" means, all the employees other than the Directors, KMPs and the Senior Management Personnel.

#### Objective:

The objective of the policy is to ensure that:

- the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- remuneration to directors, KMP senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

#### Role of the Committee:

The role of the NRC will be the following:

- To formulate criteria for determining qualifications, positive attributes and independence of a Director.
- To formulate criteria for evaluation of Independent Directors and the Board.
- To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- To carry out evaluation of Director's performance.
- To recommend to the Board the appointment and removal of Directors and Senior Management.
- To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- To devise a policy on Board diversity, composition, size.
- Succession planning for replacing Key Executives and overseeing.
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.



- To perform such other functions as may be necessary or appropriate for the performance of its duties.

**NR Policy**

NR Policy is divided into four parts as follows:

**I. QUALIFICATIONS:** Criteria for identifying persons who are qualified to be appointed as a Directors / KMP /Senior Management Personnel of the Company:

**a. Directors**

Section 164 of the Companies Act, 2013 states disqualifications for appointment of any person to become Director of any Company. Any person who in the opinion of the Board is not disqualified to become a Director, and in the opinion of the Board, possesses the ability, integrity and relevant expertise and experience, can be appointed as Director of the Company.

**b. Independent Directors**

For appointing any person as an Independent Director he/she should possess qualifications as mentioned in Rule 5 of The Companies (Appointment and Qualification of Directors) Rules, 2014.

**c. Senior Management Personnel and KMP and Other Employees**

The Company has an hierarchy structure displaying positions of Senior Management including KMP and other positions with the minimum qualifications and experience requirements for each positions which commensurate with the size of its business and the nature and complexity of its operations. Any new recruit in the Company is to match the requirements prescribed in the hierarchy structure of the Company.

**II. REMUNERATION:**

**a. Structure of Remuneration for the Managing Director, Key Managerial Personnel and Senior Management Personnel:**

The Managing Director, Key Managerial Personnel and Senior Management Personnel (other than Non-executive Directors) receive Basic Salary and other Perquisites. The Perquisites include other allowances. The total salary includes fixed and variable components.

The Company's policy is that the total fixed salary should be fair and reasonable after taking into account the following factors:

- The scope of duties, the role and nature of responsibilities
- The level of skill, knowledge and experience of individual
- Core performance requirements and expectations of individuals
- The Company's performance and strategy
- Legal and industrial Obligations

The table below depicts the standard components of remuneration package:

Fixed Component		
Basic Salary	Allowances	Superannuation

**b. Structure of Remuneration for Non-executive Director:**

Non-executive Directors are remunerated to recognize responsibilities, accountability and associated risks of Directors. The total remuneration of Non-executive Directors may include all, or any combination of following elements:

- Fees for attending meeting of the Board of Directors as permissible under Section 197 of the Companies Act, 2013 read with Rule 4 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and decided at the Meeting of the Board of Directors.
- Fees for attending meetings of Committees of the Board which remunerate Directors for additional work on Board Committee as permissible under Section 197 of the Companies Act, 2013 read with Rule 4 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and decided at the Meeting of the Board of Directors.



- iii. Commission on net profits as permissible under Section 197 of the Companies Act, 2013 and decided by the Board from time to time to be payable to any of the Non-executive Director.
- iv. Non-Executive Directors are entitled to be paid all travelling and other expenses they incur for attending to the Company's affairs, including attending and returning from General Meetings of the Company or Meetings of the Board of Directors or Committee of Directors.

Any increase in the maximum aggregate remuneration payable beyond permissible limit under the Companies Act, 2013 shall be subject to the approval of the Shareholders' at the Annual General Meeting by special resolution and/or of the Central Government, as may be applicable.

**c. Structure of Remuneration for Other Employees:**

The power to decide structure of remuneration for other employees has been delegated to Mr. Vikram Baid, Whole time Director the Company.

**III. REMOVAL & RETIREMENT**

- a. The Committee may recommend with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the Companies Act, 2013, rules and regulations and the policy of the Company.
- b. The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

**IV. EVALUATION**

**a. Criteria for evaluating Non-executive Board members:**

Section 149 of the Companies Act, 2013 read with Schedule IV of the said Act states that the Independent Directors shall at its separate meeting review performance of non-independent directors and the Board as a whole and the performance evaluation of Independent Directors shall be done by the entire Board of Directors excluding the Director being evaluated.

**b. Criteria for evaluating performance of Key Managerial Personnel and Senior Management Personnel:**

The Committee shall carry out evaluation of performance of Director, KMP and Senior Management Personnel yearly or at such intervals as may be considered necessary.

**c. Criteria for evaluating performance of Other Employees:**

The power to decide criteria for evaluating performance of Other Employees has been delegated to Mr. Vikram Baid, Whole time Director of the Company.

**Communication of this Policy:**

For all Directors, a copy of this Policy shall be handed over within one month from the date of approval by the Board. This Policy shall also be posted on the web-site of the Company and in the Annual Report of the Company.

**Implementation:**

- The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate.
- The Committee may Delegate any of its powers to one or more of its members.

**Amendment:**

Any change in the Policy shall, on recommendation of Nominations and Remuneration Committee, be approved by the Board of Directors of the Company. The Board of Directors shall have the right to withdraw and / or amend any part of this Policy or the entire Policy, at any time, as it deems fit, or from time to time, and the decision of the Board in this respect shall be final and binding.



**Annexure 4**

**Form AOC-2**

(Pursuant to Clause (h) of Sub-Section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangement entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms-length transactions under third proviso thereto

**1. Details of Contracts or Arrangements or transaction not at arm's length basis:**

Name(s) of Related Party and Nature of Relationship	Nature of Contracts / Arrangements/ Transactions	Duration of Contracts/ Arrangements/ Transactions	Salient features of Contracts/ Arrangements/ Transactions, Including value, if any	Justification for entering into such contracts or arrangements Or transactions	Date(s) of approval by the Board	Amount paid as advances, if any	Date on which special Resolution passed in general meeting as required under first proviso to Section 188
N.A							

