

VINAYAK POLYCON INTERNATIONAL LIMITED

Regd. Office: 312, Navjeevan Complex, 29, Station Road, Jaipur – 302 006

Phone: 0141-2377007, Fax: 0141-2378830. E-Mail: investor@vinayakpolycon.com Website: www.vinayakpolycon.com

CIN No. L25209RJ2009PLC030620

POSTAL BALLOT NOTICE

Notice pursuant to Section 110 of the Companies Act, 2013

Dear Member(s),

NOTICE IS HEREBY given that the following resolutions are circulated for approval of members of the Company to be accorded by means of Postal Ballot as per provisions of Section 110 of the Companies Act, 2013 (the "Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and any other Rules as may be applicable for the proposed resolutions set out below. The Explanatory statement under section 102 of the Act stating all material facts and the reasons for the proposal is also appended hereto for your consideration.

The Board has appointed CS Manoj Maheshwari, Practicing Company Secretary at Jaipur, as a Scrutinizer for conducting the voting process through e-voting and Postal Ballot in accordance with the law and in a fair and transparent manner.

Members may note that as required under the provisions of the Section 108, 110 and other applicable provisions (if any) of the Act and the rules applicable in that regard and Clause 35B of the Equity listing agreement entered into by the Company with the Stock Exchange on which its equity shares are listed, the Company is pleased to provide electronic voting ("e-voting") as an alternative to its members to enable them to cast their votes electronically instead of dispatching the postal ballot forms by post. The Company has engaged the services of Central Depository Services India Limited ("CDSL") to provide e-voting facility to the members of the Company. It may be noted that e-voting is optional. The e-voting facility is available at the link www.evotingindia.com till 6.00 pm on 05.09.2014. Please refer to the instructions annexed to this notice for e-voting.

Members opting to vote through the postal ballot form mode are requested to carefully read the instructions printed on the Postal Ballot Form (appended hereto) and return the same duly completed (no other form or photocopy thereof is permitted), in the attached self-addressed business reply envelope (if posted in India) so as to reach the Scrutinizer, not later than 6.00 p.m. on 05.09.2014. Upon completion of the scrutiny of the Forms, the Scrutinizer shall submit his report to the Chairman/Executive Director of the Company. Please note that the Postal Ballot Form(s) received after the said date will be treated as not having been received.

The Chairman/Executive Director of the Company will announce the result of the Postal Ballot on 10.09.2014, at the registered office of the Company at, 312, Navjeevan Complex, 29, Station Road, Jaipur-302006 besides being communicated to the Stock Exchanges on which the Company's Equity Shares are listed. The results will also be displayed on the web-site of the Company at www.vinayakpolycon.com for the information of the Members. The date of declaration of the results of Postal Ballot will be taken to be the date of passing of the resolution.

Members may please note that the resolutions will be deemed to have been passed as a Special Resolution if the votes cast in favor are at least three-fourth of the total votes cast and would be deemed to have been passed in General Meeting.

ITEM NO. 1: Authorization under Section 180(1)(a) of the Companies Act, 2013

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 consider and, if thought fit, to give assent or dissent to pass the following resolution as a Special Resolution through Postal Ballot:

"RESOLVED THAT pursuant to the provisions of section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and applicable Rules made there under, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to the provisions in Articles of Association of the company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the company (hereinafter referred to as "the Board"), and/or any Committee thereof 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, on such terms and conditions and at such time or times and in such form and manner as it may deem fit, to or in favour of lenders i.e. national / international financial institutions / banks / Non-Banking Financial Companies / other Body Corporates / Trusts / Association of persons / person to secure any Term Loan(s) / Equipment finance / Cash Credit facilities or the like, obtained or to be obtained from any of the aforesaid lenders together with the interest whether simple / compound / additional, commitment charges, costs, charges, expenses and all other monies payable by the company to the concerned lenders in respect of the borrowings within the overall limits aggregating to Rs. 50,00,00,000/- (Rupees Fifty Crores).

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed appropriate by the Board, to give effect to the said resolution including delegation of all or any of the powers conferred on it by or under this resolution to any

committee of Directors of the Company and / or to any other director / directors or any other officer / employee/ advisor of the Company, as it may consider appropriate and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this resolution.”

