



VINAYAK POLYCON International Ltd.

CIN No. L25209RJ2009PLC030620

E-mail : vinayak@vinayakpolycon.com

www.vinayakpolycon.com

UNIT I

No. 16, Pandur Village,
P.O. Kayarambedu, Via Guduvanchery,
Distt. Kanchipuram-603 202,
Tamil Nadu

Regd. Office :

312, Navjeevan Complex,
29, Station Road, Jaipur - 302 006
Ph. : 2377007, 2378830

UNIT II

H-13-14, Heerawala Ind. Area,
Kanota, Jaipur-303012
Rajasthan

To,
BSE Ltd.,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400 001 (Maharashtra)

VPII/BSEL/2024-25/27082024
Tuesday, August 27, 2024

Sub.: Notice convening the 15th Annual General Meeting ("AGM") Under Regulation 30(2) Of SEBI (Listing Regulations and Obligations Requirements) Regulations, 2015

Dear Sir/Madam,

We wish to inform you that the 15th Annual General Meeting of the Company is scheduled to be held on Saturday, 21st September, 2024 at 12:00 P.M. through Video Conferencing.

In this regard, please find attached the Notice and Instructions for E-voting of 15th Annual General Meeting of the Company.

Further, the same is also available on Company's website:

<https://www.vinayakpolycon.com/sites/default/files/Notice.pdf>

You are kindly requested to take the same on record.

Thanking You,
For Vinayak Polycon International Limited

SHIKHA Digitally signed
by SHIKHA
NATANI
NATANI Date: 2024.08.27
10:58:44 +05'30'

Shikha Natani
Company Secretary & Compliance Officer
Membership No.: 45901

Enclosed: As above

**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

NOTICE

NOTICE is hereby given that the 15th Annual General Meeting of the members of Vinayak Polycon International Limited will be held on Saturday, 21st September, 2024 at 12:00 P.M. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS

1. To adopt the audited financial statement of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Vikram Baid (DIN 00217347), who is liable to retire by rotation and being eligible offers himself for re-appointment.
3. To appoint 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, 141, 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), **M/s A Natani & Co, Chartered Accountants (FRN:007347C)** be and is hereby appointed as the Statutory Auditors of the Company, to hold office for a period of 5 years as commencing from the conclusion of this 15th Annual General Meeting till the conclusion of 20th Annual General Meeting to be held in the calendar year 2029 at such remuneration as mentioned in the explanatory statement for the Financial Year 2024-25 with further authorization to the Board of Directors to determine the remuneration for remaining period upon recommendation of Audit Committee.”

“**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 take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

SPECIAL BUSINESS**4. To Re-appoint Mr. Bharat Kumar Baid (DIN-00212506) as Managing Director of the company**

To consider and if thought fit, to pass, 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 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereto or re-

enactment(s) thereof for the time being in force) 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 **3 years (Three years) w.e.f. 1st April, 2025 to 31st March, 2028** 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 specified 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. (Rupees Two Lakh Five Thousand Only) fixed w.e.f. 1st April, 2025 which can be increased upto maximum of Rs. 4,00,000/- p.m. (Rupees Four Lakhs only) during the three 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 three – 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 the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

5. To Re-appoint Mr. Vikram Baid [DIN :00217347] as Whole Time Director designated as Executive Director of the company

To consider and if thought fit, to pass, 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 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) 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 as Whole

Time Director designated as Executive Director of the Company for a period of **3 years (Three years) w.e.f. 1st April, 2025 to 31st March, 2028** 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 specified below 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. (Rupees One Lakh Ninety-Five Thousand Only) fixed w.e.f. 1st April, 2025 which can be increased upto maximum of Rs. 4,00,000/- p.m. (Rupees Four Lakhs only) during the three 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 the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

