

**(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 TENTH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF VINAYAK POLYCON INTERNATIONAL LIMITED WILL BE HELD AT "PARMANAND HALL", ASHOK MARG, C-SCHEME, JAIPUR-302001 (RAJASTHAN) ON THURSDAY, 26TH SEPTEMBER, 2019 AT 4:00 P.M. TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2019 together with the Reports of the Board of Directors and Auditors thereon.
2. 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.
3. To appoint M/s. Tambi Ashok & Associates, Chartered Accountants (ICAI Registration No. 5301C) as statutory auditors of the Company and fix their remuneration.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) on the recommendation of the Audit Committee, M/s. Tambi Ashok & Associates, Chartered Accountants (ICAI Registration No. 5301C), be and are hereby appointed as Statutory Auditors of the Company for the term of five years commencing from the conclusion of the Tenth Annual General Meeting till the conclusion of the Fifteenth Annual General Meeting to be held in the year 2024 at a remuneration as mentioned in Explanatory Statement and as may be determined by Board of Directors from time to time.

RESOLVED FURTHER THAT the Board of Directors of

the Company be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

Date: 14.08.2019
Place: Jaipur

Registered Office: 312,
Navjeevan Complex, 29,
Station Road,
Jaipur-302006 (Rajasthan)
Tel: 0141- 2377007
Fax: 0141-2378830
investor@vinayakpolycon.com
www.vinayakpolycon.com

By Order of the Board of Directors
For Vinayak Polycon International Limited

Sd/-
VIKRAM BAID
WHOLE TIME DIRECTOR
DIN: 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 ON A POLL IN THE MEETING 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).**

PURSUANT TO SECTION 105 OF THE COMPANIES ACT, 2013, 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. **The instrument appointing a proxy, in order to be effective, should be deposited, either in person or through post, at the Registered Office of the Company duly stamped, filled and signed, not later than 48 (Forty Eight) hours before the commencement of the AGM.**
3. **An Explanatory Statement pursuant to Regulation 36(5) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements)**



Regulations, 2015 ('the Listing Regulations') relating to disclosure of the Statutory Auditor proposed to be appointed, is annexed hereto.

4. In terms of Articles of Association of the Company read with Section 152 of the Companies Act, 2013 Mr. Vikram Baid (DIN: 00217347), 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.

Pursuant to Regulation 36(3) of Listing Regulations, and as per the relevant provisions of the Secretarial Standard on General Meetings, the information about the director seeking reappointment at this AGM is given as Annexure 1 to the Notice of AGM.

5. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 20th September, 2019 to Thursday, 26th September, 2019 (both days inclusive) for the purpose of AGM.

6. Members are requested to:

- a) Notify the change in address if any, with Pin Code numbers and/or bank mandate immediately to the Company and to the Registrar and Share Transfer Agent (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. Corporate members/Institutional Shareholders (that is other than Individuals, HUF, Trust, NRI, etc.) intending to send their authorized representatives to attend the AGM pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a duly certified copy of the Board Resolution/ Power of Attorney/ Authority Letter, etc. together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the AGM.
 8. 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.
 9. The Register of Directors and Key Managerial Personnel (KMP) and their shareholding under Section 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which the Directors are interested maintained under Section

189 of the Companies Act, 2013 will be available for inspection by the members at AGM.

10. The members who have not registered their email addresses so far with the company, are requested to register their e-mail address with MAS Services Limited at info@masserv.com, the Registrars & Share Transfer Agents of the Company and Members holding shares in Demat mode are requested to register their E-Mail ID's with their respective Depository Participants (DPs) in case the same is still not registered, so as to enable the company to send the Annual Report, Notices and other documents through Electronic Mode to their e-mail address. Members of the Company who have registered their email address are also entitled to receive such communication in physical form, upon request.
11. All the relevant documents referred to in the Notice are available for inspection at the Registered Office of the Company during business hours on working days upto the date of the AGM.
12. Members desirous of getting any information about the accounts and/or operation of the Company are requested to write to the Company at least 7(seven) days before the date of meeting to enable us to keep the information ready at the meeting.
13. **The Securities and Exchange Board of India (SEBI) vide its circular dated 20th April, 2018 has mandated submission of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to Company or its RTA by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative, Members are requested to submit a copy of bank passbook / statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.**
14. Non-Resident Indian Members are requested to inform Registrar and Share Transfer Agent of the Company in any case of 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.
15. 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 and further requested to dematerialize their physical holdings.

16. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to RTA in case the shares are held in physical form.
17. 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:

**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**

18. **As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or MAS Services Limited for assistance in this regard.**
19. The Annual Report 2018-19, the Notice of 10th AGM and instructions for remote e-voting along with attendance slip and proxy form are being sent by electronic mode to those members whose email addresses are registered with the Company / Depository Participant(s), unless a 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. Members may also note that even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same.

20. Members may also note that the Notice of 10th AGM and the Annual Report 2018-19 will also be available on the website of the Company, <https://www.vinayakpolycon.com/sites/default/files/Annual%20Report%202018-19.pdf> and on the website of e-voting agency, <https://www.evoting.nsdl.com>
21. In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations, 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.
22. The remote e-voting facility will commence on Sunday, 22nd September, 2019 (9:00 A.M.) and ends on Wednesday, 25th September, 2019 (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 i.e. Thursday, 19th September, 2019, 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.
23. The voting rights of the members shall be proportionate to equity shares held by them in the paid-up equity share capital of the Company as on the cut-off date i.e. Thursday, 19th September, 2019. E-voting rights cannot be exercised by a proxy, though corporate and institutional shareholders shall be entitled to vote through their authorized representative with proof of their authorization.
24. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the AGM through ballot paper. 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.
25. CS Manoj Maheshwari, FCS 3355, Practicing Company Secretary, Jaipur has been appointed as a scrutinizer to scrutinize the remote e-voting and poll process to be carried out at the AGM in a fair and transparent manner.
26. Any person who has acquired shares and becomes member of the company after dispatch of the notice



of AGM and holding shares as on cut-off date i.e. Thursday, 19th September, 2019, 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 given below.

THE PROCEDURE AND INSTRUCTIONS FOR E-VOTING FOR THE 10TH 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.nsd.com/>.
 - c. Click on Shareholder-Login.
 - d. Put user ID and password/PIN 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 Polycron 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.

- I. 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.vmanda@gmail.com with a copy marked to evoting@nsdl.co.in.
- II. In case of Members receiving Physical copy of Notice of 10th 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.

NOTE:

- 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.nsd.com or call on toll free no.: 1800-222-990. Members may also write to Rashmi Agarwal, Company Secretary & Compliance Officer at the investor@vinayakpolycon.com or at 312, Navjeevan Complex, 29, Station Road, Jaipur-302006 or call at 91-141-2377007.
 - 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 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.
 - E. The Scrutinizer shall after the conclusion of voting at the AGM make 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 forth with.
27. The voting results including the Remote e-voting and poll at the AGM shall be declared within 48 hours 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, on the website of BSE Ltd. and on the website of evoting agency immediately after the result is declared by the Chairman.

28. The route map showing the direction to reach the venue of AGM is attached at the end of the Report.

EXPLANATORY STATEMENT PURSUANT TO REGULATION 36(5) OF LISTING REGULATIONS

The disclosure relating to appointment of Statutory Auditors of the Company pursuant to Regulation 36(5) of the Listing Regulations:

Name of the Statutory Auditors proposed to be appointed	M/s. Tambi Ashok & Associates
Proposed Fees Payable	Statutory Audit, Tax Audit and Limited Review Report: Rs. 25,000/- per annum and as may be determined by Board of Directors from time to time. In addition to the above, reimbursement of applicable taxes and out of pocket and traveling and other expenses incurred in connection with the work of audit to be carried out by them.
Terms of Appointment	For a period of 5 years commencing from the conclusion of this 10 th Annual General Meeting until the conclusion of the 15 th Annual General Meeting
Material change in the fee payable to new auditor from that paid to the outgoing auditor along with the rationale for such change	N.A.
Basis of recommendation for appointment	Audit Committee
Credentials of the Statutory Auditors proposed to be appointed	Type of Firm: Partnership Name of Auditor: Mr. Ashok Tambi Firm Registration No.:5301C Address: B-19, Padam Niwas, New Colony, M. I. Road, Jaipur-302001