ITEM NO. 2: Authorization under Section 180(1)(c) of the Companies Act,2013

TO BORROW MONEY IN EXCESS OF THE PAID-UP SHARE CAPITAL AND FREE RESERVES

To consider and, if thought fit, to give assent or dissent to pass the following resolution as a Special Resolution through Postal Ballot:

“**RESOLVED THAT** pursuant to Section 180 (1)(c) and all other applicable provisions and Rules, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to the provisions in Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board”) and/or any Committee thereof 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, irrespective of the fact that such aggregate amount of borrowings outstanding, at any time may exceed the aggregate of paid-up share capital and free reserves, that is to say the reserves not set apart for any specific purpose.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed appropriate by the Board, to give effect to the said resolution including delegation of all or any of the powers conferred on it by or under this resolution to any committee of Directors of the Company and / or to any other director / directors or any other officer / employee/ advisor of the Company, as it may consider appropriate and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this resolution.”

Place: Jaipur
Date: 14.07.2014

By order of the Board of Directors

Sd/-
(Vikram Baid)
Executive Director
DIN: 00217347

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business set out above is annexed hereto.
2. Notice is being sent to all the Members, whose names appear on the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) on 01.08.2014.
3. As per Rule(s) enumerated in Companies (Management and Administrative) Rules 2014, details of dispatch of Notice and Postal Ballot Paper to the members will be published in one (1) English and one (1) Vernacular language newspaper circulating in the State in which the registered office of the company is situated.
4. In compliance with the provisions of Section 108, 110 of the Companies Act, 2013 and Rules 22 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Equity Listing Agreement, the company is pleased to offer e-voting facility as an alternate to all the members of the company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional.

The procedure and instructions for e-voting are as under:

In case of members receiving e-mail:

- I. Log on to the e-voting website www.evotingindia.com.
- II. Now click on “Shareholders” tab to cast your votes.
- III. Now, select “Vinayak Polycon International Limited” from the drop down menu and click on “SUBMIT”.
- IV. If you are holding shares in Demat form and have already voted earlier on www.evotingindia.com for a voting of any Company, then your existing login id and password are to be used. If you are a first time user follow the steps given below.
- V. Now, fill up the following details in the appropriate boxes.
- VI.

	For members holding shares in D-mat Form	For members holding shares in Physical Form
USER ID	a) For NSDL: 8 Character DP ID followed by 8 digits Client ID b) For CDSL: 16 digits beneficiary ID	Folio No. registered with the Company
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)	
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	

*Members who have not updated their PAN with the Company/Depository Participant are requested to use the default number: XYZAB1234C in the PAN Field.

please enter any one of the details in order to login. In case either of the details are not recorded with the depository please enter the value 01/01/1994 in the DOB column.

- VII. After entering these details appropriately, click on "SUBMIT".
- VIII. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- IX. Click on the "[Company Name]" on which you choose to vote.
- X. On the voting page, you will see Resolution Description and against the same the option 'YES/NO' for voting. Enter the number of shares (which represents number of votes) under YES/NO or alternatively you may partially enter any number in YES and partially in NO, but the total number in YES and NO taken together should not exceed your total shareholding.
- XI. Click on the Resolution File Link if you wish to view the entire Postal Ballot Notice.
- XII. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- XIII. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- XIV. 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 communication(s) regarding CDSL e-voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.
- XV. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- XVI. If Demat account holder has forgotten the changed password then enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.

In case of members receiving the postal ballot notice and form by post:

- (A) Please follow all steps from sl. no. (ii) To sl. no. (xii) Above, to cast vote.
- (B) Bodies Corporate and Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and POA in favor of the Custodian who they have authorized to vote on their behalf, in PDF format in the system for the scrutinizer to verify the vote. A copy of the board resolution may also be sent to the Scrutinizer's e-mail id at cs@vmandaonline.com.
- (C) The voting period begins on 07.08.2014 at 10.00 a.m. and ends on 05.09.2014 at 6.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 01.08.2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (D) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

5. Members who have registered their email id for the receipt of documents of electronic mode under the green initiative of Ministry of Corporate affairs are being sent notice of postal ballot by email and others are sent by post along with postal ballot form. Members who have received postal ballot notice by email and wish to vote through physical postal ballot forms can seek duplicate postal ballot forms from the Registered Office of the Company.

Kindly note that the members can opt only one mode of voting that is either by physical ballot or e voting. If you are opting for e-voting, then do not vote by physical ballot and vice versa.