**2. Details of Material Contracts or Arrangements or Transactions at arm's length basis:**

Related Party and Nature of Relationship	Nature of Contracts / Arrangements/ Transactions	Duration of Contracts/ Arrangements/ Transactions	Salient features of Contracts/ Arrangements/ Transactions, including value, if any	Date of approval by the Board / Audit Committee	Amount paid as advances, if any
Mrs. Vinod Baid, Relative of Director	Rent Payment	Ongoing Basis as per requirement	Payment of Rent being House Rent of Director's Residence to Mrs. Vinod Baid at Rs. 71500 per month	21.05.2011	Nil
Crystal Packaging, Relative of Director is Partner	Purchase and Sale Contract	Ongoing Basis as per requirement	Purchase of Manufactured Products & Raw Material from M/s Crystal Packaging and Sale of Scrap to Crystal Packaging	21.05.2011	Nil
Jai Sinter Polycon Private Limited, Vikram Baid is Director of the Company	Purchase/ Job Work	Ongoing Basis as per requirement	Purchase of Manufactured Products & Raw Material from M/s Jai Sinter Polycon Private Limited	21.05.2011	Nil

**PLACE: JAIPUR  
DATE: 14.08.2015**

**FOR AND ON BEHALF OF THE BOARD  
FOR VINAYAK POLYCON INTERNATIONAL LIMITED**

**Sd/-  
BHARAT KUMAR BAID  
MANAGING DIRECTOR**

**Sd/-  
VIKRAM BAID  
WHOLE TIME DIRECTOR**

**Annexure 5****Particulars of Employees****(a) Information as per Rule 5(1) of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014****A. Remuneration paid to Whole Time Director/Managing Director**

(Amount in Lacs)

Name of Director	Remuneration in FY 2014-15	Remuneration in FY 2013-14	% Inc./ (Dec) in Remuneration	Ratio to Remuneration to MRE
Mr. Vikram Baid	15.34	9.46	62.16%	19.67
Mr. Bharat Kumar Baid	18.57	12.75	45.65%	23.81

The salary of both the directors above was constant since 1-4-2011 and this is the first increment in their salary.

**B. Remuneration paid to KMPs**

Name of Director	Remuneration in FY 2014-15	Remuneration in FY 2013-14	% Inc./ (Dec) in Remuneration	Ratio to Remuneration to MRE
Mr. Vikram Baid -CFO	Nil	NA	0.00	0.00

- C. The median remuneration of employees was Rs. 78,000 in financial year 2014-15 and Rs. 72,000/- in financial year 2013-14. There was increase in MRE in financial year 2014-15 of 8.33% as compared to financial year 2013-14.
- D. Number of permanent employees on the rolls of Company was 88 employees as on 31.03.2015.
- E. The total revenue of the Company during the financial year 2014-15 declined as compared to financial year 2013-14 by 11.84 % and the net profit increased by 29.38%.
- F. The aggregate remuneration of the employees was decreased by 5.78% over the previous financial year.
- G. There was an increase in the salary of Whole Time Director and Managing Director by 67%. There was no increase in remuneration of other than KMPs.
- H. Our market capitalization increase by 39.7% to 319.84 Lacs as on 31st March, 2015 from 228.94 Lacs as on 31st March, 2014. The price earning ratio was 28.05 as on 31st March, 2015 which was increased by 5.69% as compared to 31st March, 2014. The closing price of the Company's Equity Share was at BSE as on 31st March, 2015 was Rs. 10.38. The Company has not made any Public issue or Right issue of securities in the last year, so comparison have not been made of current share price with public offer price.
- I. Total Salary Payment of non-managerial employees was 1% lower and salary of managerial employees was increased by 67% in financial year 2014-15. There was no increment in the pay of Managerial employees for last 3 years. This was the first year in which their salary was increases after 1-4-2011.
- J. No Director received any variable component of remuneration in the financial year 2014-15.
- K. The Managing Director is the highest paid Director. No one receives remuneration higher than the Managing Director.
- L. Remuneration paid during the year ended 31st March, 2015 is as per the Remuneration Policy of the Company.

**(b) Information as per Rule 5(2) of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014**

No employee of the Company fall under the Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.



## INDEPENDENT AUDITOR'S REPORT

### To the Members

**Vinayak Polycron International Limited**

### Report on the Financial Statements

We have audited the accompanying financial statements of Vinayak Polycron International Ltd. ("the Company"), which comprise the balance sheet as at 31st March, 2015, the statement of profit and loss and the cash flow statement for the year then ended and a summary of the significant accounting policies and other explanatory information.

### Management's responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid



financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2015 and its profit and its cash flows for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the order to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The balance sheet, the statement of profit and loss, and the cash flow statement dealt with by this report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (e) On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164(2) of the Act.
  - (f) With respect to the other matters to be included in the auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :
    - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2015.

**FOR A.NATANI & CO.**  
**Chartered Accountants**  
**Firm Reg. No. 007347C**

**Sd/-**  
**ASHOK KUMAR NATANI**  
**PARTNER**  
**Membership No. 074692**

**Place : JAIPUR**  
**Date : 30-05-2015**

**ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT**

With reference to the Annexure referred to in Paragraph-1 in Report on Other Legal and Regulatory Requirements of the Independent Auditor's Report to the members of the Company on the financial statements for the year ended 31st March, 2015, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.  
  
(b) The Company has a regular programme of physical verification of its fixed assets by which all fixed assets are verified in a phased manner over a period of three years. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of fixed assets have been physically verified during the year and no material discrepancies were observed on such verification.
- (ii) (a) The inventory, except goods-in-transit and stocks lying with third parties, has been physically verified by the Management during the year. In our opinion, the frequency of such verification is reasonable. For stocks lying with third parties at the year-end, written confirmations have been obtained by the Management.  
  
(b) The procedures for the physical verification of inventories followed by the Management are reasonable and adequate in relation to the size of the Company and the nature of its business.  
  
(c) The Company is maintaining proper records of inventories. The discrepancies noticed on verification between the physical stocks and the book records were not material.
- (iii) The company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Act.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory, fixed assets and for the sale of goods and services. Further, on the basis of our examination of the books and records of the Company, and according to the information and explanations given to us, we have neither come across nor have been informed of any continuing failure to correct major weaknesses in the aforesaid internal control system.
- (v) The Company has not accepted any deposits from the public.
- (vi) As per the information provided to us, the Company is neither required to conduct Cost Audit nor required to maintain Cost Accounting Records for the current financial year under Section 148 of Companies Act, 2013.
- (vii) (a) According the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Provident fund, Employees State Insurance, Income-tax, Sales-tax, Wealth tax, Service Tax, Duty of customs, Duty of excise, Value Added Tax and any other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect Provident fund, Employee State Insurance, Income-tax, Sales-tax, Wealth tax, Service-tax, Duty of Customs, Duty of excise, Value added tax and any other material statutory dues were in arrears, as at 31st March, 2015, for a period of more than six months from the date they became payable.

