7th ANNUAL REPORT
2015-2016

VINAYAK POLYCON International Ltd.

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Board of Directors

Bhanwar Lal Baid (DIN: 00212003)
Chairman

CA Bharat Baid (DIN: 00212506)
Managing Director

CA Vikram Baid (DIN: 00217347)
Executive Director

Mrs. Anima Bordia (DIN: 06941148)
Independent and Non-Executive Director

CA Niraj Nahata (DIN: 06830067)
Independent and Non-Executive Director

CA Pawan Nahata (DIN: 06945991)
Independent and Non-Executive Director

Key Managerial Personnel

CA Bharat Baid
Chief Executive Officer and Managing Director

CA Vikram Baid
Chief Financial Officer

Rashmi Agarwal
Company Secretary and Compliance Officer

Statutory Auditors
A. Natani& Co.
Chartered Accountants
6-7, Samod Tower
II Floor, Dadu Marg,S.C.Road, Jaipur

Board Committees

Audit Committee
Mrs. Anima Bordia
Mr. Niraj Nahata
Mr. Pawan Nahata

Nomination and Remuneration Committee
Mrs. Anima Bordia
Mr. Niraj Nahata
Mr. Pawan Nahata

Stakeholders' Relationship Committee
Mrs. Anima Bordia
Mr. Niraj Nahata
Mr. Pawan Nahata

Risk Management Committee
Mr. Vikram Baid
Mr. Bhanwar Lal Baid
Mrs. Anima Bordia

Secretarial Auditor
V.M. & Associates
Company Secretaries
403, Royal World
Sansar Chand Road
Jaipur

Registrar and Share Transfer Agent
M/s MAS Services Limited
T-34 2nd Floor, Okhla Industrial Area, Phase-II,
New Delhi-110020,
Phone No: 91-11-26387281-13, Fax:-91-11-26387384
Email: -info@masserv.com

Principal Bankers
Indian Overseas Bank

Registered and Correspondence Office
312, Navjeevan Complex, 29, Station Road, Jaipur- 302 006 (Rajasthan), India
Phone No: 91-141-2377007, Fax:-91-141-2378830, Email: - investor@vinayakpolycon.com
Website: - www.vinayakpolycon.com

Unit-1
16, Pandur Village, Kayarambedu Post, Via Guduvanchery, Dist.Kanchipuram - 603202,
TAMIL NADU

Unit-2
H-13-14, Heerawala Industrial Area, Kanota, Jaipur-303012, Rajasthan

FINANCIAL HIGHLIGHTS

For the Year Ended 31st March:

(Amount Rs. In Lac)

Particulars	2010	2011	2012	2013	2014	2015	2016
PROFIT & APPROPRIATIONS							
Sale & Other Income	0.00	1388.03	1357.76	1821.13	1942.86	1712.83	1529.11
Profit Before Depreciation & Tax	0.00	116.52	105.58	108.64	102.74	92.90	85.04
Depreciation	0.00	109.80	95.33	100.78	90.50	76.52	66.59
Profit before Tax	0.00	6.72	10.25	7.86	12.24	16.38	18.45
Taxation	0.00	1.55	3.18	2.94	3.46	5.02	5.69
Profit After Tax	0.00	5.17	7.07	4.92	8.78	11.36	12.76
Dividend	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Earning per Share	0.00	0.17	0.23	0.16	0.28	0.37	0.41
ASSETS EMPLOYED							
Fixed Assets Gross	0.00	950.27	998.75	1058.29	1021.56	1022.78	1059.81
Depreciation	0.00	289.02	383.35	484.13	553.17	630.57	697.17
Net	0.00	661.25	615.40	574.16	468.39	392.21	362.64
Capital work in progress	0.00	0.00	1.50	0.00	0.00	0.00	0.00
Investment	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Net Current Assets	4.47	478.93	102.07	125.91	124.26	149.14	142.80
Miscellaneous Expenditure	2.11	4.64	3.70	2.78	1.85	0.93	0.00
	6.58	**1144.82**	**722.67**	**702.85**	**594.50**	**542.28**	**505.44**
FINANCED BY							
Equity Shares	5.00	308.13	308.13	308.13	308.13	308.13	308.13
Reserve & Surplus	0.00	35.58	42.64	47.56	56.34	66.81	79.57
Loan Funds	1.58	771.51	342.13	318.90	205.07	146.67	100.68
Deferred Tax Liability	0.00	29.61	29.77	28.26	24.96	20.67	17.06
	6.58	**1144.82**	**722.67**	**702.85**	**594.50**	**542.28**	**505.44**

(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 SEVENTH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF VINAYAK POLYCON INTERNATIONAL LIMITED will be held at "Parmanand Hall", Ashok Marg, C-Scheme, Jaipur-302001 on Saturday, 20th August, 2016 at 4.00 P.M. to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2016 together with the Reports of the Board of Directors and Auditors thereon.

2. To appoint a director in place of Mr. Bhanwar Lal Baid (DIN 00212003), who is liable to retire by rotation and being eligible offers himself for re-appointment.

