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**VINAYAK POLYCON International Ltd.**

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**9<sup>th</sup>**

**ANNUAL REPORT**  
**2017-2018**





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**Board of Directors**

**Mr. Bhanwar Lal Baid** (DIN: 00212003)  
Chairman

**CA Bharat Kumar 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 Kumar Baid**  
Chief Executive Officer and Managing Director

**CA Vikram Baid**  
Chief Financial Officer

**Rashmi Agarwal**  
Company Secretary and Compliance Officer

**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

**Statutory Auditors**

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

**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**

Bank of Baroda

**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 In Lakhs)

Particulars	2010	2011	2012	2013	2014	2015	2016	2017	2018
<b>PROFIT &amp; APPROPRIATIONS</b>									
Sale & Other Income	0.00	1388.03	1357.76	1821.13	1942.86	1712.83	1529.11	1774.00	1894.50
Profit Before Depreciation & Tax	0.00	116.52	105.58	108.64	102.74	92.90	85.04	126.27	91.22
Depreciation	0.00	109.80	95.33	100.78	90.50	76.52	66.59	105.71	86.19
Profit before Tax	0.00	6.72	10.25	7.86	12.24	16.38	18.45	20.56	5.03
Taxation	0.00	1.55	3.18	2.94	3.46	5.02	5.69	10.33	-6.19
Profit After Tax	0.00	5.17	7.07	4.92	8.78	11.36	12.76	10.23	11.22
Dividend	0.00	0.00	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	0.33	0.36
<b>ASSETS EMPLOYED</b>									
Fixed Assets Gross	0.00	950.27	998.75	1058.29	1021.56	1022.78	1059.81	1293.23	1324.61
Depreciation	0.00	289.02	383.35	484.13	553.17	630.57	697.17	802.88	889.06
Net	0.00	661.25	615.40	574.16	468.39	392.21	362.64	490.35	435.55
Capital work in progress	0.00	0.00	1.50	0.00	0.00	0.00	0.00	0.00	0.00
Investment	0.00	0.00	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	99.41	102.60
Other Non Current Assets	0.00	0.00	0.00	0.00	0.00	0.00	0.00	26.76	39.42
Miscellaneous Expenditure	2.11	4.64	3.70	2.78	1.85	0.93	0.00	0.00	0.00
	<b>6.58</b>	<b>1144.82</b>	<b>722.67</b>	<b>702.85</b>	<b>594.50</b>	<b>542.28</b>	<b>505.44</b>	<b>616.52</b>	<b>577.57</b>
<b>FINANCED BY</b>									
Equity Shares	5.00	308.12	308.13	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	89.80	101.03
Loan Funds	1.58	771.51	342.13	318.90	205.07	146.67	100.68	195.12	154.30
Deferred Tax Liability	0.00	29.61	29.77	28.26	24.96	20.67	17.06	23.47	14.11
	<b>6.58</b>	<b>1144.82</b>	<b>722.67</b>	<b>702.85</b>	<b>594.50</b>	<b>542.28</b>	<b>505.44</b>	<b>616.52</b>	<b>577.57</b>

**(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 NINTH 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 Saturday, 29th September, 2018 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, 2018 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.

**SPECIAL BUSINESS:**

3. **Re-appointment of Mrs. Anima Bordia (DIN: 06941148) as an Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) **Mrs. Anima Bordia (DIN: 06941148)**, Independent Director of the Company who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent

Director of the Company to hold office for further term of 5 (five) consecutive years with effect from 1st April, 2019 to 31st March, 2024.

**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."

4. **Re-appointment of Mr. Niraj Nahata (DIN: 06830067) as an Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) **Mr. Niraj Nahata (DIN: 06830067)**, Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for further term of 5 (five) consecutive years with effect from 1st April, 2019 to 31st March, 2024.

**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."

5. **Re-appointment of Mr. Pawan Nahata (DIN: 06945991) as an Independent Director and in**

**this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) **Mr. Pawan Nahata (DIN: 06945991)**, Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for further term of 5 (five) consecutive years with effect from 1st April, 2019 to 31st March, 2024.