(b) There are no amounts required to be transferred by the Company to the Investor Education and Protection Fund in accordance with the provisions of the Companies Act, 1956 and the rules made



thereunder.

- (viii) The Company does not have any accumulated losses at the end of the financial year and has not incurred cash losses in the financial year and in the immediately preceding financial year.
- (ix) In our opinion and according to the information and explanations given to us, the company, has not defaulted in repayment of dues to its bankers or to any financial institutions during the year.
- (x) In our opinion and according to the information and explanations given to us, the terms and conditions on which the Company has given guarantees for loans taken by others from banks or financial institutions are not prejudicial to the interest of the Company.
- (xi) In our opinion and according to the information and explanations given to us by the management, term loan availed by the company were applied for the purposes for which the loan were obtained.
- (xii) According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the year.

**FOR A.NATANI & CO.  
Chartered Accountants  
Firm Reg. No. 007347C**

**Sd/-  
ASHOK KUMAR NATANI  
PARTNER  
Membership No. 074692**

**Place : JAIPUR  
Date : 30-05-2015**



**VINAYAK POLYCON INTERNATIONAL LIMITED  
312, NAVJEEVAN COMPLEX 29, STATION ROAD, JAIPUR.  
BALANCE SHEET AS AT 31st MARCH 2015**

PARTICULARS	Note	(Amt. In Rs.)	
		AS AT 31.03.2015	AS AT 31.03.2014
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholder's Fund</b>			
Share Capital	3	30,812,950	30,812,950
Reserve and Surplus	4	6,680,804	5,633,839
		<u>37,493,754</u>	<u>36,446,789</u>
<b>Non Current Liabilities</b>			
Long Term Borrowings	5	5,118,085	10,957,512
Deferred Tax Liability (Net)	6	2,066,722	2,495,794
Other Long Term Liabilities	7	9,549,140	9,549,140
Long Term Provisions		0	0
		<u>16,733,947</u>	<u>23,002,446</u>
<b>Current Liabilities</b>			
Short Term Borrowings	8	17,544,462	26,759,285
Trade Payables	9	4,523,078	5,147,100
Other Current Liabilities	10	5,177,204	9,885,214
Short Term Provisions	11	2,139,080	2,271,119
		<u>29,383,824</u>	<u>44,062,718</u>
<b>TOTAL</b>		<b><u>83,611,525</u></b>	<b><u>103,511,953</u></b>
<b>ASSETS</b>			
<b>Non Current Assets</b>			
<b>Fixed Assets</b>			
Tangible Assets	12	39,220,654	46,839,057
Capital Work in Progress	12	0	0
Non Current Investments		0	0
Long Term Loans and Advances	13	1,285,525	1,164,144
		<u>40,506,179</u>	<u>48,003,201</u>
<b>Current Assets</b>			
Current Investments		0	0
Inventories	14	10,290,502	8,639,116
Trade Receivables	15	23,982,181	29,754,292
Cash and Cash Equivalents	16	313,122	303,970
Short Term Loans and Advances	17	8,426,818	16,625,927
Other Current Assets	18	92,723	185,447
		<u>43,105,346</u>	<u>55,508,752</u>
<b>TOTAL</b>		<b><u>83,611,525</u></b>	<b><u>103,511,953</u></b>

**Significant Accounting Policies**

2

The accompanying notes are an integral part of the Financial Statements

In terms of our report attached.

For A. Natani & Co.  
Chartered Accountants  
Firm Regn. No. 007347C

For and on behalf of the Board of Directors

Sd/-  
**CA Ashok Kumar Natani**  
Partner  
Membership No. 074692  
Place : Jaipur  
Date : 30.05.2015

Sd/-  
**Bhanwar Lal Baid**  
DIN:00212003  
Chairman

Sd/-  
**Bharat Baid**  
DIN:00212506  
Managing Director

Sd/-  
**Vikram Baid**  
DIN:00217347  
Director

Sd/-  
**Rashmi Agarwal**  
Company  
Secretary

**VINAYAK POLYCON INTERNATIONAL LIMITED****312, NAVJEEVAN COMPLEX 29, STATION ROAD, JAIPUR.****PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED ON 31.03.2015**

(Amt. In Rs.)

PARTICULARS	Note	AS AT	AS AT
		31.03.2015	31.03.2014
<b>INCOME</b>			
Revenue from Operations	19	212,738,574	239,225,103
Less: Excise Duty, Taxes Etc.		41,597,146	45,192,242
Net Revenue from Operations		171,141,428	194,032,861
Other Income	20	141,646	253,171
<b>TOTAL</b>		<b>171,283,074</b>	<b>194,286,032</b>
<b>EXPENSES</b>			
Cost of Material Consumed	21	108,555,613	124,785,624
Changes in Inventories of Finished Goods, Work in Progress and Stock in Trade	22	62,810	(300,901)
Employee Benefits Expense	23	13,456,509	14,282,763
Finance Cost	24	4,091,564	6,793,058
Depreciation and Amortization Expense	12	7,651,638	9,050,033
Other Expenses	25	35,827,337	38,451,252
<b>TOTAL</b>		<b>169,645,471</b>	<b>193,061,829</b>
<b>PROFIT/(LOSS) BEFORE TAX</b>		<b>1,637,603</b>	<b>1,224,203</b>
Less: Tax Expenses			
Current Tax		(930,623)	(676,483)
Deferred Tax		429,072	330,438
<b>PROFIT FOR THE YEAR</b>		<b>1,136,053</b>	<b>878,158</b>
Earnings per Equity Share of face value of Rs. 10/- each			
Basic	26	0.37	0.28
Diluted	26	0.37	0.28

**Significant Accounting Policies****2**

The accompanying notes are an integral part of the Financial Statements

In terms of our report attached.

