



VINAYAK POLYCON International Ltd.

Regd. Office :
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29, Station Road, Jaipur - 302 008
Ph. : 2377007, 2378830
Fax : 91-141-2378830

www.vinayakpolycon.com
E-mail : vikramb@bsnl.in
L25209RJ2009PLC030620

Factory :
No. 16, Pandur Village,
P.O. Kayarambedu, Via Guduvanchery,
Distt. Kanchipuram-603 202,
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To,
The Manager,
Department of Corporate Services
BSE Ltd.
25th Floor, P. J. Towers, Dalal Street,
Mumbai- 400 001

VPIL/BSEL/2017-18/30092017
Saturday, September 30, 2017

Sub.: Disclosure under Regulation 44(3) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015

Voting Results for the 8th Annual General Meeting of Vinayak Polycon International Limited

Dear Sir / Madam,

In continuation to our letter dated 29th September, 2017, we hereby submit the following:

- 1) Voting Results as required under Regulation 44(3) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.
- 2) Consolidate Scrutinizer's Report on the remote e-voting and voting through physical ballot poll dated 29th September, 2017, as required under Section 108 of the Companies Act, 2013 and Rule 20(4) of the Companies (Management and Administration) Rules, 2014.

All the resolutions were passed with the requisite majority by the shareholders.

Further, Voting Results along with Scrutinizer's Report are also available on the Company's website: www.vinayakpolycon.com and on the website of NSDL: www.evoting.nsdl.com.

You are kindly requested to take the same on record and to inform all those concerned accordingly.

Thanking You,

Yours faithfully,

FOR VINAYAK POLYCON INTERNATIONAL LIMITED

Rashmi

**RASHMI AGARWAL
COMPANY SECRETARY**



Enclosed: As above

Voting Results of 8th Annual General Meeting(AGM) of Vinayak Polycon International Limited

Date of the AGM	29th September, 2017
Total No. of Shareholders on record date	784
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group	15
Public	8
No. of shareholders attended the meeting through video conferencing:	
Promoters and Promoter Group	0
Public	0

Resolution required: (Ordinary/Special)	Ordinary: Consider and adopt the Audited Balance Sheet as at 31st March, 2017 and the Statement of profit & loss for the year ended on that date together with the report of the Board of Directors and Auditors thereon
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Whether promoter/promoter group are interested in the agenda/resolution?					No			
Category	Mode of voting	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	$3 = [(2)/(1)] * 100$	(4)	(5)	$(6) = [(4)/(2)] * 100$	$(7) = [(5)/(2)] * 100$
Promoter and Promoter Group	E-voting	15,59,877	0	0	0	0	0	0
	Poll		14,80,039	94.88	14,80,039	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		15,59,877	14,80,039	94.88	14,80,039	0	100
Public Institutions	E-voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non-Institutions	E-voting	15,21,418	62	0.004	62	0	100	0
	Poll		7,74,188	50.88	7,74,188	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		15,21,418	7,74,250	50.89	7,74,250	0	100
Total		30,81,295	22,54,289	73.16	22,54,289	0	100	0



Resolution required: (Ordinary/Special)					Ordinary: Appointment of Mr. Vikram Lal Baid, who retire by rotation, being eligible, offers himself for re-appointment			
Whether promoter/promoter group are interested in the agenda/resolution?					No			
Category	Mode of voting	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	$3 = [(2)/(1)] * 100$	(4)	(5)	$(6) = [(4)/(2)] * 100$	$(7) = [(5)/(2)] * 100$
Promoter and Promoter Group	E-voting	15,59,877	0	0	0	0	0	0
	Poll		14,80,039	94.88	14,80,039	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		15,59,877	14,80,039	94.88	14,80,039	0	100
Public Institutions	E-voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non-Institutions	E-voting	15,21,418	62	0.004	62	0	100	0
	Poll		7,74,188	50.88	7,74,188	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		15,21,418	7,74,250	50.89	7,74,250	0	100
Total		30,81,295	22,54,289	73.16	22,54,289	0	100	0



Resolution required: (Ordinary/Special)					Ordinary: Ratification of Re-appointment of M/s A. Natani & Co., Chartered Accountants, as Statutory Auditors of the Company			
Whether promoter/promoter group are interested in the agenda/resolution?					No			
Category	Mode of voting	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	$3 = [(2)/(1)] * 100$	(4)	(5)	$(6) = [(4)/(2)] * 100$	$(7) = [(5)/(2)] * 100$
Promoter and Promoter Group	E-voting	15,59,877	0	0	0	0	0	0
	Poll		14,80,039	94.88	14,80,039	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		15,59,877	14,80,039	94.88	14,80,039	0	100
Public Institutions	E-voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non-Institutions	E-voting	15,21,418	62	0.004	62	0	100	0
	Poll		7,74,188	50.88	7,74,188	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		15,21,418	7,74,250	50.89	7,74,250	0	100
Total		30,81,295	22,54,289	73.16	22,54,289	0	100	0



MANOJ MAHESHWARI

COMPANY SECRETARY

(2370 954; 93145 04821 (M)

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

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

SCRUTINIZER'S REPORT

To,

The Chairman of

8th Annual General Meeting of the Equity Shareholders of Vinayak Polycon International Limited held on Friday, 29th September, 2017 at 04:00 P.M. at "Parmanand Hall", Ashok Marg, C-scheme, Jaipur – 302001 (Rajasthan).