Date: 09.08.2024

Place: Jaipur

**Registered Office: 312, Navjeevan Complex, 29,
Station Road, Jaipur-302006 (Rajasthan)**

Tel: 0141-2377007

investor@vinayakpolycon.com

www.vinayakpolycon.com

**By Order of the Board of Directors
For Vinayak Polycon International Limited**

**VIKRAM BAID
WHOLE TIME DIRECTOR
& CHIEF FINANCIAL OFFICER
DIN: 00217347**

NOTES:

1. The relevant Explanatory Statement setting out the material facts concerning each item of Special Business to be transacted at the Annual General Meeting pursuant to Section 102 of the Companies Act, 2013 read with the Rules made thereunder is annexed hereto and forms part of the Notice.
2. Pursuant to the Circular No 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (“MCA”) read together with previous circulars issued by the MCA in this regard (hereinafter collectively referred to as “MCA Circulars”) and the relaxations provided vide Master Circular No. SEBI/HO/CFD/ PoD2/CIR/P/2023/120 dated July 11, 2023 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/ 167 dated October 07, 2023 issued by the Securities and Exchange Board of India (“SEBI”) (hereinafter collectively referred to as “SEBI Circulars”) Companies are allowed to hold Annual General Meeting (“AGM”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of Members at a common venue till 30 September 2024. Hence, in compliance with the MCA Circulars and SEBI Circulars and provisions of the Companies Act, 2013 (the “Act”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) the 15th AGM of the Company is being conducted through VC without the physical presence of the Members at a common venue. The deemed venue for the 15th AGM shall be the Registered Office of the Company.
3. The Company has appointed National Securities Depository Ltd (“NSDL”), to provide the VC facility for conducting the AGM and for voting through remote e-voting and e-voting at the AGM. The procedure for participating in the meeting through VC/ OAVM is explained in these notes
The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
4. In terms of the MCA Circulars, since the physical attendance of Members has been dispensed with, there is no requirement for the appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. The attachment of the route map for the AGM venue is also not required.
5. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM. Corporate Members and other non-individual members intending to have their representatives attend the Meeting through VC/OAVM pursuant to Section 113 of the Act, are requested to send to the Company, a certified copy of the relevant Board Resolution together/authorization letter with the specimen signature of the representative(s) authorized to attend and vote on their behalf at the Meeting at investor@vinayakpolycon.com.
6. The attendance of the Members attending the AGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Act.



7. The additional details of Directors retiring by rotation and those who are proposed to be appointment/re-appointment, pursuant to Regulation 36(3) of the SEBI (Listing Regulations), 2015, as amended from time to time and the Secretarial Standards issued by the Institute of Company Secretaries of India, is annexed as **Annexure I** and forms part of this Notice.
8. According to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), and the MCA Circulars, the Company is providing the facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using a remote e-voting system as well as e-voting during the AGM will be provided by NSDL.
9. Pursuant to MCA Circulars, the Annual Report for F.Y. 2023-24 and the Notice of the **15th Annual General Meeting** of the Company are being sent only by electronic mode to Members whose e-mail address is registered with the Company/Registrar & Transfer Agent or the Depository Participant(s). Those Members, who have not yet registered their email addresses and consequently, have not received the Notice and the Annual Report, are requested to get their email addresses and mobile numbers registered by following the guidelines mentioned in these notes.
10. In line with the MCA Circulars and SEBI Listing Regulations, the Annual Report and Notice calling the AGM have been uploaded on the website of the Company at www.vinayakpolycon.com. The Notice can also be accessed from the websites of the Stock Exchange i.e., BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
11. Members are requested to send all their correspondence directly to Mas Services Limited, Registrar and Transfer Agent (“RTA”) of the Company at T-34, 2nd Floor, Okhla Industrial Area Phase II, New Delhi – 110 020. Tel-011- 41320335/26387281-83, E-mail: investor@masserv.com.
12. As per Regulation 40 of SEBI Listing Regulations, as amended from time to time, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company’s RTA for assistance in this regard.
13. In compliance with SEBI circular SEBI/HO/ MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, the following requests received by the Company in physical form will be processed and the shares will be issued in dematerialization form only: -
 - i. Issue of duplicate share certificate
 - ii. Claim from unclaimed suspense account
 - iii. Renewal/Exchange of securities certificate

