

# **MANOJ MAHESHWARI**

**COMPANY SECRETARY**

t 2370 954; 93145 04821 (M)

Email: [cs.vmanda@gmail.com](mailto:cs.vmanda@gmail.com)

"USHA - KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR - 302 019.

## **FORM No. MGT-13**

### **Report of Scrutinizer(s)**

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

Mr. Bhanwar Lal Baid

Chairman,

5<sup>th</sup> Annual General Meeting of the Equity Shareholders of Vinayak Polycon International Limited held on Saturday, 6<sup>th</sup> September, 2014 at 3.00 p.m. at "Parmanand Hall", Ashok Marg, C-Scheme, Jaipur -302001.

Dear Sir,

I Manoj Maheshwari, Company Secretary in practice appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 5<sup>th</sup> Annual General Meeting of the Equity Shareholders of Vinayak Polycon International Limited, held on Saturday, 6<sup>th</sup> September, 2014 at 3.00 p.m. at "Parmanand Hall", Ashok Marg, C-Scheme, Jaipur-302001, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, the ballot box kept for polling was locked in presence of members, with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. I did not find any poll papers invalid. However, votes cast by Mr. Bhanwar Lal Baid, Mr. Vikram Baid and Mr. Bharat Kumar Baid, in their respective Resolutions is treated invalid, being interested.
4. The result of the Poll is as under:

(a) **Resolution No. 1:** Adoption of the Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2014 including audited Balance Sheet as at 31<sup>st</sup> March, 2014 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

(i) **Voted in favour** of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
16	1023570	100%



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(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) **Invalid** votes:

Total Number of Members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
-	-

(b) **Resolution No. 2:** Appoint a director in place of Mr. Bhanwar Lal Baid (holding DIN 00212003), who retires by rotation and being eligible offers himself for re-appointment

(i) Voted **in favour** of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
15	941232	100%

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) **Invalid** votes:

Total Number of Members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
1	82338



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(c) **Resolution No. 3:** To re-appoint M/s. A. Natani & Co., Chartered Accountants (ICAI Registration No. 007347C) as statutory auditors of the Company from conclusion of this Annual General Meeting (AGM) till the conclusion of tenth AGM and fix their remuneration.

(i) **Voted in favour** of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
16	1023570	100%

(ii) **Voted against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) **Invalid** votes:

Total Number of Members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
-	-

(d) **Resolution No. 4:** Appointment of Mrs. Anima Bordia as Woman Independent Director.

(i) **Voted in favour** of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
16	1023570	100%

(ii) **Voted against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-



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(iii) **Invalid votes:**

Total Number of Members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
-	-

**(e) Resolution No. 5: Appointment of Mr. Niraj Nahata as an Independent Director.**

**(i) Voted in favour of the resolution:**

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
16	1023570	100%

**(ii) Voted against the resolution:**

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

**(iii) Invalid votes:**

Total Number of Members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
-	-

**(f) Resolution No. 6: Appointment of Mr. Pawan Nahata as an Independent Director.**

**(i) Voted in favour of the resolution:**

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
16	1023570	100%

**(ii) Voted against the resolution:**

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-



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**(iii) Invalid votes:**

Total Number of Members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
-	-

**(g) Resolution No. 7:** Appointment of Mr. Vikram Baid as an Executive Director & fix his remuneration

**(i) Voted in favour of the resolution:**

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
14	947494	100%

**(ii) Voted against the resolution:**

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

**(iii) Invalid votes:**

Total Number of Members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
2	76076

**(h) Resolution No. 8:** Appointment of Mr. Bharat Kumar Baid as Managing Director & fix his remuneration.

**(i) Voted in favour of the resolution:**

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
15	928522	100%

**(ii) Voted against the resolution:**

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-



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(iii) Invalid votes: -

Total Number of Members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
1	95048

5. A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Director authorized by the Board for safe keeping.

Thanking you,  
Yours Faithfully



**CS Manoj Maheshwari,**  
**Scrutinizer**  
**FCS: 3355 C.P. No.: 1971**

**Place: Jaipur**  
**Date: 08.09.2014**