Sub: Consolidated Scrutinizer's Report on Remote E-voting & Voting conducted at the 8th AGM of Vinayak Polycon International Limited held on Friday, 29th September, 2017 at 04:00 P.M.

The Board of Directors of Vinayak Polycon International Limited (hereinafter referred to as "Company") at its meeting held on Monday, 04th September, 2017, has appointed me as the scrutinizer for the remote e-voting process as well as to scrutinize the physical ballot forms to be received from the members at the venue of the AGM pursuant to section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Report on Scrutiny:

- The Company had appointed National Securities Depository Limited (hereinafter referred to as "NSDL") as the service provider, for the purpose of extending the facility of remote e-voting to the members of the company. MAS Services Limited is the Registrar and Share Transfer Agents (hereinafter referred to as "RTA") of the company.
- The Service Provider had provided a system for recording the votes of the Members electronically on all the items of the business sought to be transacted in the 8th Annual General Meeting (AGM) of the Company, which was held on Friday, 29th September, 2017.
- The Service Provider had set up electronic voting facility on their website, <https://www.evoting.nSDL.com/>. The Company had uploaded all the items of the business to be transacted at the AGM on the website of the Company and also the Service Provider to facilitate their Members to cast their vote through Remote E-Voting.
- The internal cut-off date for the dispatch of the Notice of the AGM was Friday, 1st September, 2017 and as on that date, there were 787 Members of the Company. The RTA of the company had sent the Notices of the AGM along with Annual Report and E-Voting details by email to 244 Members whose Email Ids were made available by the two Depositories and for those members, holding shares in physical form, who had registered their email-id with the RTA. In respect of 543 members, whose email-id were not available; notices were sent by courier.



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- The notices sent (both through e-mail and physical form) contained the detailed procedure to be followed by the members who were desirous of casting their votes electronically as provided in Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.
- The Cut-off date for the purpose of identifying the Members who will be entitled to vote on the resolutions placed for approval of the Members was Friday, 22nd September, 2017.
- The remote e-voting period remained open from Monday, 25th September, 2017 at 09:00 A.M. and ended on Thursday, 28th September, 2017 at 05:00 P.M.
- The Company completed the dispatch of the notices to the members by Thursday, 7th September, 2017.
- As prescribed in clause (v) of sub rule 4 of Rule 20, the Company also released an advertisement, which was published in "The Financial Express" English newspaper in English language and "Jansatta" Vernacular newspaper in vernacular language dated Friday, 8th September, 2017. The notice published in the newspaper carried the required information as specified in Sub Rule 4 (v) (a) to (h) of the said Rule 20.
- At the end of the voting period on Thursday, 28th September, 2017 at 05:00 P.M., the voting portal of the Service provider was blocked forthwith. The limited information for the shareholders who have cast their votes, such as name, folio number of shares held was obtained from the service provider.
- At the venue of the 8th AGM of the Company held on Friday, 29th September, 2017, the facility to vote through ballot paper was provided to facilitate those members present in the meeting but could not participate in the Remote e-voting to record their votes.
- On 29th September, 2017, after counting of the votes conducted at the venue of the AGM through ballot paper, votes cast through remote e-voting were unblocked by me as a Scrutinizer in the presence of 2 witnesses who are not in the employment of the Company as prescribed in Sub Rule 4(xii) of the said Rule 20.
- After the voting at the AGM was concluded, ballot boxes kept for the purpose of casting of votes were locked in my presence with due identification marks placed by me. The locked ballot boxes were subsequently opened in my presence and in presence of two witnesses and the ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company. The ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- Thereafter, I as a scrutinizer duly compiled details of the Remote e-voting carried out by the Members and the physical voting done at the venue of the AGM by way of Ballot paper, the details of which are as follows:



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Item No. 1: Ordinary Resolution:

To consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2017 together with the Reports of the Board of Directors and Auditors thereon.

Total No. of Shareholders/folios	784		
Total No. of Shares	30,81,295		
Remote E-voting Period	25 th September, 2017 to 28 th September, 2017		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	1	62
Total Votes cast through Polling at AGM	B	23	22,54,227
Grand Total of remote e-voting / Polling at AGM(A+B)	C	24	22,54,289
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	0	0
Net remote e-voting/ Polling at AGM(C-D)	E	24	22,54,289

NOTES:

- Invalid voting was not taken into account for counting of percentages of valid and invalid votes.
- 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 Polling or the number of shares mentioned in the ballot paper whichever is less.
- There is no case where the shareholder has voted both through remote e-voting and polling at AGM.