- iv. Endorsement
- v. Sub-division / splitting of a securities certificate
- vi. Consolidation of securities certificates/folios
- vii. Transmission
- viii. Transposition

Members are requested to make the mentioned service requests by submitting duly filled Form ISR-4 and Form ISR-5 which is also available on the website of the Company at www.vinayakpolycon.com

A separate communication has already been sent to the respective shareholders in this regard.

14. Members are requested to intimate changes/updates, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to the Company's Registrars and Transfer Agents, Mas Services Limited for shares held in physical form, with relevant documents that may be required.

PAN; (using ISR-1)

Nomination in Form No.SH-13 or submit the declaration to 'Opt-out' in Form ISR-3;

Contact details including Postal address with PIN code, Mobile Number, E-mail address;

Bank Account details including Bank name and branch, Bank account number, IFS code;

Specimen signature. (using ISR-2)

Any cancellation or change in nomination shall be provided in Form No.SH-14

All of the above-required documents/details are to be sent to the address of the registered office of the RTA. The shareholders can download the forms mentioned in the SEBI circular from the website of the Company or RTA website i.e., www.masservices.com.

Further, SEBI vide its Circular dated March 16, 2023 and Master Circular dated May 07, 2024 has mandated to furnish Form ISR-3 for opting out of Nomination by physical shareholders in case the shareholder do not wish to register for the Nomination.

15. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to 'RTA', the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
16. Members seeking any information or clarifications on the Annual Report are requested to send their queries to the Company on investor@vinayakpolycon.com at least one week prior to the Meeting to enable the Company to compile the information and provide replies at the Meeting.
17. The Register of Members and Share Transfer Books of the Company will remain closed from 15th September, 2024 to 21st September, 2024 (both days inclusive).
18. Members are requested to:
- (a) Notify the change in address if any, with Pin Code numbers immediately to the RTA (in case of shares held in physical mode).
 - (b) Quote their Regd. Folio Number/DP and Client ID Nos. in all their correspondence with the Company or its Registrar and Share Transfer Agent.
19. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant(s), as the case may be:
- a) the change in the residential status on return to India for permanent settlement, and
 - b) the particulars of the NRE account with a Bank in India, if not furnished earlier.



Members holding shares in electronic form are required to contact their Depository Participants to register/ change their nomination. Members holding shares in Physical form are advised to register Nomination in respect of their Shareholding in the Company by submitting Form SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website www.vinayakpolycon.com.

20. The Securities and Exchange Board of India has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the Registrar and Share Transfer Agent.
21. Members holding shares in physical form are requested to intimate immediately to the Registrar & Share Transfer Agent of the Company, MAS Services Limited, T-34, 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi - 110 020 Ph: 011-26387281/82/83 quoting registered Folio No. (a) details of their bank account/change in bank account, if any, and (b) change in their address, if any, with pin code number. In case shares are in demat form members are requested to update their bank detail with their depository participant.
22. Members holding shares in electronic form are requested to intimate change, if any, in their bank details to their Depository Participants with whom they have Demat accounts. The Company or Registrar and Share Transfer Agent cannot act on any request received directly from such Members. Members holding shares in physical form are requested to intimate change, if any, in their bank details by sending duly signed Form ISR-1 alongwith required documents to the Company/Registrar and Share Transfer Agent.
23. CS Manoj Maheshwari, FCS 3355, Practicing Company Secretary and failing him, CS Priyanka Agarwal, FCS 15021, Practicing Company Secretary have been appointed as a scrutinizer and alternate scrutinizer respectively, to scrutinize the remote e-voting and e-voting during AGM to be carried out in a fair and transparent manner.
24. Process and manner for members opting for voting through electronic means:
25. The remote e-voting period begins on Tuesday, September, 17th, 2024 at 9:00 A.M. and ends on Friday, September, 20th, 2024 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Saturday 14, September, 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Saturday, September 14, 2024.
26. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently or cast the vote again. The person who is not the member or beneficial owner as on the cut-off date should treat this Notice for information purpose only.
27. How do I vote electronically using NSDL e-Voting system?
28. The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system



A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com/. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.