- I. However in case member has voted in both then voting done through valid physical ballot shall prevail and voting done by e voting will be treated as invalid.
- II. The Company has appointed CS Manoj Maheshwari, Practicing Company Secretary at Jaipur, as a scrutinizer for conducting the entire postal ballot process in a fair and transparent manner.
- III. You are requested to carefully read the instructions printed in the postal ballot form and return the form (no other form or photocopies permitted) duly completed, in the enclosed prepaid self-addressed business reply envelop, so as to reach the scrutinizer at the address of the company as printed on the said prepaid envelop on or before the close of working hours 6.00 p.m. on 05.09.2014. Postal Ballot received after 05.09.2014 shall be treated as if the reply from the member has not been received.
- IV. In cases where the postal ballot form has been signed by an authorized representative of a body corporate, a certified copy of the relevant authorization to vote on the postal ballot should accompany the postal ballot form.
- V. The scrutinizer will submit his report addressed to the Board of Directors of the company, to the Chairman/Executive Director of the company, after completion of scrutiny of postal ballot in a fair and transparent manner.
- VI. The results of the postal ballot will be announced by the Chairman/Executive Director of the Company on 10.09.2014 at 3.00 p.m. at the Registered Office and will also be communicated to the stock exchange

where the company's shares are listed. The results of the postal ballot will also be displayed on the company's website www.vinayakpolycon.com.

- VII. The Board of Directors has appointed Chairman of the Company as the person responsible for the entire postal ballot process.
- VIII. Document(s) specifically stated in the explanatory statement are open for inspection at the Registered Office of the Company between 2 pm and 5pm on all working days (except Saturdays, Sundays and public holidays) upto the date of announcement of result of postal ballot.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE NOTICE

Item no. 1:

CREATION OF MORTGAGE OR CHARGE, SALE, LEASE OR OTHERWISE DISPOSE OFF THE WHOLE OR SUBSTANTIALLY THE WHOLE OF THE UNDERTAKING(S) OF THE COMPANY

As per Section 180 (1) (a) of the Companies Act, 2013 and Rules made thereunder, the Board of Directors of the Company, except with the consent of Shareholders of the Company by passing a Special Resolution, shall not create, mortgage and/or charge on all or any of the immovable and/or movable properties of the Company, both present and future, or otherwise as per the requirements of Section 180(1)(a) of the Companies Act 2013, Rules made there under and any other statutory and procedural formalities to be complied with in this regard.

The operations of the Company have increased substantially and in order to meet the growing funds requirement of the Company, additional funds are required to be raised by creation of security on the immovable/movable properties of the Company.

Therefore, it is proposed to authorize the Board of Directors of the Company to mortgage/create charge on immovable and/or movable properties of the Company, both present and future upto an amount of Rs. 50,00,00,000/- (Rupees Fifty Crores Only) as per the requirements of Section 180(1)(a) of the Companies Act 2013, Rules made there under and any other statutory and procedural formalities to be complied with in this regard.

The Board of Directors of the Company has approved the above proposal and recommends the passing of the proposed Special Resolution by Members of the Company as contained in the Notice by Postal Ballot.

In view of the aforesaid provisions, you are requested to pass the special resolution as set out in Postal Ballot Notice of Company.

The Directors or Key Managerial Persons or their relatives do not have any concern or interest, financial or otherwise, in passing of the said Resolution.

Item no. 2:

TO BORROW MONEY IN EXCESS OF THE PAID-UP SHARE CAPITAL AND FREE RESERVES UPTO RS. 50 CRORES

The Members of the Company in the 2nd Annual General Meeting held on 14th September, 2011 accorded their approval to the Board of the Company to borrow up to Rs. 50 Crore. In order to exercise the borrowing powers beyond the paid-up share capital and free reserve (apart from the temporary loans and advances obtained in the ordinary course of business), the board needs the authority for increasing its borrowing limits from the shareholders by way of Special Resolution. It is therefore, proposed to provide the authority to the board of directors or sub-committees thereof, by seeking appropriate authorization from the members of the company under the provisions of Section 180(1)(c) of the Companies Act, 2013.

The borrowings of the Company are generally secured by creation of mortgage and / or charge on all or any of the movable or immovable properties / assets of the Company in such form and manner as may be required by the lenders and acceptable to the Board of Directors of the Company.

In view of the aforesaid provisions, you are requested to pass the special resolution as set out in Postal Ballot Notice of Company.

The Directors or Key Managerial Persons or their relatives do not have any concern or interest, financial or otherwise, in passing of the said Resolution.

Place: Jaipur
Date: 14.07.2014

By order of the Board of Directors

Sd/-
(Vikram Baid)
Executive Director
DIN: 00217347