



Report of Scrutinizer

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) and of the Companies (Management and Administration) Rules, 2014 as amended up to date.]

To
The Chairman,
POLYCON INTERNATIONAL LIMITED

Dear Sir,

Sub.: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 for the 32nd Annual General Meeting of Polycon International Limited held on Friday, September 29, 2023 at 1:00 P.M. at O-22, Parmanand Hall, Ashok Watika Samiti, Ashok Marg, C-Scheme, Jaipur – 302001 (Rajasthan) concluded at 1:40 p.m.

I, Brij Kishore Sharma of M/s. B K Sharma & Associates, Practicing Company Secretaries, has been appointed as Scrutinizer by the Board of Directors of Polycon International Limited pursuant to Section-108 of The Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended to conduct the remote e-voting process in respect of the below mentioned resolutions at the 32nd Annual General Meeting of Polycon International Ltd, held on Friday, the 29th September, 2023 at 01:00 P.M., at O-22, Parmanand Hall, Ashok Watika Samiti, Ashok Marg, C-Scheme, Jaipur – 302001 (Rajasthan).

I was also appointed as Scrutinizer to scrutinize the poll during the said AGM.

The notice dated August 17, 2023, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the MCA Circular dated April 8, 2020, April 13, 2020, June 15, 2020, September 29, 2020, December 31, 2020, June 23, 2021, December 08, 2021, May 05, 2022 and 28 December 2022 and SEBI Circular dated May 12, 2020, January 15, 2021, May 13, 2022, June 03, 2022 and January 05, 2023 (collectively referred to as "Circulars").

The Company had availed the e-voting facility from Central Depository Services (India) Limited (CDSL) for conducting remote e-voting by the Shareholders of the Company.

Brij Kishore Sharma



The voting period for remote e-voting commenced on Tuesday, September 26, 2023 (09:00 A.M. IST) and ended on Thursday, September 28, 2023 (5:00 P.M. IST) and the CDSL e-voting platform was blocked thereafter.

The Company had also provided voting facility through ballot to the shareholders present at the AGM and who had not cast their vote earlier.

The shareholders of the Company holding shares as on the "cut-off" date of Friday, September 22, 2023 were entitled to vote on the resolutions as contained in the Notice of the AGM.

I have scrutinized and reviewed the remote e-voting prior to and poll during the AGM and votes cast therein based on the data downloaded from the CDSL e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting prior to and during the AGM on the resolutions contained in the notice of the AGM.

My responsibility as scrutinizer for the e-voting is restricted for making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

I now submit my consolidated Report as under on the result of the remote e-voting prior to and voting through ballot during the AGM in respect of the said resolutions.

Resolution No.1: (Ordinary Resolution)

Adoption Of Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2023 together with the Reports of the Board of Directors and Auditors thereon.

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

	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
E-voting	20	2713192	70.6150
Through Ballot at AGM	7	1089310	28.3510
TOTAL	27	3802502	98.9660





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

	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
E-voting	1	39731	1.0340
Through Ballot at AGM	0	0	0
TOTAL	1	39731	1.0340

(iii) **Invalid/Abstained votes:**

Number of members whose votes were declared invalid	Number of votes cast by them
-	-

Resolution No. 2- (Ordinary Resolution)

Re-Appointment Of Mr. Varun Baid As A Director, Liable To Retires By Rotation

To appoint a Director in place of Mr. Varun Baid (DIN: 08268396) who retires by rotation and being eligible, offers himself for Re- appointment.

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

	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
E-voting	20	2713192	70.6150
Through Ballot at AGM	7	1089310	28.3510
TOTAL	27	3802502	98.9660

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

	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
E-voting	1	39731	1.0340
Through Ballot at AGM	0	0	0
TOTAL	1	39731	1.0340

B K Sharma



(iii) **Invalid/Abstained votes:**

Number of members whose votes were declared invalid	Number of votes cast by them
-	-

Resolution No. 3- (Ordinary Resolution)

To Appoint Statutory Auditors And To Fix Their Remuneration

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

	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
E-voting	20	2713192	70.6150
Through Ballot at AGM	7	1089310	28.3510
TOTAL	27	3802502	98.9660

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

	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
E-voting	1	39731	1.0340
Through Ballot at AGM	0	0	0
TOTAL	1	39731	1.0340

(iii) **Invalid/Abstained votes:**

Number of members whose votes were declared invalid	Number of votes cast by them
-	-





Resolution No. 4 - (Ordinary Resolution)

Re - Appointment Of Mr. Varun Baid (DIN:08268396) As Executive Director

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

	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
E-voting	20	2713192	70.6150
Through Ballot at AGM	7	1089310	28.3510
TOTAL	27	3802502	98.9660

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

	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
E-voting	1	39731	1.0340
Through Ballot at AGM	0	0	0
TOTAL	1	39731	1.0340

(iii) **Invalid/Abstained votes:**

Number of members whose votes were declared invalid	Number of votes cast by them
-	-

Resolution No. 5 - (Ordinary Resolution)

Re - Appointment of Mr. Rajiv Baid,(DIN:00212265) As Chairman and Managing Director

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

	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
E-voting	20	2713192	70.6150
Through Ballot at AGM	7	1089310	28.3510
TOTAL	27	3802502	98.9660





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

	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
E-voting	1	39731	1.0340
Through Ballot at AGM	0	0	0
TOTAL	1	39731	1.0340

(iii) **Invalid/Abstained votes:**

Number of members whose votes were declared invalid	Number of votes cast by them
-	-

The electronic data and all other relevant records relating to Remote e-voting prior to and ballot paper during the AGM will remain in my safe custody until the Chairman considers, approves and signs the Minutes of the 32nd Annual General Meeting and the same shall be handed over thereafter to the Chairman/ Company Secretary for the safe keeping.

Thanking you,

For **B K Sharma & Associates**
Company Secretaries

[Brij Kishore Sharma]

CP. No.:12636

M. No.: F6206

Peer Review Certificate No.: 1172/2021

UDIN: F006206D002071214

Place: Jaipur

Date: 29/09/2023

Countersigned by
For **Polycon International Ltd.**
Chairman / Company Secretary