Annexure 1

Re-appointment of Mr. Vikram Baid (Item No. 2)

Pursuant to Regulation 36(3) of Listing Regulations and Secretarial Standard 2 issued by the Institute of Company Secretaries of India, following information is furnished about Mr. Vikram Baid, Director who is proposed to be re-appointed at the ensuing Annual General Meeting:

Name of the Director	Vikram Baid
Age	43 Years
Date of First Appointment on Board	31.12.2009
Designation	Executive Director & CFO
Brief Resume and Expertise in specific Functional areas	Mr. Vikram Baid is promoter & Director of the Company since inception. He is a Bachelor of Commerce (Hons.), Master of Business Finance (MBF) and a member of pioneer institution i.e. Institute of Chartered Accountants of India(ICA). He has 20 years' experience in various plastic moulding techniques and mould making. He is also an expert in Financial and Tax related matters.
Qualification(s)	B. Com (Hons.), MBF and ACA
Experience	20 Years
Terms and conditions of reappointment	Executive Director liable to retire by rotation
Remuneration last drawn (including Sitting Fees, if any)	Rs. 28,83,600 (For Remuneration details, Please refer Annexure -2, to the Board's Report)
Remuneration proposed to be paid	As approved by Members in 9 th AGM Held on 29 th September, 2018
Name of the Companies in which directorship held as on 31 st March, 2019	Jai Sinter Polycon Private limited
Member/Chairman of the Committee of Board of other companies	None
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	He is son of Mr. Bharat Kumar Baid, Managing Director.
No. of Equity Shares held in the Company as on March 31, 2019	*76,111
No. of Board Meetings attended during the year	5

*Shareholding as per Shareholding Pattern as on 31st March, 2019 received from MAS Services Limited, Registrar and Share Transfer Agent.

As per disclosures received from Mr. Vikram Baid, he purchased 76,337 shares on 26th February, 2019, which as on 31st March, 2019 were lying with clearing member i.e. HEM Securities Limited.

Date: 14.08.2019

Place: Jaipur

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

Tel: 0141-2377007

Fax: 0141-2378830

investor@vinayakpolycon.com

www.vinayakpolycon.com

**By Order of the Board of Directors
For Vinayak Polycon International Limited**

**Sd/-
VIKRAM BAID
WHOLE TIME DIRECTOR
DIN: 00217347**

(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

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. (For Shares held in physical form)	
DP ID No./Client ID No. (For Shares held in Demat Form)	

NAME AND ADDRESS OF THE SHAREHOLDER:

..... No. of Share(s) held:

I hereby record my presence at the **10th ANNUAL GENERAL MEETING** of the Company held on Thursday, the 26th day of September, 2019 at 4:00 P.M. at "Parmanand Hall", Ashok Marg, C-Scheme, Jaipur-302001 (Rajasthan).

.....
Name of the Member/ Proxy
(in BLOCK Letters)

.....
Signature of the Shareholder/
Proxy/ Authorized Representative

(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

**Form MGT-11
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:

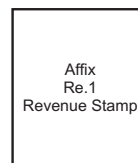
as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 09th Annual General Meeting of the Company, to be held on Thursday, 26th September, 2019 at 4:00 P.M. at "Parmanand Hall", Ashok Marg, C-Scheme, Jaipur-302001 (Rajasthan) and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Option (✓)	
		For	Against
1.	To consider and adopt the Audited Financial Statements of the Company for the year ended 31 st March, 2019 together with the Reports of the Board of Directors and Auditors thereon.		
2.	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.		
3.	To approve the appointment of M/s. Tambi Ashok & Associates, Chartered Accountants (ICAI Registration No. 5301C) as Statutory Auditors of the Company.		

Signed this.....day of.....2019.