For A. Natani & Co.  
Chartered Accountants  
Firm Regn. No. 007347C

For and on behalf of the Board of Directors

Sd/-  
**CA Ashok Kumar Natani**  
Partner  
Membership No. 074692  
Place : Jaipur  
Date : 30.05.2015

Sd/-  
**Bhanwar Lal Baid**  
DIN:00212003  
Chairman

Sd/-  
**Bharat Baid**  
DIN:00212506  
Managing Director

Sd/-  
**Vikram Baid**  
DIN:00217347  
Director

Sd/-  
**Rashmi Agarwal**  
Company  
Secretary



**VINAYAK POLYCON INTERNATIONAL LIMITED**  
**CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2015**

	2014-2015 (in Rs. )	2013-2014 (in Rs. )	
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>			
Net Profit before tax and extraordinary items	1,637,603		1,224,203
Adjustment for :			
Depreciation	7,651,638	9,050,033	
Preliminary/Deferred Expenses Written off	92,724	92,724	
Profit/Loss on sale of Investment/Assets	-	(246,355)	
Provision written back	-	(6,816)	
Adjustment for change of useful life of fixed assets as per Schedule II of Companies Act, 2013	0	0	
Foreign Exchange	-	-	
Interest & Other income on Investments	(141,646)	-	
Interest	4,091,564	11,694,280	6,793,058
	<b>13331883</b>		<b>16906847</b>
<b>Operating profit before working capital changes</b>			
<b>Adjustment for (Increase) / Decrease in Operating Assets</b>			
Inventories	(1,651,386)	3,079,114	
Trade Receivables	5,772,111	(2,933,575)	
Short Term Loans and Advances	8,199,109	(1,959,798)	
Long Term Loans and Advances	(121,381)	652,111	
Other Current Assets	-	-	
Other Non-Current Assets	-	12,198,453	(1,162,148)
<b>Adjustment for Increase / (Decrease) in Operating Liabilities</b>			
Trade Payables	(624,022)	1,679,307	
Other Current Liabilities	(4,708,010)	(1,993,593)	
Other Long Term Liabilities	-	-	
Short Term Provisions	(132,039)	1,095,684	
Long Term Provisions	-	(5,464,071)	781,398
<b>Working Capital Changes</b>	<b>6,734,382</b>		<b>(380,750)</b>
<b>Cash generated from operations</b>	<b>20,066,265</b>		<b>16,526,097</b>
Taxes Paid / Payable Net	930,622		454,020
<b>NET CASH FROM OPERATING ACTIVITIES (A) :</b>	<b>19,135,643</b>		<b>16,072,077</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>			
Capital Expenditure on Fixed Assets Including Capital Advances	(122,323)	(526,827)	
Proceeds from sale of Fixed assets	-	2,300,000	
Deposits / Investments	-	-	
Dividend Income	-	-	
Interest Income / Other Income	141,646	-	
Bank Balances not considered as cash and cash Eq.	-	-	
<b>NET CASH FROM INVESTING ACTIVITIES (B) :</b>	<b>19323</b>		<b>1773173</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>			
Proceeds from Long Term Borrowings	-	-	
Repayment of long term Borrowings	(5,839,427)	(11,383,136)	
Net Increase / Decrease in Working Capital Borrowings	(9,214,823)	(286,086)	
Proceeds from Short Term Borrowings	-	-	
Repayment of Short Term Borrowings	-	-	
Finance Cost	(4,091,564)	(6,793,058)	
Dividend and Tax thereon Paid	-	-	
Cash Flow from extraordinary items	-	-	
<b>NET CASH USED IN FINANCING ACTIVITIES (C) :</b>	<b>(19145814)</b>		<b>(18462280)</b>
<b>Net changes in cash and cash equivalents(A+B+C)</b>	<b>9,152</b>		<b>(617,030)</b>
<b>Cash &amp; Cash equivalents Opening Balance</b>	<b>303,970</b>		<b>921,000</b>
<b>Net changes in cash and cash equivalents</b>	<b>9,152</b>		<b>(617,030)</b>
<b>Cash &amp; Cash equivalents Closing Balance</b>	<b>313,122</b>		<b>303,970</b>

For A. Natani & Co.  
Chartered Accountants  
Firm Regn. No. 007347C

For and on behalf of the Board of Directors

Sd/-  
**CA Ashok Kumar Natani**  
Partner  
Membership No. 074692  
Place : Jaipur  
Date : 30.05.2015

Sd/-  
**Bhanwar Lal Baid**  
DIN:00212003  
Chairman

Sd/-  
**Bharat Baid**  
DIN:00212506  
Managing Director

Sd/-  
**Vikram Baid**  
DIN:00217347  
Director

Sd/-  
**Rashmi Agarwal**  
Company  
Secretary

**VINAYAK POLYCON INTERNATIONAL LIMITED****Notes forming part of the Financial Statements****as at and for the year ended March 31, 2015****Note 1 CORPORATE INFORMATION**

Vinayak Polycron International Limited (the Company) is a public limited company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The company were demerged from Polycon International Limited, a list company also domiciled in India under the Demerger Scheme approved by the Honourable High Court of Rajasthan, Jaipur Bench vide Order Dated 21-07.2011. The company is engaged in the manufacturing and trading of PET Items like PET Bottles, PET Jars, PET Preforms, Caps and Lids etc. Its manufacturing facilities are located at Chennai

**Note 2 SIGNIFICANT ACCOUNTING POLICIES****a) Basis of preparation of financial Statements**

These financial statements have been prepared in accordance with the generally accepted accounting principles in India. The Company has prepared these financial statements to comply in all material respects with the provisions of Companies Act, 2013 ("The Act") and Accounting Standards notified under Section 133 of the Companies Act, 2013 read together with Paragraph 7 of the Companies (Accounts) Rules, 2014. The financial statements have been prepared on an accrual. All assets and liabilities have been classified as current or non-current as per Company's normal operating cycle and other criteria set out in Schedule-III of the Companies Act, 2013. The accounting policies adopted in preparation of financial statements are consistent with those of the previous year.

**b) Use of Estimates**

The preparation of consolidated financial statements in conformity with the generally accepted accounting principles ('GAAP') in India requires management to make estimates and assumptions that affect the reported amounts of income and expenses of the period, assets and liabilities and disclosures relating to contingent liabilities as of the date of the consolidated financial statements. Actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in future periods.

**c) Tangible fixed assets**

Fixed Assets have been stated at cost net of Cenvat credit less accumulated depreciation. Cost of acquisition or construction is inclusive of direct cost, incidental expenses and borrowing cost related to such acquisition or construction.

**d) Depreciation on tangible fixed assets**

Depreciation has been provided using the written down value method at the rate determined based on the estimated useful lives of the tangible assets where applicable, specified in the Schedule II to The Act and in keeping with other provisions of the said schedule.

Additions/deletions to fixed assets during the year are being depreciated on prorata from the date on which such assets are being capitalized/deleted.