<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43</p>



B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your

email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to bskashtwal@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Amit Vishal at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investor@masserv.com or investor@vinayakpolycon.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investor@masserv.com or investor@vinayakpolycon.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-



1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
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. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote again at the AGM.
5. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members, who would like to express their views/have questions are requested to send registrations along with the questions in advance mentioning their name, demat account number/folio number, email id, mobile number at investor@vinayakpolycon.com from Saturday September 07, 2024 to Saturday, September 14, 2024. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting. The Company reserves the right to restrict the number of questions/speakers depending on the availability of time for the Meeting.

General Instructions

- i. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting.
- ii. Shri Manoj Maheshwari, Practicing Company Secretary (Membership No. FCS-3355), failing him CS Priyanka Agarwal (Membership No. FCS-15021) has been appointed as the



- Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- iii. 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, for all those members who are present VC / OAVM at the AGM but have not cast their votes by availing the remote e-voting facility.
 - iv. The Scrutinizer shall, after the conclusion of voting at the Meeting, first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting and shall submit, not later than two-working days of the conclusion of the Annual General Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or any other person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
 - v. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.vinayakpolycon.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the BSE Limited.

EXPLANATORY STATEMENT PURSUANT TO REGULATION 36 OF SEBI LISTING REGULATIONS, 2015 FORMING PART OF THE NOTICE

Item No.3

M/s Tambi Ashok & Associates Chartered Accountants (FRN- 005301C), the Statutory Auditors of the company has completed their first term as Statutory Auditors of the company. The Board of Directors, based on the recommendation of the Audit committee, has recommended the appointment of M/s. A Natani & Co, Chartered Accountants (FRN-007347C), as Statutory Auditors of the Company for a period of five years, commencing from the conclusion of 15th AGM till the conclusion of the 20th AGM to be held in the calendar year 2029, subject to approval of Shareholders. M/s. A Natani & Co, Chartered Accountants, have consented to the said appointment vide their letter dated 01st August, 2024 and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Companies Act 2013. They have further confirmed that they are not disqualified to be appointed as Statutory Auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Companies Act, 2013 and the provisions of the Companies (Audit and Auditors) Rules, 2014.

The details required to be disclosed under provisions of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

S. No.	Details of events that need to be provided	Information of such event (s)
1.	Brief profile	M/s. A. Natani & Co., Chartered Accountants, Firm Registration No.: 007347C and Peer Review Certificate No.: 015873 valid till 30 th September, 2026) has an experience of more than Fifteen Years in the field of: A. Domestic and International Tax, B. Tax and GST Audit, C. Litigation matter under GST and Income Tax, D. Statutory and Process Audit,

		E. Foreign Exchange Management Act (“FEMA”) Compliances, F. Registrar of Company Compliances (“ROC”)
2.	Term of Appointment	Appointment as Statutory Auditors of the Company from conclusion of 15th AGM up to conclusion of 20th AGM to be held in calendar year 2029 to carry out Audit of the Financial Statements and Annual Financial Results of the Company and Limited Review of the Unaudited Quarterly Financial Results of the Company.
3.	Basis of recommendation for appointment	The Board of Directors and Audit Committee have considered various evaluation criteria with respect to skill set, governance & competitiveness and recommend their appointment to the Shareholders of the Company.
4.	Proposed fee payable	Rs. 50,000/- (Rupees Fifty Thousand only) plus applicable GST and reimbursement of out of pocket expenses (at actuals) as approved by the Board of Directors of the company for the financial year 2024-25.