3. To ratify the appointment of M/s. A. Natani & Co., Chartered Accountants (Firm Registration No. 007347C) as statutory auditors of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the resolution passed by the members of Company in 5th Annual General Meeting held on 6th September, 2014, the appointment of M/s. A. Natani & Co., Chartered Accountants, Jaipur (Firm Reg. No. 007347C) as Statutory Auditors of the Company to hold office till the conclusion of 10th Annual General Meeting of the Company to be held in the calendar year 2019 be and is hereby ratified (for the F.Y. 2016-17) at such remuneration plus Service Tax as applicable, out of pocket expenses, travelling expenses, etc., as may be mutually agreed between the Board of Directors of the Company in accordance with the recommendation of the audit Committee."

SPECIAL BUSINESS:

4. Approval of Related Party Transactions under Section 188 of Companies Act, 2013

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

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Meetings of Board and its Powers), Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (hereinafter referred to as 'the Act') , and pursuant to Articles of Association and all other provisions of applicable law / rules, consent of members of the company be and is hereby accorded to the Board of Directors of the Company, {hereinafter referred to as the " Board", which term shall include any committee constituted by the Board of Directors of the Company or any person (s) authorized by the Board to exercise the power conferred on the Board of Directors of the Company by this resolution} for entering into purchase and sale contract with Crystal Packaging, a related party of company upto an amount of Rs. 10 Crores (Rupees Ten Crores Only) during any financial year as per the terms and conditions set out in the draft agreement placed before the meeting and initialed by the Chairman for the purposes of identification and in such form and manner as it may deem fit."

RESOLVED FURTHER THAT the Board be and is hereby authorized to take from time to time all decisions and steps necessary or expedient or proper in respect of the above Purchase and sale and further including variation of such terms, conditions etc., as it may, in its absolute discretion, deem appropriate for the purpose of giving effect to this Resolution."

By Order of the Board
For Vinayak Polycon International Limited

Date: 21.07.2016 **Sd/-**
Place: Jaipur **VIKRAM BAID**
WHOLE TIME DIRECTOR
DIN No. 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 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). THE INSTRUMENT APPOINTING A PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE AGM.

   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. Corporate members intending to send their authorized representative to attend the AGM are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote at the AGM on their behalf.

3. 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.

4. The Register of Members and Share Transfer Books of the Company will remain closed from Sunday, 14th August, 2016 to Saturday, 20th August, 2016 (both days inclusive) for the purpose of AGM.

5. The Register of Directors and Key Managerial Personnel (KMP) and their shareholding and Register of Contracts or Arrangements in which Directors are interested maintained under Sections 170 and 189 of the Companies Act, 2013 respectively will be available for inspection by the members at AGM.

6. Members are requested to:

   a) Notify the change in address if any, with Pin Code numbers immediately to the Company (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. 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 (RTA):-

   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

8. Non-Resident Indian Members are requested to inform Registrar and Share Transfer Agent of the Company in any case 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.

9. In terms of Articles of Association of the Company read with Section 152 of the Companies Act, 2013 Mr. Bhanwar Lal Baid (DIN: 00212003) 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 SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the information about the director proposed to be reappointed is given in the Annexure 1 to the Notice.

10. A statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is annexed hereto.

11. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participants with whom they are maintaining demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Transfer Agent.

12. 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.

13. The Notice of AGM along with the Annual Report 2015-16 is being sent by electronic mode to those members whose email address is registered with the Company / Depositories, unless any 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.

14. The Members, who have not registered their email address so far, are requested to register their e-mail address for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company electronically.

15. Relevant documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during business hours on all working days upto the date of the AGM.

16. Members desirous of getting any information about the accounts and/or operation of the Company are requested to write to the Company at least seven days before the date of meeting to enable us to keep the information ready at the meeting.

17. The Company has engaged the services of National Securities Depository Limited (NSDL) as Agency & Mas Services Limited (RTA) to provide e-voting facility.

18. Annual Report and AGM Notice is available at the website of the Company at www.vinayakpolycon.com under 'Annual Reports' tab and on the website of NSDL at www.ndsl.co.in.

19. In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014 as substituted by The Companies (Management and Administration) Amendment Rules, 2015 & Regulation 44 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, 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.

20. The facility for voting through polling paper shall also be made available at the AGM & members who have not already cast their vote by remote e-voting shall be able to exercise their right at the AGM. 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.

21. Remote e-voting facility would remain open from Wednesday, 17th August, 2016 (9.00 A.M.) to Friday, 19th August, 2016 (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 of 13th August, 2016, 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.

22. The voting right of the members shall be in the proportion to the equity shares held by them in the paid up equity share capital of the Company as on 13th August, 2016 ('cut-off date').

23. CS Manoj Maheshwari, FCS 3355, Practicing Company Secretary, Jaipur has been appointed as a scrutinizer to scrutinize the remote e -voting & poll process to be carried out at the AGM in a fair and transparent manner.

24. A person who has acquired shares & become a member of the company after the dispatch of notice of AGM & holding shares as of cut-off date, 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 provided separately along with Annual Report.

