



B K Sharma & Associates

Company Secretaries

Report of Scrutinizer

[Pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 20 (3)(xii) & Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

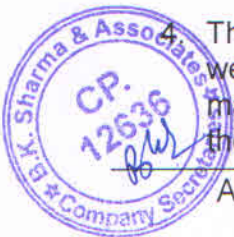
The Chairman

24th Annual General Meeting of the Equity Shareholders of **Polycon International Limited** held on Wednesday, 30th Day of September, 2015 at 1:00 P.M. at Rotary Bhawan, Church Road, M.I. Road, Jaipur-302001(Rajasthan).

Dear Sir,

I, B. K. Sharma, Proprietor of M/s. B K Sharma & Associates, Company Secretaries, having its registered office at AB-162, Vivekanand Marg, Nirman Nagar, Ajmer Road, Jaipur - 302019, appointed as a Scrutinizer for the purpose of Remote e-voting and the poll taken on the below mentioned Resolution(s) at the 24th Annual General Meeting of the Equity Shareholders of Polycon International Limited, held on Wednesday, the 30th day of September, 2015 at 1:00 P.M. at Rotary Bhawan, Church Road, M.I. Road, Jaipur-302001, Rajasthan, submit our Report as under:

1. The Remote E-voting remained open from September 26, 2015 at 10:00 A.M. to September 29, 2015 at 5:00 P.M.
2. The Shareholders holding shares as on the "cut off" date i.e. 24th September, 2015, were entitled to vote through Remote E-voting on the proposed resolutions (item no. 1 to 4 as set out in the Notice dated 13th August, 2015 convening the 24th Annual General Meeting of Polycon International Limited.
3. After the time fixed for closing of the poll by the Chairman, ONE ballot box kept for polling were locked in our presence with due identification marks placed by us.
4. The locked ballot box was subsequently opened in our 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.



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5. The Poll Papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
6. The Remote E-voting was unblocked on 30th September 2015 around 1:50 P.M. in the presence of two witnesses, Ms. Parul Sethi, D-240A, Nirman Nagar, Jaipur and Ms. Jyoti Sharma, Plot No. 24, Pratap Nagar Colony, Old Ramgarh Mode, Jaipur (who are not in the employment of the Company). They have signed below in confirmation of the votes being unblocked in their presence.

Parul Sethi
.....

[Parul Sethi]

Jyoti Sharma
.....

[Jyoti Sharma]

7. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the Remote E-voting website of Central Depository Services Limited i.e. <https://www.evotingindia.com>.
8. The overall result of Remote E-voting and Poll at AGM is as under :
- a) **Resolution 1: To receive, consider and adopt the audited financial statements of the Company for the year ended 31st March, 2015 and the Reports of the Board of Directors and Auditors thereon.**

(i) Voted in favour of resolution:

Mode of Polling	Number of members voted	Number of votes cast in favour of resolution	% of total number of valid votes cast
Remote E-voting	9	16,37,170	40.15
Ballot at AGM	23	24,40,417	59.85
Total	32	40,77,587	100.00





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(ii) Voted against the resolution:

Mode of Polling	Number of members voted	Number of votes cast in against the resolution	% of total number of valid votes cast
Remote E-voting	-	-	-
Ballot at AGM	-	-	-
Total	-	-	-

(iii) Invalid votes:

Mode of Polling	Total numbers of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	-	-
Ballot at AGM	1	300
Total	1	300

- b) Resolution 2: To appoint a Director in place of Shri Rajiv Baid (DIN:00212265), who retires by rotation and is eligible, offers himself for re-appointment.

(i) Voted in favour of resolution:

Mode of Polling	Number of members voted	Number of votes cast in favour of resolution	% of total number of valid votes cast
Remote E-voting	9	16,37,170	40.15
Ballot at AGM	23	24,40,417	59.85
Total	32	40,77,587	100.00





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(ii) Voted against the resolution:

Mode of Polling	Number of members voted	Number of votes cast in against the resolution	% of total number of valid votes cast
Remote E-voting	-	-	-
Ballot at AGM	-	-	-
Total	-	-	-

(iii) Invalid votes:

Mode of Polling	Total numbers of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	-	-
Ballot at AGM	1	300
Total	1	300

- c) Resolution 3- To re-appoint Auditors of the Company to hold office for the terms of 2 years from the conclusion of this Annual General Meeting (AGM) till the conclusion of 26th Annual General Meeting (AGM) and to fix their remuneration.

(i) Voted in favour of resolution:



Mode of Polling	Number of members voted	Number of votes cast in favour of resolution	% of total number of valid votes cast
Remote E-voting	9	16,37,170	40.15

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Ballot at AGM	23	24,40,417	59.85
Total	32	40,77,587	100.00

(ii) Voted against the resolution:

Mode of Polling	Number of members voted	Number of votes cast in against the resolution	% of total number of valid votes cast
Remote E-voting	-	-	-
Ballot at AGM	-	-	-
Total	-	-	-

(iii) Invalid votes:

Mode of Polling	Total numbers of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	-	-
Ballot at AGM	1	300
Total	1	300

d) Resolution 4- Appointment of Mr. Kishore Chand Bhandari as Director of the company

(i) Voted in favour of resolution:



Mode of Polling	Number of members voted	Number of votes cast in favour of resolution	% of total number of valid votes cast
Remote E-voting	9	16,37,170	40.15



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Ballot at AGM	23	24,40,417	59.85
Total	32	40,77,587	100.00

(ii) Voted against the resolution:

Mode of Polling	Number of members voted	Number of votes cast in against the resolution	% of total number of valid votes cast
Remote E-voting	-	-	-
Ballot at AGM	-	-	-
Total	-	-	-

(iii) Invalid votes:

Mode of Polling	Number of members voted	Total number of votes cast by them
Remote E-voting	-	-
Ballot at AGM	1	300
Total	1	300



9. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.



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10. The poll papers and relevant records relating to electronic voting and Poll at AGM were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

For B K Sharma & Associates

Company secretaries

(B K Sharma)

Proprietor

CP. NO- 12636

M. No.: F6206



Place: Jaipur

Dated: 30th September, 2015