**e) Impairment of tangible assets**

Impairment loss is provided to the extent that the carrying amount(s) of assets exceed their recoverable amount(s). Recoverable amount is the higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cash-flows expected to arise from the continuing use of the asset and from its disposal at the end of its useful life. Net selling price is the amount obtainable from sale of the asset in an arm's length transaction between knowledgeable, willing parties, less the costs of disposal.

**f) Investments**

Investments, if any, are stated at cost.

**g) Inventories**

Inventories are valued at lower of cost or net realizable value as per stock taken, verified, valued and certified by the management.

**h) Revenue Recognition**

sales are recognised when the substantial risks and rewards of ownership in the goods are transferred to the buyer, upon supply of goods, and are recorded net of trade discounts, rebates, sales taxes and excise duties (on goods manufactured and outsourced). It does not include inter-divisional transfers.

**i) Expenditure**

Expenses are accounted for on accrual basis and provision is made for all known losses and liabilities.

**j) Retirement and other employee benefits**

The Company contributes towards Provident fund and Family pension fund which are defined contribution schemes. Liability in respect thereof is determined on the basis of contribution required to be made under the statutes/rules.

Gratuity Liability, a defined benefit scheme, and provision for compensated absences is accrued and provided for on the basis of actuarial valuations made at the year end.

**k) Borrowing costs**

Borrowing costs that are attributable to the acquisition, construction or production of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

**l) Taxes on Income**

Tax expense comprises of both current and deferred tax at the applicable enacted/substantively enacted rates. Current tax represents the amount of income-tax payable/recoverable in respect of the taxable income/loss for the reporting period. Deferred tax represents the effect of timing differences between taxable income and accounting income for the reporting period that originate in one period and are capable of reversal in one or more subsequent periods.

**m) Provisions and contingencies**

A provision is recognized when the Company has a legal and constructive obligation as a result of a past event, for which it is probable that cash outflow will be required and a reliable estimate can be made of the amount of the obligation. A contingent liability is disclosed when the Company has a possible or present obligation where it is not probable that an outflow of resources will be required to settle it. Contingent assets are neither recognized nor disclosed.

**n) Foreign Currency Transactions**

Transactions in foreign currency, if any, are accounted at the exchange rate prevailing on the date of transactions. Foreign Currency Liabilities are stated at rates prevailing at the year end, if any. Any other exchange differences are recognized as revenue item.

**o) Cenvat Credit/Value Added Tax**

Cenvat/Value Added tax benefit is accounted for by reducing the purchase cost of material/fixed assets.

**Note 3 SHARE CAPITAL**
**(Amt. In Rs.)**

Particulars	As at 31st March, 2015		As at 31st March, 2014	
	No of Shares	Amount in Rs.	No of Shares	Amount in Rs.
<b>Authorised Share Capital</b>				
Equity shares of Rs. 10/- each with voting rights	3,250,000	32,500,000	3,250,000	32,500,000
<b>Issued, Subscribed and Fully Paid-up</b>				
Equity shares of Rs. 10/- each with voting rights, fully paid up	3,081,295	30,812,950	3,081,295	30,812,950
<b>TOTAL</b>	<b>3,081,295</b>	<b>30,812,950</b>	<b>3,081,295</b>	<b>30,812,950</b>

**3.1) Reconciliation of equity shares and amount outstanding**

Particulars	As at 31st March, 2015		As at 31st March, 2014	
	No of Shares	Amount in Rs.	No of Shares	Amount in Rs.
Equity Shares at the beginning of the year	3,081,295	30,812,950	3,081,295	30,812,950
Issued / Subscribed During the year	-	-	-	-
Equity Shares at the end of the year	<b>3,081,295</b>	<b>30,812,950</b>	<b>3,081,295</b>	<b>30,812,950</b>

**3.2) Terms/rights attached to equity shares**

The company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity share is entitled to one vote per share. All equity shareholders rank equally with regard to dividends and share in the company's residual assets.

In the event of liquidation of the company, the holder of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholder

**3.3) The details of shareholders holding more than 5% shares:**

Particulars	As at 31st March, 2015		As at 31st March, 2014	
	No of Shares	% held	No of Shares	% held
Jai Sinter Polycron Private Limited	354,950	11.52	354,950	11.52
Sankalp Granites Private Limited	323,169	10.49	323,169	10.49
Subhraj Traders Private Limited	244,218	7.93	244,218	7.93
SIGO Polymers (P) Ltd	182,714	5.93	182,714	5.93
Maratha Petrochemicals (P) Ltd	180,854	5.87	180,854	5.87
Bharat Kumar Baid (H)	167,134	5.42	167,134	5.42
	<b>1,453,039</b>	<b>47.16</b>	<b>1,453,039</b>	<b>47.16</b>

The Company has not allotted any fully paid up equity shares by way of bonus shares nor has bought back any class of equity shares during the period of 5 years immediately preceding the balance sheet date.

**Note 4 RESERVE & SURPLUS**
**(Amt. In Rs.)**

PARTICULARS	AS AT	AS AT
	31.03.2015	31.03.2014
<b>General Reserve</b>		
Balance as at the Beginning of the year	3,040,324	3,040,324
	<b>3,040,324</b>	<b>3,040,324</b>



**Surplus in the Statement of Profit and Loss**

Balance as at the Beginning of the year	2,593,515	1,715,357
Add: Profit for the Year	1,136,053	878,158
Less: Adjustment *1	(89,088)	
Balance as at the end of the year	<u>3,640,480</u>	<u>2,593,515</u>
<b>TOTAL</b>	<b><u>6,680,804</u></b>	<b><u>5,633,839</u></b>

\*1 Adjustment for change of useful life of fixed assets as per Schedule II of Companies Act, 2013 (Refer Note No. 12)

**Note 5 LONG TERM BORROWINGS (Amt. In Rs.)**

PARTICULARS	AS AT March 31, 2015		AS AT March 31, 2014	
	Current Maturities	Non Current Maturities	Current Maturities	Non Current Maturities
<b>Secured</b>				
a). Term Loan from I.O.B.	4,168,000	5,118,085	6,782,121	9,437,800
b) Car Loan from HDFC	153,479			
<b>Unsecured</b>				
b). Loans from Bodies Corporate				1,519,712
	<u>4,321,479</u>	<u>5,118,085</u>	<u>6,782,121</u>	<u>10,957,512</u>

a) Term Loans Rs.92.86 Lac from Bank together with interest and other charges thereon, is secured by equitable mortgage on company's land and building situated at village Pandur, Chengalpattu Taluk, Dist. Kanchipuram ( Tamil Nadu) and Hypothecation of plant and machinery and personal guarantee of 3 Directors of the company. It carries interest ranging from 12.5% to 14% p.a. on monthly rest. The said loan in repayable in 9 quarterly instalments, of which 8 are of Rs. 10.42 Lacs each and 9th is of Rs. 9.5 Lacs and interest is to be paid separately.