THE PROCEDURE AND INSTRUCTIONS FOR E-VOTING FOR THE 7TH 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.nsdl.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 "VinayakPolycon 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.

l. 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@vmandaonline.com with a copy marked to evoting@nsdl.co.in.

II. In case of Members receiving Physical copy of Notice of 7th 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.

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.nsdl.com or call on toll free no.: 1800-222-990.

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, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, 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 forthwith.

25. The final results including the Remote e-voting & poll results of 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 immediately after the result is declared by the Chairman & also on the website of NSDL at https://www.evoting.nsdl.com/ and shall be communicated to the concerned stock exchange.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4: Approval of Related Party Transaction under Section 188 of Companies Act, 2013

The Companies Act, 2013 and SEBI (Listing Obligations and Disclosures Requirements), Regulations, 2015, aim to ensure transparency in the transactions and dealings between the related parties of the company. The provisions of section 188 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) that governs the related party transactions require that for entering into any contract or arrangement prior approval of Audit Committee and Board of Directors shall be obtained. Further such types of related parties transactions, if exceeds the amount as may be prescribed under the relevant provisions, the shareholders' approval by passing Resolution is required.

In the light of provisions of the Companies Act, 2013 read with rules made there under, the proposed transaction had been approved by members in the 6th Annual General Meeting but Regulation 23(8) of SEBI (Listing Obligations and Disclosures Requirements), Regulations, 2015 states that "All existing material related party contracts or arrangements entered into prior to the date of notification of these regulations and which may continue beyond such date shall be placed for approval of the shareholders in the first General Meeting subsequent to notification of these regulations". Therefore Company is proposing this Resolution again in this Annual General Meeting.

The Particulars of the transaction such as - Name of Related parties, Monetary Value, Name of Director or KMP's, if any, and nature of relationships etc in pursuance to Section 188 of the Companies Act, 2013 read with rules made there under are as under:

(a) **Name of the Related Party:** M/s Crystal Packaging

(b) **Name of the Directors interested:** Mr. Bhanwar Lal Baid, Mr. Bharat Kumar Baid and Mr. Vikram Baid

(c) **Nature of Relationship:** M/s Crystal Packaging is a partnership firm in which Relative of Directors is partner.

(d) **Nature, duration, material terms, monetary value and particulars of the contract or arrangement:**

Nature: Purchase and sale contract under Section 188 (1)(a) of the Companies Act, 2013

Duration: Ongoing/regular business arrangement

Material Terms: Purchase of Manufactured Products & Raw Material and Sale of Scrap to M/s Crystal Packaging

Monetary Value: Upto maximum of Rs. 10 Crore in a financial year.

Particulars of Contract or Arrangement: Purchase of plastic bottles at the rate prevalent in the market at the time of purchase.

(e) **Any other information:** All the terms of transactions are on arm's length basis and all factors relevant to the contract have been considered and approved by the Audit Committee and the Board of Directors.

Memorandum of Interest: Mr. Bhanwar Lal Baid, Mr. Bharat Kumar Baid and Mr. Vikram Baid, are interested in the aforementioned firm and concerned and interested in the Resolution. They did not participate in the Board Meeting when this matter was discussed.

The Transactions with above related party are in ordinary course of business. These transactions are of continuous in nature and are not for a specific period.

The members are further informed that no member(s) of the company being a related party or having any interest in the resolution as set out at **item No. 4** shall be entitled to vote on this Resolution.

Other than Mr. Bhanwar Lal Baid, Mr. Bharat Kumar Baid and Mr. Vikram Baid, none of the Directors and KMP of the company or their relatives are concerned or interested financially or otherwise in the aforesaid resolution as Resolution.

The Board of Directors recommends the resolution set forth in **item No. 4** for approval of members.

Annexure 1:

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

Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India, following information is furnished about Mr. Bhanwar Lal Baid, Director who is proposed to be re-appointed at the ensuing Annual General Meeting:

Name of the Director	Bhanwar Lal Baid
Date of Birth	30.09.1930
Date of First Appointment on Board	31.12.2009
Designation	Chairman
Qualification(s)	L.L.B.
Brief Resume including experience	Mr. Bhanwar Lal Baid is promoter & Director of the Company since inception and is the eternal guiding light of Vinayak Polycon.
Expertise in specific Functional areas	Mr. Bhanwar Lal Baid is having expert knowledge & experience in general office administration & legal matters.
Name of the Companies in which directorship held as on March 31, 2016	None.
Member of the Committee of Board of other companies	None
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	He is father of Mr. Bharat Kumar Baid, Managing Director and grandfather of Mr. Vikram Baid, Executive Director.
No. of Equity Shares held in the Company as on March 31, 2016	82,338
No. of Board Meetings attended during the year	3
Terms and conditions of reappointment	Non-Executive Director liable to retire by rotation

Except Mr. Bhanwar Lal Baid, being the appointee and Mr. Bharat Kumar Baid and Mr. Vikram Baid, being the relative of the appointee, none of the Directors are concerned or interested in the said resolution.

By Order of the Board
For Vinayak Polycon International Limited

Date: 21.07.2016
Place: Jaipur

Sd/-
VIKRAM BAID
WHOLE TIME DIRECTOR
DIN NO. 00217347