None of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item No.3 of the notice. The Board recommends the ordinary resolution set forth in item No. 3 of the notice for approval of the members.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE

The following statement sets out all the material facts relating to the Special Business mentioned in the accompanying Notice.

Item No. 4&5:

Mr. Bharat Kumar Baid (DIN: 00212506), aged 74 years, and Mr. Vikram Baid (DIN: 00217347), aged 48 years were appointed as Managing Director and Executive Director respectively, on the Board, pursuant to the provisions of Section 196, 197, 198, 203 read with schedule V of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 by the Members of the Company in the 12th AGM held on 20th September, 2021. They will hold office as Managing Director and Executive Director of the Company for a period of three consecutive years, starts 01st April, 2022 upto 31st March, 2025.

The Nomination and Remuneration Committee, on the basis of performance evaluation of Managing Director and Executive Director and Nomination and Remuneration Policy (“NRC Policy”), has recommended the re-appointment of Mr. Bharat Kumar Baid and Mr. Vikram Baid as Managing Director and Executive Director, respectively, for a term of 3 (three) consecutive years on the Board of the Company.

The Board, based on the performance evaluation of Managing Director and Executive Director and as per the recommendation of the Nomination and Remuneration Committee, considers that, given their background and experience and contributions made by them during their tenure, the continued association of Mr. Bharat Kumar Baid and Mr. Vikram Baid would be beneficial to the Company and

it is desirable to continue to avail their services as Managing Director and Executive Director respectively, on the terms and conditions as set out in the Resolution 4 and 5.

Accordingly, it is proposed to re-appoint Mr. Bharat Kumar Baid as Managing Director and Mr. Vikram Baid as Executive Director of the Company to hold office for a further term of 3 (three) consecutive years on the Board of the Company with effect from 1st April, 2025 to 31st March, 2028. Further, pursuant to the provisions of Section 197 and Schedule V of the Companies Act, 2013 as Managing Director is more than 70 years of age, prior special resolution is required to be passed by shareholders.

INFORMATION PURSUANT TO SECTION II OF PART II OF THE SCHEDULE V TO THE COMPANIES ACT, 2013

I. General Information

1. Nature of Industry: The Company is in the business of manufacturing of Plastic Containers & Closures.
2. Date or expected date of commercial production: The Company was incorporated on 31st December, 2009 and commercial production was transferred to Company under the demerger scheme approved by the Honourable High Court of Rajasthan, Jaipur Bench vide Order Dated 21st July, 2011.
3. Financial Performance based on given indicators: The financial performance of the Company during the previous three financial years is as under:

(Amount in Lakhs)

Particulars	Year ended 31.03.2024	Year ended 31.03.2023	Year ended 31.03.2022
Revenue from Operations	2153.39	2187.27	1528.71
Profit Before Interest, Depreciation & Tax	159.03	124.05	90.12
Less: Financial Cost	43.00	39.18	25.47
Profit Before depreciation & Tax	116.03	84.87	64.65
Less: Depreciation	78.57	66.25	61.98
Profit/(loss) Before exceptional items	37.46	18.62	2.67
Less: Exceptional Items	-	-	-
Profit Before Tax	37.46	18.62	2.67
Less: Tax Liability (including deferred tax)	8.01	6.92	(1.54)
Profit/(Loss) After Tax	29.45	11.70	4.21

4. Foreign investments or collaborations, if any: NIL

II. Information About the Appointee:

1. Background details: Mr. Bharat Kumar Baid aged about 74 years is one of the key promoters of the Company. He is Director of the Company since its incorporation and holding 2,44,148 Equity Shares in the Company as on 30th June, 2024. He is member of pioneer institution i.e. Institute of Chartered Accountants of India (ICAI). He has vast experience of more than five decades in the Manufacturing Industry.