Car Loan From HDFC Bank of Rs.1.53 lacs @10%p.a. on monthly interest with instalment of Rs.22,400 per month including interest.

**Note 6 DEFERRED TAX LIABILITY (NET) (Amt. In Rs.)**

PARTICULARS	AS AT	AS AT
	31.03.2015	31.03.2014
Deferred tax liability arising on account of: Timing Difference in Depreciable Assets	2,066,722	2,495,794
	<u>2,066,722</u>	<u>2,495,794</u>

**Note 7 Other Long Term Liabilities (Amt. in Rs.)**

PARTICULARS	AS AT	AS AT
	31.03.2015	31.03.2014
Balance due to Demerger from Polycon International Limited	9,549,140	9,549,140
<b>TOTAL</b>	<b><u>9,549,140</u></b>	<b><u>9,549,140</u></b>



**Note 8 SHORT TERM BORROWINGS**

(Amt. in Rs.)

PARTICULARS	AS AT	AS AT
	31.03.2015	31.03.2014
<b>Secured</b>		
Cash Credit from I.O.B.	17,544,462	26,759,285
<b>TOTAL</b>	<b>17,544,462</b>	<b>26,759,285</b>

Cash credits facilities from Indian Overseas Bank together with interest and other charges thereon, is secured by mortgage of company's land and building together with other immovable assets thereon both present and future and by way of a hypothecation charge over all movable assets including book debts of the company and secured by personal guarantee of 3 directors of the company. Cash credit is payable on demand and carries interest varying from 12% to 14% P.A. on monthly rest.

**Note 9 TRADE PAYABLES**

(Amt. In Rs.)

PARTICULARS	AS AT	AS AT
	31.03.2015	31.03.2014
Sundry Creditors for goods, services & Exp.	4,523,078	5,147,100
<b>TOTAL</b>	<b>4,523,078</b>	<b>5,147,100</b>

**Note 10 OTHER CURRENT LIABILITIES**

(Amt. in Rs.)

PARTICULARS	AS AT	AS AT
	31.03.2015	31.03.2014
Current Maturities of Long Term Borrowings	4,321,479	6,782,121
Statutory Dues	482,210	1,039,111
PF Payable	98,103	43,732
Payable on Account of Capital Goods	275,412	2,020,250
<b>TOTAL</b>	<b>5,177,204</b>	<b>9,885,214</b>

**Note 11 SHORT TERM PROVISIONS**

(Amt. in Rs.)

PARTICULARS	AS AT	AS AT
	31.03.2015	31.03.2014
Provision for Tax	907,564	676,483
Provision for Expenses	1,231,516	1,594,636
<b>TOTAL</b>	<b>2,139,080</b>	<b>2,271,119</b>



**Note 12 FIXED ASSETS**

	GROSS BLOCK				DEPRECIATION						NET BLOCK	
	As on 01.04.2014	Addition during the year	Deduction during the year	As on 31.03.15	Upto 31.03.14	For the year	Adjusted with retained earning	Deduction during the year	Total Depreciation	As at 31.03.15	As at 31.03.14	
1	LAND (Leasehold)	1,382,687		1,382,687						1,382,687	1,382,687	
2	FACTORY BUILDING	13,265,437		13,265,437	6,042,574	678,186			6,720,760	6,544,677	7,222,863	
3	PLANT & MACHINERY	56,024,255		56,024,255	26,136,986	5,101,511			31,238,497	24,785,758	29,887,269	
4	ELECTRIC INSTALATION	2,990,548		2,990,548	1,555,697	289,276			1,844,973	1,145,575	1,434,851	
5	OFFICE EQUIPMENTS	346,311		346,311	202,046	31,576	79,444		313,066	33,245	144,265	
6	FURNITURE & FIXTURES	667,655		667,655	394,095	88,967			483,062	184,593	273,560	
7	VEHICLES	2,160,850		2,160,850	1,270,129	301,572			1,571,701	589,149	890,721	
8	COMPUTERS	567,714	122,323		434,100	122,130	9,644		565,874	124,163	133,614	
9	MOULDS & DIES	24,750,395		24,750,395	19,281,168	1,038,420			20,319,588	4,430,807	5,469,227	
	TOTAL	102,155,852	122,323	102,278,175	55,316,795	7,651,638	89,088		63,057,521	39,220,654	46,839,057	
	Figure for the previous year	105,828,791	526,828	102,155,852	48,412,884	9,050,033		2,146,122	55,316,795	46,839,057		



**Note 13 LONG-TERM LOANS AND ADVANCES (Amt. In Rs.)**

<b>PARTICULARS</b>	<b>AS AT 31.03.2015</b>	<b>AS AT 31.03.2014</b>
Unsecured Considered Good (Unless Otherwise stated)		
Security Deposits	1,285,525	1,164,144
<b>TOTAL</b>	<b>1,285,525</b>	<b>1,164,144</b>

**Note 14 INVENTORIES (Amt. In Rs.)**

<b>PARTICULARS</b>	<b>AS AT 31.03.2015</b>	<b>AS AT 31.03.2014</b>
Raw Material	7,548,459	5,792,513
Stores	90,200	102,000
Fuel	10,400	40,350
Finished Goods	2,641,443	2,704,253
<b>TOTAL</b>	<b>10,290,502</b>	<b>8,639,116</b>

**Note 15 TRADE RECEIVABLES (Amt. In Rs.)**

<b>PARTICULARS</b>	<b>AS AT 31.03.2015</b>	<b>AS AT 31.03.2014</b>
Unsecured, Considered Good (Unless Otherwise stated)		
Trade receivables outstanding for a period exceeding six months from the date they were due for payment	5,979,990	5,979,990
Other trade receivables	18,002,191	23,774,302
<b>TOTAL</b>	<b>23,982,181</b>	<b>29,754,292</b>

**Note 16 CASH AND CASH EQUIVALENTS (Amt. In Rs.)**

<b>PARTICULARS</b>	<b>AS AT 31.03.2015</b>	<b>AS AT 31.03.2014</b>
Cash on Hand	162,402	303,275
Balances with Bank		
In Current Accounts	150,720	695
<b>TOTAL</b>	<b>313,122</b>	<b>303,970</b>

