

MANOJ MAHESHWARI
COMPANY SECRETARY

(2370 954; 93145 04821 (M)

E-mail: cs.vmanda@gmail.com

403, "ROYAL WORLD" S.C ROAD, JAIPUR – 302001.

"USHA – KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR – 302019.

09th September, 2014

To,
Mr. Bhanwar Lal Baid
Chairman
Vinayak Polycon International Limited
312, Navjeevan Complex,
29, Station Road,
Jaipur – 302006.

Dear Sir,

Sub: **Passing of Resolutions through Postal Ballot.**

Pursuant to the resolution passed by the Board of Directors of **VINAYAK POLYCON INTERNATIONAL LIMITED** (hereinafter referred to as "Company") on Monday, 14th July, 2014, I have been appointed as a scrutinizer to receive, process and scrutinize the postal ballot papers in respect of the special resolutions as circulated in the postal ballot notice dated 14th July, 2014.

To enable wider participation of shareholders, pursuant to the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder vide Companies (Management and Administration) Rules, 2014 and pursuant to SEBI's circular no. CIR/CFD/DIL/6/2012, dated July 13, 2012 as amended by its circular CIR/CFD/POLICYCELL/2/2014 April 17, 2014, listed companies listed on National Stock Exchange of India Limited (NSE) & BSE Ltd (BSE), are required to provide e-voting facility to their shareholders on all shareholder resolutions to be passed at the general meetings or through Postal Ballot. Since the Company falls within the requirements as specified in the Companies Act, 2013 and the above mentioned circular of SEBI e-voting which has been made applicable, the company has provided for the same.

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

The Company through RTA has also uploaded the resolution together with the explanatory statement in which e-voting is required and for generating Electronic Voting Sequence Number (EVSN) by the system provider. All necessary formalities in compliance with the requirements specified by CDSL, the system provider has been done by the company through its RTA. Necessary instructions in this regard to be followed by the shareholders have also been duly mentioned in the Postal Ballot Notice dated 14th July, 2014 sent to the



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Reference to the Companies Act, 2013	Type and description of the Special Resolutions
1) Special Resolution: Approval for creation of mortgage or charge, sale, lease or otherwise dispose off the whole or substantially the whole of the undertaking(s) of the company to secure the borrowings.	Special Resolution under Section 180(1)(a) of The Companies Act, 2013 to sell, lease, dispose of or to create mortgage and / or charge on all or any of the movable and / or immovable, tangible and/ or intangible properties, or such other assets of the Company, wherever situated, both present and future and / or the whole or substantially the whole of the undertaking/s of the Company, to secure the borrowings of company on such terms and conditions and at such time or times and in such form and manner as it may deem fit, within the overall limits aggregating to Rs. 50,00,00,000/- (Rupees Fifty Crores).
2) Special Resolution: To borrow money in excess of the paid-up share capital and free reserves	Special Resolution under Section 180(1)(c) of The Companies Act, 2013 to borrow any sum of money or sums of money, whether by way of Term Loan(s) / Equipment finance / Cash Credit facilities or the like, from time to time, any sum or sums of money at its discretion from national / international financial institutions / banks / Non-Banking Financial Companies / other body corporates / Trusts / Association of Persons / person, for the purpose of business of the Company and in its best interest, which together with the moneys already borrowed by the Company, (apart from temporary loans obtained in the ordinary course of business) shall not exceed in the aggregate of Rs. 50,00,00,000/- (Rupees Fifty Crores) at any time.

I report that the Postal Notice dated 14th July, 2014 under section 110 of the Companies Act, 2013 read with the Rule 22 under the Chapter on "Management and Administration" as notified by MCA on March, 27, 2014 were dispatched to all the shareholders by courier aggregating to 766 numbers along with the Self-Addressed prepaid Business Reply Envelope on or before Wednesday, 06th August, 2014.



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As stated in sub rule 3 of Rule 20 under the chapter on "Management and Administration" Rules as notified by MCA on March 27, 2014 an advertisement was published by the company on 09th August, 2014 in "The Financial Express", English Newspaper and in "Jansatta" vernacular language newspaper, informing about the completion about the dispatch of the postal ballot Notices, by courier, to the shareholders along with other related matters mentioned therein.

I report that I have received the Postal Ballot Forms from the shareholders during the period starting from 06th August, 2014 till 5th September, 2014. All the Postal Ballot forms together with all the votes cast by e-voting through CDSL received up to 6.00 PM Friday, 05th September, 2014, being the last date fixed by the Company for Receipt of the ballot forms/ e-voting, were considered for my scrutiny.

29 Envelopes containing Postal Ballot forms which were returned undelivered and as such these envelopes were not opened and will be taken up for destruction by the company after announcement of the results.

The Postal Ballot forms received at the Companies address in the name of the Scrutinizer were opened and then taken up for the Scrutiny by me. During the course of scrutiny of Postal Ballot Forms, I have not come across any mutilated Postal Ballot Form.

