

MANOJ MAHESHWARI
COMPANY SECRETARY

(2370 954; 93145 04821 (M)

Email: cs.vmanda@gmail.com

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

Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014]

To,


The Chairman of 23rd Annual General Meeting of the members of **Polycon International Limited** to be held on Saturday, 20th September, 2014 at Rotary Bhawan, Church Road, M.I. Road, Jaipur - 302 001.


Dear Sir,

1. I, Manoj Maheshwari, Company Secretary in practice, have been appointed by the Company, "**Polycon International Limited**", Jaipur as a Scrutinizer for the purpose of Scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the Notice to the 23rd Annual General Meeting [AGM] of the members of the Company, to be held on Saturday, 20th September, 2014 at Rotary Bhawan, Church Road, M.I. Road, Jaipur - 302 001.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rule related to voting through electronic means on the resolutions contained in the Notice to the 23rd Annual General Meeting [AGM] of the members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" or abstained from voting the resolutions stated above, based on the reports generated from the e-voting system provided by CDSL.

Further to the above, I submit my report as under:-

- i. The e-voting period remained open from Wednesday, 10th September, 2014 at 10.00 a.m. and ended on Friday, 12th September, 2014 at 6.00 p.m.
- ii. The members of the Company as on the cut-off date i.e. Friday, 01st August, 2014 were entitled to vote on the resolutions (Ordinary Business being Item Nos. 1-3 and Special Business being Item Nos. 4-6 as set out in the notice to the 23rd AGM of the Company).
- iii. The votes cast were unblocked on Saturday, 13th September, 2014 in presence of 2 witnesses, Ms. Sakshi Arora & Ms. Purvi Maheshwari, who are not in the employment of the Company. They have signed below in confirmation of the e-votes being unblocked in their presence.

Signature: 
Name: Ms. Sakshi Arora

Signature: 
Name: Ms. Purvi Maheshwari



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- iv. The total number of equity shares outstanding as on 1st August, 2014 were 48,89,100. The details containing inter alia, total folios voted were 22, aggregating to 34,08,811 shares(69.72%) who voted "for", "against" or abstained from voting on each of the resolutions that were put to vote, were generated from the e-voting website of CDSL i.e. <https://www.evotingindia.com> and based on such reports generated, the result of the e-voting is as under:

ORDINARY BUSINESS

Item No. 1 :-

Ordinary Resolution to receive, consider and adopt the Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total
3408811 (100.00%)	0 (0.00%)	--	3408811 (100.00%)

Item No. 2 :-

Ordinary Resolution to appoint a Director in place of Mr. Rajiv Baid, who retires by rotation and being eligible offers himself for re-appointment.

Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total
3367511 (100.00%)	0 (0.00%)	41300	3408811 (100.00%)

Item No. 3 :-

Ordinary Resolution to appoint M/s. A. Natani & Co., Chartered Accountants (ICAI Registration No. 007347C) as statutory auditors of the Company.

Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total
3408811 (100.00%)	0 (0.00%)	--	3408811 (100.00%)



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SPECIAL BUSINESS

Item No. 4 :-

Ordinary Resolution to appoint Mrs. Tiyaana Sacheti as an Independent Director of the company.

Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total
3408811 (100.00%)	0 (0.00%)	--	3408811 (100.00%)

Item No. 5 :-

Ordinary Resolution to appoint Mr. Kamal Bordia as an Independent Director of the company.

Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total
3408811 (100.00%)	0 (0.00%)	--	3408811 (100.00%)


Item No. 6 :-

Ordinary Resolution to appoint Mr. Adarsh Singhania as an Independent Director of the company.

Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total
3408811 (100.00%)	0 (0.00%)	--	3408811 (100.00%)

I am pleased to submit my report dated 13.09.2014 for your appropriate action and doing needful in the matter.

Thanking You,
Yours faithfully


CS Manoj Maheshwari,
Scrutinizer
FCS: 3355 C.P. No.: 1971

Place: Jaipur
Date: 15.09.2014



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"USHA - KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR - 302 019.

FORM No. MGT-13
Report of Scrutinizer(s)

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
23rd Annual General Meeting of the Equity Shareholders of Polycon International Limited
held on Saturday, 20th September, 2014 at Rotary Bhawan, Church Road, M.I. Road,
Jaipur - 302 001 (Rajasthan).

Dear Sir,

I, Manoj Maheshwari, Company Secretary in practice appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 23rd Annual General Meeting of the Equity Shareholders of Polycon International Limited, held on Saturday, 20th September, 2014 at Rotary Bhawan, Church Road, M.I. Road, Jaipur - 302 001, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, the ballot box kept for polling was locked in my presence, with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my 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.
3. I did not find any poll papers invalid.
4. The result of the Poll is as under:

(a) Resolution No. 1: To adopt the Financial Statements of the Company for the year ended 31st March, 2014 including audited Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

(i) Voted **in favour** of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
10	6,69,426	100.00%

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
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(iii) **Invalid** votes:

Total Number of Members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
--	--

(b) Resolution No. 2: To appoint a director in place of Mr. Rajiv Baid who retires by rotation and being eligible offers himself for re-appointment.

(i) **Voted in favour** of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
10	6,69,426	100.00%

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
--	--	--

(iii) **Invalid** votes:

Total Number of Members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
--	--

(c) Resolution No. 3: To re-appoint M/s. A. Natani & Co., Chartered Accountants (ICAI Registration No. 007347C) as statutory auditors of the Company.

(i) Voted **in favour** of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
10	6,69,426	100.00%



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(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
--	--	--

(iii) **Invalid** votes:

Total Number of Members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
--	--

(d) Resolution No. 4: To appoint Mrs. Tiyaana Sacheti as an Independent Director of the Company.

(i) Voted **in favour** of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
10	6,69,426	100.00%

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
--	--	--

(iii) **Invalid** votes:

Total Number of Members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
--	--



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(e) Resolution No. 5: To appoint Mr. Kamal Bordia as an Independent Director of the Company.

(i) Voted **in favour** of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
10	6,69,426	100.00%

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
--	--	--

(iii) **Invalid** votes:

Total Number of Members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
--	--

(f) Resolution No. 6: To appoint Mr. Adarsh Singhania as an Independent Director of the Company.

(i) Voted **in favour** of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
10	6,69,426	100.00%

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
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(iii) **Invalid** votes:

Total Number of Members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
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5. A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary of the Company authorized by the Board for safe keeping.

Thanking you,
Yours Faithfully



CS Manoj Maheshwari,
Scrutinizer
FCS: 3355 C.P. No.: 1971

Place: Jaipur
Date: 20.09.2014