Mr. Vikram Baid aged about 48 years is one of the key promoters of the Company. He is Director of the Company since its incorporation and holding 2,88,046 Equity Shares in the Company as on 30th June, 2024. He is a Bachelor of Commerce (Hons.), Master of Business Finance (MBF) and a member of pioneer institution i.e. Institute of Chartered Accountants of India (ICAI). He has vast experience of more than 20 years in the Manufacturing Industry.

2. Past Remuneration and Proposed Remuneration:

Mr. Bharat Kumar Baid

Past Remuneration	Proposed Remuneration
Basic Pay 24.60 Lakhs and other perquisites 9.75 Lakhs Annually	Basic Pay 24.60 Lakhs and other perquisites 9.75 Lakhs Annually Other perquisites as mentioned in the resolution. (From 1 st April, 2025 to 31 st March, 2028)

Mr. Vikram Baid

Past Remuneration	Proposed Remuneration
Basic Pay Rs. 23.40 Lakhs and other Perquisites 5.43 Lakhs annually	Basic Pay Rs. 23.40 Lakhs and other Perquisites 5.43 Lakhs annually Other perquisites as mentioned in the resolution. (From 1 st April, 2025 to 31 st March, 2028)

3. Recognition or Awards: Mr. Bharat Kumar Baid is member of various Organizations relating to plastic trade and industry.

Mr. Vikram Baid is associated with Organizations relating to plastic trade and industry and religious associations. He was elected to the executive board of “Plastic Manufacturers Association of Rajasthan” and “Employers’ Association of Rajasthan”.

4. Job Profile and his suitability: Mr. Bharat Kumar Baid is looking after the overall affairs of the Company subject to superintendence, control and directions of the Board of Directors. He is looking after Chennai Plant Operations, Procurement / Sourcing, Administration & Management subject to superintendence, control and direction of the Board of Directors.

Mr. Vikram Baid is looking after Jaipur Plant Operations, Procurement / Sourcing, Administration & Management subject to superintendence, control and direction of the Board of Directors. He is also handling all the Taxation and Accounting related matters.

Taking into account of their qualifications, experience and comparison with similarly situated managerial personnel in the industry and responsibilities placed on them and in view of his contribution to the Company since their appointment, the Board considers their remuneration is in the best interest of the Company.

5. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person: The Company has paid up share capital of Rs. 308.13 Lakhs and is listed with Bombay Stock Exchange i.e. BSE Ltd. with approx. 1025 shareholders. It is engaged in the business of manufacturing of Plastic Containers & Closures with Turnover of Rs. 2153.39 Lakhs during the F.Y. 2023-24. Considering the size of the Company and profile of Mr. Bharat Kumar Baid and Mr. Vikram Baid, responsibilities shouldered by them the aforesaid remuneration package is

commensurate with the remuneration package paid to managerial position in other Companies in the same Industry.

6. Pecuniary relationship directly or indirectly with the Company or relationship with managerial personnel, or other director, if any: Except the payment of remuneration for their services detailed in the resolution they have no other pecuniary relationship with the Company. None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Bharat Kumar Baid and Mr. Vikram Baid and Mrs. Samta Baid being related to each other are interested in this resolution.

III. Other information:

1. Reasons for loss or inadequate profit: Reasons for loss or inadequate The Company earned profit after tax of Rs. 29.45 Lakhs for the financial year 2023-24 as compared to Profit after Tax of Rs. 11.70 Lakhs in the year 2022-23

2. Steps taken or proposed to be taken for more improvement: The Company is adding new clients to its customer base and moving to products with higher margin to improve its profitability. The Company is hopeful that these measures will yield good returns in future.

3. Expected increase in productivity and profits in measurable terms: The Company has taken initiatives to improve the profitability of the Company and will continue in its endeavor to improve performance and Management expects a reasonable growth in business, gross revenue and net profit in the coming year.