**Note 17 SHORT-TERM LOANS AND ADVANCES (Amt. In Rs.)**

<b>PARTICULARS</b>	<b>AS AT 31.03.2015</b>	<b>AS AT 31.03.2014</b>
Unsecured, Considered Good (Unless Otherwise stated)		
Loans and Advances to Related Parties	3,659,027	11,537,796
Advances against Goods supply / Expenses	1,054,275	1,147,320
Advance Income Tax (Incl. TDS)	863,915	412,000
Prepaid Expenses	210,342	233,678
Balance with Excise / Sales Tax / Service Tax	1,309,089	1,840,000
Advances to Employees		
(Unsecured, Considered Good)	527,239	578,544
Advances against Capital Goods	15,931	94,589
Security Deposits	787,000	782,000
<b>TOTAL</b>	<b>8,426,818</b>	<b>16,625,927</b>

**Note 18 OTHER CURRENT ASSETS (Amt. In Rs.)**

<b>PARTICULARS</b>	<b>AS AT 31.03.2015</b>	<b>AS AT 31.03.2014</b>
Preliminary Expenses		
(To the extent not written off)	92,723	185,447
<b>TOTAL</b>	<b>92,723</b>	<b>185,447</b>

PARTICULARS	FOR THE YEAR ENDED 31.03.2015	FOR THE YEAR ENDED 31.03.2014
<b>Note 19 REVENUE FROM OPERATIONS</b>		(Amt. in Rs.)
Sale of Products		
Finished Goods	212,738,574	239,225,103
Less: Excise Duty Etc.	<u>41,597,146</u>	<u>45,192,242</u>
	<u>171,141,428</u>	<u>194,032,861</u>
<b>Details of Products Sold:</b>		
Pet Bottles, Jars and Caps	170,038,753	194,032,861
Others	<u>1,102,675</u>	<u>-</u>
<b>Total</b>	<b><u>171,141,428</u></b>	<b><u>194,032,861</u></b>
<b>Note 20 OTHER INCOME</b>		
Interest Received	141646	0
Income Tax Provision written back		6,816
Profit on Sale of Fixed Assets		<u>246,355</u>
<b>Total</b>	<b><u>141,646</u></b>	<b><u>253,171</u></b>
<b>Note 21 COST OF MATERIALS CONSUMED</b>		
<b>Raw Material</b>		
Inventories at the beginning of the year	5,792,513	9,075,102
Add:- Purchases	<u>110,311,559</u>	<u>121,503,035</u>
	116,104,072	130,578,137
Less:- Inventories at the end of the year	<u>7,548,459</u>	<u>5,792,513</u>
Raw Material Consumed	<u>108,555,613</u>	<u>124,785,624</u>
<b>Raw Material Consumed:</b>		
PET	<b>90,819,118</b>	<b>107,987,168</b>
PP	<b>17,736,495</b>	<b>16,798,456</b>
<b>TOTAL</b>	<b><u>108,555,613</u></b>	<b><u>124,785,624</u></b>
<b>Note 22 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK IN TRADE</b>		
Finished Goods at the beginning of the year	2,704,253	2,403,352
Finished Goods at the end of the year	<u>2,641,443</u>	<u>2,704,253</u>
<b>Net Decrease/(Increase)</b>	<b><u>62,810</u></b>	<b><u>(300,901)</u></b>
<b>Note 23 EMPLOYEE BENEFIT EXPENSE</b>		
Salaries, Wages and Incentives	12,337,127	13,815,048
Contribution to Provident and Other Funds	902,377	284,125
Staff Welfare Expenses	<u>217,005</u>	<u>183,590</u>
<b>Total</b>	<b><u>13,456,509</u></b>	<b><u>14,282,763</u></b>
<b>Note 24 FINANCE COST</b>		
Interest to Bank	3,997,908	6,089,090
Interest to Others		477,380
Other Borrowing Cost	<u>93,656</u>	<u>226,588</u>
<b>TOTAL</b>	<b><u>4,091,564</u></b>	<b><u>6,793,058</u></b>

PARTICULARS	FOR THE YEAR ENDED31.03.2015	FOR THE YEAR ENDED31.03.2014
<b>Note 25 OTHER EXPENSES</b>		(Amt. in Rs.)
Consumption of Stores and Spare parts	3,131,158	3,330,132
Electricity and Fuel Charges	13,886,566	17,936,708
Payment to Auditors as Auditors - Statutory Audit	25,000	20,000
Repairs and Maintenance Plant and Machinery	893,787	3,294,069
Building	271,863	796,087
Others	218,991	165,189
<u>Tour &amp; Travelling</u>		
Domestic	891,526	697,816
Foreign		
Postage, Telegraph & Telephone	160,030	160,134
Insurance	316,503	280,532
Legal Expenses & Professional Fees	470,784	187,574
Conveyance & Vehicle Maintenance	109,762	119,974
Preliminary Expenses written off	92,724	92,724
Rates & Taxes	221,524	87,914
Gratuity		42,000
Advertisement Expences	74,261	64,713
Consumption of Packing Material	5,555,013	2,566,270
Transport, Handling & Octroi	6,072,754	6,164,334
Rent	1,229,600	1,253,000
Freight and Cartage Expenses	1,022,421	1,046,757
Miscellaneous Expenses	1,183,070	145,325
<b>TOTAL</b>	<b>35,827,337</b>	<b>38,451,252</b>

**Note 26 EARNINGS PER SHARE (EPS)**

Earnings per share is calculated by dividing the profit attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year. (For the purpose of calculation of number of shares outstanding during the year, shares issued / to be issued pursuant to the scheme of demerger are also counted as complete shares fully paid up.

(Amt. in Rs.)

	FOR THE YEAR ENDED31.03.2015	FOR THE YEAR ENDED31.03.2014
Profit attributable to Equity shareholders	1,136,053	878,158
Weighted average Number of Equity shares outstanding during the year	3,081,295	3,081,295
Basic Earnings Per Share	0.37	0.28
Diluted Earnings per share	0.37	0.28
Nominal Value per share	10/-	10/-

**Note 27 SEGMENT INFORMATION**
**PRIMARY:**

The company is engaged in the business of providing packaging solutions primarily in the field of PET bottles and jars and closures, which constitutes single business segment. As per management perspective the risks and returns from its sales do not materially vary geographically. Accordingly, there are no other business segments to be reported as per AS-17 issued under the Companies (Accounting Standards) Rules, 2006.