Since e-voting facility was provided by CDSL, the details of the e-voting exercised by the shareholders as also the votes exercised through Postal Ballots, which were duly scrutinized and processed, were duly compiled by me. While the details of the e-voting was provided by the system provider namely CDSL, the compilation of the register, in respect of Postal Ballot number, number of shares held, number of votes exercised, votes in favour, votes against and those votes which were rejected were generated by me, which have been duly scrutinized.

On scrutiny, I report that out of 766 shareholders, 21 shareholders have exercised their votes through e-voting and 8 shareholders have exercised their votes through Postal Ballot Forms, as received. The Details of Polling Results for the item placed for consideration by the Members are given below:



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Item No 1.

Total No. of Shareholders	766		
Total No. of Shares	30,81,295		
Receipt of postal Ballot Forms	From 06 th August, 2014 to 5 th September, 2014		
		Number of Votes/Folio	Number of shares
Total votes cast through e- voting	A	21	20,61,737
Total Votes cast through Postal Ballot forms received	B	8	3,06,220
Grand Total of e-voting/Postal Ballot Form (A+B)	C	29	23,67,957
Less: Invalid e-voting/ Postal Ballot Forms*(On account of signature mismatch, for/against option not indicated)	D	-	-
Net e-voting/Postal Ballot Forms(C-D)*(iii)	E	29	23,67,957

NOTES:

- i. Invalid Postal Ballot was not taken into account for counting of votes.
- ii. Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Postal Ballot or the number of shares mentioned in the Postal ballot whichever is less.
- iii. There is no case where the shareholder has voted both through Postal Ballot and through e-voting.



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SUMMARY OF POSTAL BALLOT

Promoter/Public	No. of shares held(1)	No. of votes polled(2)	% of votes polled on outstanding shares(3)=[(2)/(1)]*100	No. of votes in Favour(4)	No. of Votes against(5)	% of votes in favour on votes polled(6)=[(4)/(2)]*100	% of votes against on votes polled(7)=[(5)/(2)]*100
Promoter and Promoter group	15,59,877	14,91,863	95.64	14,91,863	0	100.00	0.00
Public institutional holders	--	--	0	0	0	0	0
Public-others	15,21,418	8,76,094	57.35	8,76,094	0	100.00	0.00
Total	30,81,295	23,67,957	76.85	23,67,957	0	100.00	0.00

Percentage of Votes cast in favour:100.00%

Percentage of votes cast against: 0.00%

RESULT:-

Since, the number of votes cast in favour of the resolution is 100%, I report that the Special Resolution under Section 110 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 as set out in the notice of postal ballot dated 14th July, 2014 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of the announcement of the result.



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Item No 2.

Total No. of Shareholders	766		
Total No. of Shares	30,81,295		
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		Number of Votes	Number of shares
Total votes cast through e-voting	A	21	20,61,737
Total Votes cast through Postal Ballot forms received	B	8	3,06,220
Grand Total of e-voting/Postal Ballot Form (A+B)	C	29	23,67,957
Less: Invalid e-voting/ Postal Ballot Forms*(On account of signature mismatch, for/against option not indicated)	D	-	-
Net e-voting/Postal Ballot Forms(C-D)*(iii)	E	29	23,67,957

NOTES:

- i. Invalid Postal Ballot was not taken into account for counting of votes.
- ii. Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Postal Ballot or the number of shares mentioned in the Postal ballot whichever is less.
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Promoter and Promoter group	15,59,877	14,91,863	95.64	14,91,863	0	100.00	0.00
Public institutional holders	--	--	0	0	0	0	0
Public-others	15,21,418	8,76,094	57.35	8,76,094	0	100.00	0.00
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Percentage of Votes cast in favour : 100.00%

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RESULT:-

Since, the number of votes cast in favour of the resolution is 100%, I report that the Special Resolution under Section 110 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 as set out in the notice of postal ballot dated 14th July, 2014 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of the announcement of the result.

I further report that as per the Postal Ballot Notice dated 14th July, 2014 and the Board Resolution dated 14th July, 2014, the Chairman or any other person as authorised in this regard may declare and confirm the above results of voting by postal ballot in respect of the resolution referred herein by 10th September, 2014, as intimated to the Stock Exchanges. The results of Postal Ballot together with the Scrutinizer's Report would be displayed on the Company's website www.vinayakpolycon.com and on the website of CDSL within 2 days of passing of the resolutions and shall also be communicated to the Stock Exchanges.

I further report that the Company has duly complied with the provisions of Rule 22 of Companies (Management and Administration) Rules, 2014. I further report that as per



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the said rules, the records maintained by me including the data as obtained from CDSL, the system provider for the e-voting facility extended by them as also a register recording the consent or otherwise received from the shareholders, voting through postal ballot, which includes all the particulars of the shareholders such as the name, Folio number/DP ID/ Client ID, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected, ballot papers and other related papers are in my safe custody which will be handed over to the Managing Director of the Company after the Chairman approves and signs the Minutes of the Meeting.

I thank you for the opportunity given to act as a Scrutinizer for the above Postal Ballot.

Thanking You
Yours Faithfully,



CS Manoj Maheshwari
FCS 3355
Scrutinizer

