

(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

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 an **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 Polycon International Limited

Date: 14.08.2015

Place: Jaipur

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 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 Friday, 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. 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 Polycon 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 with a copy marked to 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 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 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 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

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 ₹ 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 ₹ 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 Polycon International Limited

Sd/-

VIKRAM BAID
WHOLE TIME DIRECTOR
DIN NO. 00217347

Date: 14.08.2015

Place: Jaipur

VINAYAK POLYCON INTERNATIONAL LIMITED

(CIN: L25209RJ2009PLC030620)

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

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ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint shareholders may obtain additional slip at the venue of the meeting.

Folio No./DPID No.*/ Client ID No.*	
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NAME AND ADDRESS OF THE SHAREHOLDER:

..... No. of shares held.....

I hereby record my presence at the **06th ANNUAL GENERAL MEETING** of the Company held on Saturday, the 26th day of September, 2015 at 4.00 P.M. at: "Parmanand Hall", Ashok Marg, C-Scheme, Jaipur-302001.

Signature of the shareholder or proxy.....

* Applicable for investors holding shares in electronic form.

(VINAYAK POLYCON INTERNATIONAL LIMITED)

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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) ofshares 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;

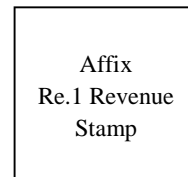
as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 6th Annual General Meeting of the Company, to be held on Saturday, the 26th September, 2015 at 4.00 p.m. at "Parmanand Hall", Ashok Marg, C-Scheme, Jaipur-302001 and at any adjournment thereof in respect of such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

No.	Resolutions	For	Against
	Ordinary Business		
1.	To consider and adopt the Audited Financial Statements of the Company for the year ended 31 st 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.		
	Special business		
4.	Approval of Related Party Transactions under Section 188 of Companies Act, 2013.		
5.	Revision in Remuneration of Mr. Vikram Baid, Executive Director of the Company.		
6.	Revision in Remuneration of Mr. Bharat Kumar Baid, Managing Director of the Company.		

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.