**Note 28 CONTINGENT LIABILITIES**

(Amt. In Rs.)

	AS AT 31.03.2015	AS AT 31.03.2014
a) Excise matter disputed in appeals	-	-
b) Claims against the company not acknowledged as debts	-	-
c) Sales tax matters disputed in appeals	-	-
d) Income Tax matters disputed in appeals	-	-
<b>TOTAL</b>	<b>-</b>	<b>-</b>

**Note 29 Disclosure required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006**

The Ministry of Micro, Small and Medium Enterprise has issued an office memorandum dated 26.08.2008, which recommends that Micro and Small Enterprises should mention in their correspondence with its customers, the entrepreneur's memorandum number as allocated after filing of memorandum. Accordingly, the disclosure in respect of the amounts payable to such enterprises as on 31.03.2015 and 31.03.2014 has been made in the financial statements based on the information provided by the management. Based on the information currently available with the company, there are no dues payable to Micro and Small Suppliers as defined in the Micro, Small and Medium Enterprise Development Act, 2006

(Rupees in lacs)

	AS AT 31.03.2015	AS AT 31.03.2014
i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	-	-
ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-
iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	-	-
iv) The amount of interest due and payable for the year	-	-
v) The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-
<b>TOTAL</b>	<b>-</b>	<b>-</b>

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the management, based on the information provided by the suppliers in turn. This has been relied upon by the auditors.

**Note 30 RELATED PARTY TRANSACTIONS**

**Names of related parties where control exists and their Relationship**

Ridam Polymers Pvt. Ltd.	Relative of Director are Directors
HMI Corporation	Relative of Director are Partner
Jai Sinter Polycon Pvt. Ltd.	Director Holds office of Profit
Crystal Packaging	Relative of Director are Partner
Vinod Baid	Relative of Director

**Key Management Personal**

- Shri Bharat Baid
- Shri Vikram Baid



Enterprise over which key management personnel and their relatives are able to exercise significant influence

- Ridam Polymers Pvt. Ltd.
- HMI Corporation
- Jai Sinter Polycon Pvt. Ltd.
- Crystal Packaging

Notes forming part of Financial Statements (Contd) for the year ended 31st March, 2015

Details of transactions with related parties during the year/previous year

(Amt. in Lacs)

		AS AT 31.03.2015	AS AT 31.03.2014
Nature of transactions			
1	Sale of goods		
	Crystal Packaging	14.64	7.04
	Jai Sinter Polycon Pvt. Ltd.	-	2.12
2	Sale of Old Machine		
	Jai Sinter Polycon Pvt. Ltd.	-	22.24
3	Receiving of Services		
	Jai Sinter Polycon Pvt. Ltd.	4.88	24.92
	Crystal Packaging	1.85	3.46
4	Interest Paid		
	Jai Sinter Polycon Pvt. Ltd.	-	4.77
5	Rent - Vinod Baid	8.58	7.80
6	Purchases of Stores and Items		
	Jai Sinter Polycon Pvt. Ltd.	17.29	10.52
	Crystal Packaging	110.22	-
7	Short Term Loans Given / Taken during the year		
	HMI Corporation	0 / 12.33	0 / 0
	Ridam Polymers Pvt. Ltd	0 / 19.00	0 / 0
	Crystal Packaging	0 / 0	30.54 / 1.89
8	Amount Outstanding against Short term Loan		
	HMI Corporation	-	12.33
	Ridam Polymers Pvt. Ltd	36.45	55.45
	Crystal Packaging	-	47.60
Managerial Remuneration (As per Companies Act 2013)			
	Mr. Bharat Baid	20.37	12.75
	Mr. Vikram Baid	16.86	9.46
<b>Note 31</b>	<b>EARNINGS IN FOREIGN CURRENCY</b>		
	FOB Value of Exports	NIL	NIL
	Other Income	NIL	NIL



Note	32 EXPENDITURE IN FOREIGN CURRENCY	(Amt. in Rs.)	
		Year ended 31.03.2015	Year ended 31.03.2014
a)	Travelling expenses	-	-
b)	Others	-	-
	<b>TOTAL</b>	<b>-</b>	<b>-</b>

**Note 33** The Company is neither required to conduct the Cost Audit nor required to maintain Cost Accounting Records for the current financial year.

**Note 34** Inventories, Loans & Advances, Trade Receivables/Payables and other Current/Non-current assets are reviewed annually and in the opinion of the Management do not have a value on realisation in the ordinary course of business, less than the amount at which they are stated in the balance sheet.

**Note 35** Previous year's figure have been regrouped/reclassified wherever necessary to correspond with the current year's classification/ disclosure.

For A. Natani & Co.  
Chartered Accountants  
Firm Regn. No. 007347C

For and on behalf of the Board of Directors

Sd/-  
**CA Ashok Kumar Natani**  
Partner  
Membership No. 074692  
Place : Jaipur  
Date : 30.05.2015

Sd/-  
**Bhanwar Lal Baid**  
DIN:00212003  
Chairman

Sd/-  
**Bharat Baid**  
DIN:00212506  
Managing Director

Sd/-  
**Vikram Baid**  
DIN:00217347  
Director

Sd/-  
**Rashmi Agarwal**  
Company  
Secretary

(VINAYAK POLYCON INTERNATIONAL LIMITED)

(CIN: L25209RJ2009PLC030620)

Registered Office: 312, Navjeevan Complex, 29, Station Road, Jaipur-302006

Email: investor@vinayakpolycon.com, Website: www.vinayakpolycon.com

Phone: 0141-2377007, Fax: 0141-2378830

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3)of the Companies (Management and Administration) Rules, 2014]

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/We, being the member(s) of .....shares of the above named Company, hereby appoint

Name :..... Email Id:-.....

Address:.....

Signature: ..... or failing him / her;

Name :..... Email Id:-.....

Address: .....

Signature: ..... or failing him / her;

Name :..... Email Id:-.....

Address: .....

Signature: ..... or failing him / her;

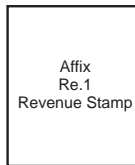
as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 6th Annual General Meeting of the Company, to be held on Saturday, the 26th September, 2015 at 4.00 p.m. at "Parmanand Hall", Ashok Marg, C-Scheme, Jaipur-302001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Table with 4 columns: No., Resolutions, For, Against. Rows include Ordinary Business (3 items) and Special Business (3 items).

Signed this.....day of.....2015.

Signature of Shareholder .....

Signature of Proxy holder (s).....



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