**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."

#### **6. Re-appointment of Mr. Vikram Baid as Executive Director and approval of Remuneration**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 read with schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Articles of Association and all other applicable rules, Laws and acts (if any) and subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the

concerned authorities (if any) while granting such approvals as may be applicable, the consent of the members be and is hereby accorded to the reappointment of **Mr. Vikram Baid, Whole Time Director designated as Executive Director** of the Company for a period of **5 years (Five years) w.e.f. 1st April, 2019 to 31st March, 2024** on the terms and conditions including remuneration, as set out below with liberty to the Board of Directors to alter and vary the terms and conditions of appointment and / or remuneration, subject to the same not exceeding the limits as approved by shareholders in general meeting or limits specified under Schedule V of the Companies Act, 2013 and / or any statutory modification(s) or re-enactment(s) thereof:

- (I) Basic Salary:** Rs. 1,95,000/- p.m. fixed w.e.f. 1st April, 2019 which can be increased upto maximum of Rs. 4,00,000/- p.m. during the five years of tenure.
- (II) Perquisites:** In addition to above the following perquisites not exceeding the overall ceiling as prescribed under schedule V, annexed to the Companies Act, 2013 will be provided to the Executive Director:

#### **CATEGORY (A)**

##### **a) Housing**

HRA in addition to Salary: Rs. 15,000/- p. m.

##### **b) Club Fees**

Fees payable subject to a maximum of two clubs.

#### **CATEGORY (B)**

In addition to the perquisites, Mr. Vikram Baid shall also be entitled to the following benefits, which shall not be included in the computation of ceiling on remuneration mentioned above, as permissible by law.

- (i) Contribution to Provident Fund / Superannuation Fund or Annuity Fund will not be included in the computation of ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.
- (ii) Gratuity payable shall not exceed half a month's Basic Salary for each completed year of service.
- (iii) Leave and Leave Encashment as per the rules of the Company.

#### **CATEGORY (C)**

**(a) Conveyance**

Free use of the company's car along with driver. Personal use of car shall be billed by the Company.

**(b) Telephone**

Free telephone facility at residence. Personal long-distance calls shall be billed by the Company.

**(c) Reimbursement of Expenses**

Apart from the remuneration as aforesaid, Mr. Vikram Baid shall also be entitled to reimbursement of such expenses as are genuinely and actually incurred in efficient discharge of his duties in connection with the business of the Company.

**(d) Sitting Fee**

No sitting fee shall be paid to Mr. Vikram Baid for attending the Meetings of Board of Directors or any committee thereof.

He shall be liable to retire by rotation.

**(e) Where in any financial year, the company has no profit or its profits are inadequate, the foregoing amount of remuneration and benefits shall be paid to Mr. Vikram Baid subject to the applicable provisions of Schedule V to the said Act.**

**Other Terms & Conditions:**

- (i)** Mr. Vikram Baid will perform the duties and exercise the powers, which from time to time may be assigned to or vested in him by the Board of Directors of the Company.
- (ii)** Either party giving the other party three-month's prior notice in writing to that effect may terminate the agreement.
- (iii)** If at any time Mr. Vikram Baid ceases to be Director of the Company for any reason whatsoever, he shall cease to be the Executive Director.

**RESOLVED FURTHER THAT** in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V to the Companies Act, 2013, or any other relevant Statutory enactment(s) thereof in this regard, the Board of Directors be and is hereby authorized to vary or increase the remuneration including salary, commission, perquisites, allowances etc. within such prescribed limit or ceiling and the said agreement between the company and Mr. Vikram Baid be

suitably amended to give effect to such modification, relaxation or variation without any further reference to the members for their approval.

**RESOLVED FURTHER THAT** Mr. Bharat Kumar Baid, Managing Director and Ms. Rashmi Agarwal, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters, things etc. and take all such steps as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

**7. Re-appointment of Mr. Bharat Kumar Baid as Managing Director and approval of Remuneration**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 read with schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Articles of Association and all other applicable rules, Laws and acts (if any) and subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities (if any) while granting such approvals as may be applicable, the consent of the members be and is hereby accorded to the reappointment of **Mr. Bharat Kumar Baid as Managing Director** of the Company for a period of **5 years (Five years) w.e.f. 1st April, 2019 to 31st March, 2024** on the terms and conditions including remuneration, as set out below with liberty to the Board of Directors to alter and vary the terms and conditions of appointment and / or remuneration, subject to the same not exceeding the limits as approved by shareholders in general meeting or limits specified under Schedule V of the Companies Act, 2013 and / or any statutory modification(s) or re-enactment(s) thereof:

- (I) Basic Salary:** Rs. 2,05,000/- p.m. fixed w.e.f. 1st April, 2019 which can be increased upto maximum of Rs. 4,00,000/- p.m. during the five years of tenure.
- (II) Perquisites:** In addition to above the following perquisites not exceeding the overall ceiling as



prescribed under schedule V, annexed to the Companies Act, 2013 will be provided to the Managing Director:

### **CATEGORY (A)**

#### **a) Housing**

Free furnished residential accommodation with gas, electricity, water, furnishing and maintenance charges. If the Company does not provide residential accommodation, he will be paid such house allowance as the Board may decide from time to time and expenses on gas, electricity, water, furnishing and maintenance charges will be borne by the Company.