Mr. Vikram Baid and Mr. Bharat Kumar Baid have given their (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualifications of Directors) Rules, 2014 and (ii) intimation in Form DIR-8 in terms of (Appointment & Qualifications of Directors) Rules, 2014, to the effect that they are not disqualified under Section 164(2) of the Companies Act, 2013.

Details of Directors whose re-appointment as Managing Director and Executive Director is proposed at Item Nos. **4 and 5** are provided in the “Annexure 1” to the Notice pursuant to the provisions of (i) Regulation 36(3) of the Listing Regulations and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

Except Mr. Vikram Baid and Mr. Bharat Kumar Baid, being the appointee and Mrs. Samta Baid, being the relative of the appointee, none of the other Directors and Key Managerial Personnel are concerned or interested in the said resolution.

The Board recommends the Special Resolutions set out at Item Nos. **4 and 5** of the Notice for approval by the members.

Annexure 1:

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 Directors who are proposed to be appointed/re-appointed at the ensuing Annual General Meeting:

Name of the Director	Vikram Baid	Bharat Baid
Age	48 Years	74 Years
Date of First Appointment on Board	31 st December, 2009	31 st December, 2009
Designation	Executive Director & CFO	Managing Director
Brief Resume and Expertise in specific Functional areas	Mr. Vikram Baid is promoter & Director of the Company since inception. He is a Bachelor of Commerce (Hons.), Master of Business Finance (MBF) and a member of pioneer institution i.e. Institute of Chartered Accountants of India (ICAI). He has more than 20 years' experience in various plastic moulding techniques and mould making. He is also an expert in Financial and Tax related matters.	Mr. Bharat Kumar Baid is promoter & Director of the Company since inception. He is member of pioneer institution i.e. Institute of Chartered Accountants (ICAI). Over the years, he has made immense contribution to the company's growth, and has taken the company to the new heights. He is having more than 50 years of rich experience in various plastic moulding techniques and mould making.
Qualification (s)	B. Com (Hons.), MBF and ACA	B.Com., FCA
Experience	23 Years	51 Years
Terms and conditions of reappointment	As per the Resolution at item no. 5 of the notice convening this Meeting read with Explanatory Statement thereto.	As per the Resolution at item no. 4 of the notice convening this Meeting read with Explanatory Statement thereto.
Remuneration last drawn (including Sitting Fees, if any)	Rs. 23,40,000/- during the Financial Year 2023-24	Rs. 24,60,000 during the Financial Year 2023-24
Remuneration proposed to be paid	As per the Resolution at item no. 5 of the notice convening this Meeting read with Explanatory Statement thereto.	As per the Resolution at item no. 4 of the notice convening this Meeting read with explanatory Statement thereto.
Name of the Companies in which directorship held as on 09 th August, 2024	Jai Sinter Polycon Private limited	None
Member/Chairman of the	None	None

Committee of Board of other companies		
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	He is husband of Mrs. Samta Baid, Non-Executive Director and son of Mr. Bharat Kumar Baid, Managing Director.	He is father of Mr. Vikram Baid, Executive Director and Father in Law of Mrs. Samta Baid, Non-Executive Director.
No. of Equity Shares held in the Company as on August 09 th , 2024	288046	244148
No. of Board Meetings attended during the year	5 of 5 in the Financial Year 2023-24	5 of 5 in the Financial Year 2023-24

Date:09.08.2024

Place: Jaipur

**Registered Office: 312, Navjeevan Complex, 29,
Station Road, Jaipur-302006 (Rajasthan)
Tel: 0141-2377007**

investor@vinayakpolycon.com
www.vinayakpolycon.com

**By Order of the Board of Directors
For Vinayak Polycon International Limited**

**VIKRAM BAID
WHOLE TIME DIRECTOR
& CHIEF FINANCIAL OFFICER
DIN: 00217347**