SUMMARY OF VOTING

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	14,80,039	94.88%	14,80,039	0	100%	0
Public institutional holders	0	0	0	0	0	0	0
Public-others	15,21,418	7,74,250	50.89%	7,74,250	0	100%	0
Total	30,81,295	22,54,289	73.16%	22,54,289	0	100%	0

Percentage of Votes cast in favour: 100% | Percentage of votes cast against: 0%

RESULT:-

Since, the number of votes cast in favour of the resolution is 100%, I report that the ordinary resolution under section 129 of the Companies Act, 2013 as set out in the notice of AGM dated 4th September, 2017 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



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.****Item No. 2: Ordinary Resolution:****To appoint a Director in place of Mr. Vikram Baid (DIN: 00217347), who is liable to retire by rotation and being eligible offers himself for re-appointment.**

Total No. of Shareholders/folios	784		
Total No. of Shares	30,81,295		
Remote E-voting Period	25 th September, 2017 to 28 th September, 2017		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	1	62
Total Votes cast through Polling at AGM	B	23	22,54,227
Grand Total of remote e-voting / Polling at AGM(A+B)	C	24	22,54,289
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	0	0
Net remote e-voting/ Polling at AGM(C-D)	E	24	22,54,289

NOTES:

- Invalid voting was not taken into account for counting of percentages of valid and invalid votes.
- 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 Polling or the number of shares mentioned in the ballot paper whichever is less.
- There is no case where the shareholder has voted both through remote e-voting and polling at AGM.

SUMMARY OF VOTING

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	14,80,039	94.88%	14,80,039	0	100%	0
Public institutional holders	0	0	0	0	0	0	0
Public-others	15,21,418	7,74,250	50.89%	7,74,250	0	100%	0
Total	30,81,295	22,54,289	73.16%	22,54,289	0	100%	0

Percentage of Votes cast in favour: 100% | Percentage of votes cast against: 0%**RESULT:-**

Since, the number of votes cast in favour of the resolution is 100%, I report that the ordinary resolution under section 152 of the Companies Act, 2013 as set out in the notice of AGM dated 4th September, 2017 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



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Item No. 3: Ordinary Resolution:

Appointment of the Statutory Auditors

Total No. of Shareholders/folios	784		
Total No. of Shares	30,81,295		
Remote E-voting Period	25 th September, 2017 to 28 th September, 2017		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	1	62
Total Votes cast through Polling at AGM	B	23	22,54,227
Grand Total of remote e-voting / Polling at AGM(A+B)	C	24	22,54,289
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	0	0
Net remote e-voting/ Polling at AGM(C-D)	E	24	22,54,289

NOTES:

- Invalid voting was not taken into account for counting of percentages of valid and invalid votes.
- 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 Polling or the number of shares mentioned in the ballot paper whichever is less.
- There is no case where the shareholder has voted both through remote e-voting and polling at AGM.

SUMMARY OF VOTING

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	14,80,039	94.88%	14,80,039	0	100%	0
Public institutional holders	0	0	0	0	0	0	0
Public-others	15,21,418	7,74,250	50.89%	7,74,250	0	100%	0
Total	30,81,295	22,54,289	73.16%	22,54,289	0	100%	0

Percentage of Votes cast in favour: 100% | Percentage of votes cast against: 0%

RESULT:-

Since, the number of votes cast in favour of the resolution is 100%, I report that the ordinary resolution under section 139 and 142 of the Companies Act, 2013 as set out in the notice of AGM dated 4th September, 2017 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



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All the Resolutions mentioned in the AGM Notice dated 4th September, 2017 as per the details above stand passed under Remote E-voting and voting conducted at AGM by way of Ballot Papers with the requisite majority and deemed to be passed as on the date of the AGM

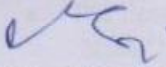
A soft copy, containing a list of equity shareholders who voted "FOR" or "AGAINST" and those whose votes were declared invalid/abstained, for each resolution is being handed over to the Company separately.

I hereby confirm that I am maintaining the Registers received from the RTA and the electronic voting data received from the Service Provider, in respect of the votes cast through Remote E-voting and voting conducted at AGM by way of Ballot Papers by the Members of the Company. The Ballot papers and all other relevant records relating to e-voting and physical voting are under my safe custody and will be handed over to the Company Secretary for safe keeping.

This report may be treated as a report under Section 109 of the Companies Act, 2013 and rule 21(2) of The Companies (Management and Administration) Rules, 2014.

I thank you for the opportunity given to act as a Scrutinizer for the remote e-voting and polling at AGM.

Yours Faithfully



CS Manoj Maheshwari
Scrutinizer



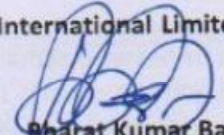
FCS: 3355

C.P. No. 1971

Place: Jaipur

Date: 29th September, 2017

For VinayakPolycon International Limited



Bharat Kumar Baid
Chairman of 8th Annual
General Meeting