#### **b) Club Fees**

Fees payable subject to a maximum of two clubs.

### **CATEGORY (B)**

In addition to the perquisites, Mr. Bharat Kumar Baid shall also be entitled to the following benefits, which shall not be included in the computation of ceiling on remuneration mentioned above, as permissible by law.

- (i) Contribution to Provident Fund / Superannuation Fund or Annuity Fund will not be included in the computation of ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.
- (ii) Gratuity payable shall not exceed half a month's Basic Salary for each completed year of service.
- (iii) Leave and Leave Encashment as per the rules of the Company.

### **CATEGORY (C)**

#### **(a) Conveyance**

Free use of the Company's car along with the driver. Personal use of car shall be billed by the Company.

#### **(b) Telephone**

Free telephone facility at residence. Personal long-distance calls shall be billed by the Company.

#### **(c) Reimbursement of Expenses**

Apart from the remuneration as aforesaid, Mr. Bharat Kumar Baid, Managing Director shall also be entitled to reimbursement of such expenses as are genuinely and actually incurred in efficient discharge of his duties in connection with the business of the Company.

#### **(d) Sitting Fee**

No sitting fee shall be paid to Mr. Bharat Kumar Baid, Managing Director for attending the Meetings of Board of Directors or any committee thereof.

He shall not be liable to retire by rotation.

- (e) Where in any financial year, the company has no profit or its profits are inadequate, the foregoing amount of remuneration and benefits shall be paid to Mr. Bharat Kumar Baid, Managing Director subject to the applicable provisions of Schedule V to the said Act.

### **Other Terms & Conditions:**

- (i) Mr. Bharat Kumar Baid will perform the duties and exercise the powers, which from time to time may be assigned to or vested in him by the Board of Directors of the Company.
- (ii) Either party giving the other party one-month's prior notice in writing to that effect may terminate the agreement.
- (iii) If at any time Mr. Bharat Kumar Baid ceases to be Director of the Company for any reason whatsoever, he shall cease to be the Managing Director.

**RESOLVED FURTHER THAT** in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V to the Companies Act, 2013, or any other relevant Statutory enactment(s) thereof in this regard, the Board of Directors be and is hereby authorized to vary or increase the remuneration including salary, commission, perquisites, allowances etc. within such prescribed limit or ceiling and the said agreement between the company and Mr. Bharat Kumar Baid be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members for their approval.

**RESOLVED FURTHER THAT** Mr. Vikram Baid, Executive Director & CFO and Ms. Rashmi Agarwal, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters, things etc. and take all such steps as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

**By Order of the Board  
For Vinayak Polycron International Limited**

**Date: 03.09.2018**

**Place: Jaipur**

**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 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 IN ORDER TO BE EFFECTIVE, SHOULD BE DULY STAMPED, FILLED, SIGNED AND 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. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
3. 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.
4. 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.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Sunday, 23rd September, 2018 to Saturday, 29th September, 2018 (both days inclusive) for the purpose of AGM.
6. 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.

7. 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.
  8. 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**
9. 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.
  10. 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 Listing Regulations, the information about the directors proposed to be reappointed is given in the Annexure 1 to the Notice.

11. **The Securities and Exchange Board of India (SEBI) vide its circular dated 20th April, 2018 has mandated registration 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.**
12. **SEBI has vide Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 dated 8th June, 2018 has mandated that - "except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository."**

**Accordingly, the members are requested to note that request for transfer of shares held in physical form will not be processed w.e.f. 5th December, 2018 and it shall be mandatory to demat the securities for getting the shares transferred.**

13. 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.
14. The Notice of AGM along with the Annual Report 2017-18 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. 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.
15. 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.
16. 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.
17. 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.
18. The Company has engaged the services of National Securities Depository Limited (NSDL) as Agency to provide e-voting facility.
19. Annual Report and AGM Notice is available at the website of the Company at [www.vinayakpolycon.com](http://www.vinayakpolycon.com) under 'Annual Reports' tab and on the website of NSDL at [www.ndsl.co.in](http://www.ndsl.co.in).
20. In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014, as amended & 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.
21. 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