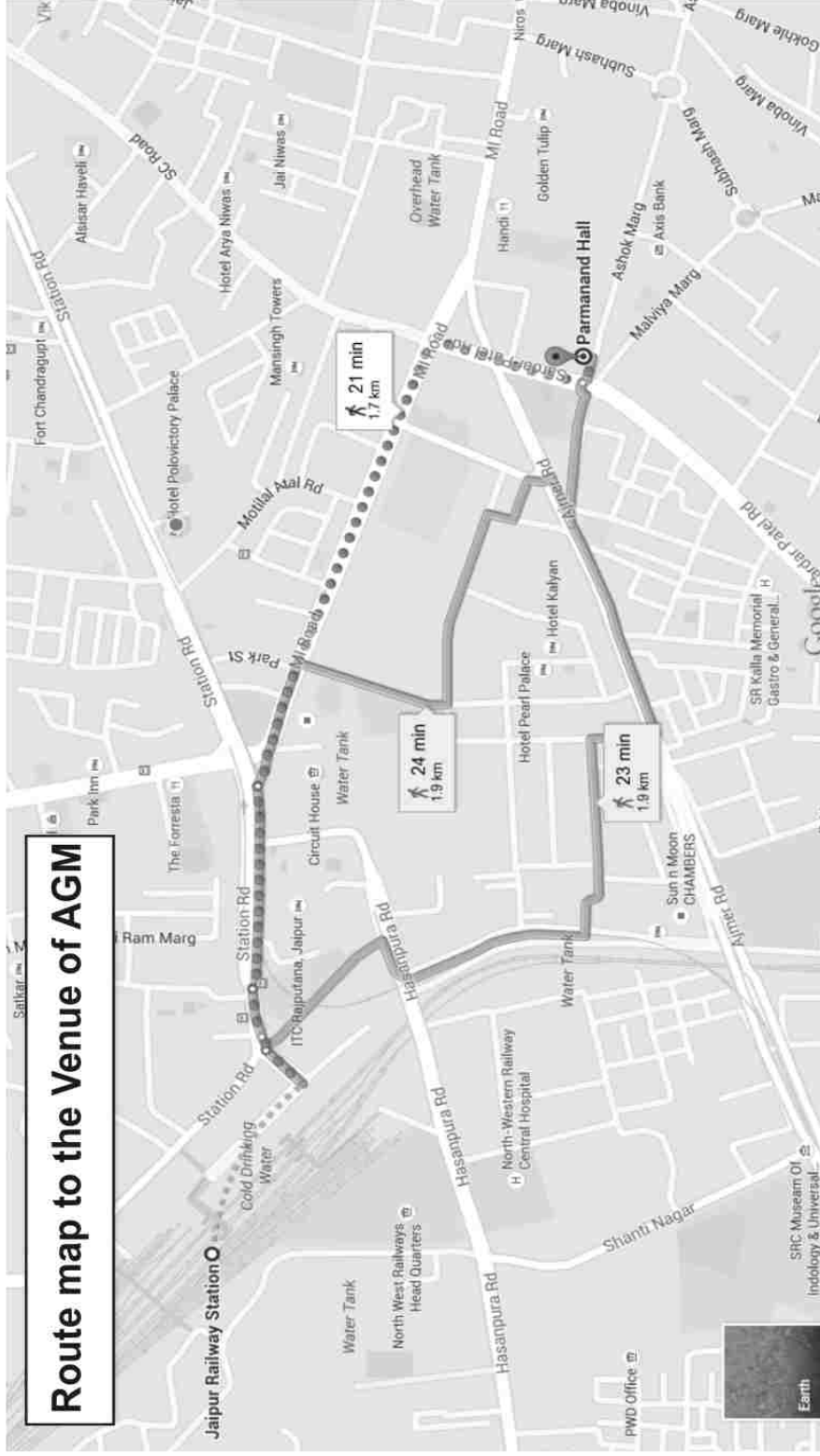
Signature of Shareholder

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.

Route map to the Venue of AGM



If undelivered please returned to :



VINAYAK POLYCON International Ltd.

312, Navjeevan Complex, 29 Station Road, Jaipur-302 006