

**Regd. Office :**  
312, Navjeevan Complex,  
29, Station Road, Jaipur - 302 006  
Ph. : 2377007, 2378830  
Fax : 91-141-2378830

www.vinayakpolycon.com  
E-mail : vikramb@bsnl.in  
L25209RJ2009PLC030620

**Factory :**  
No. 16, Pandur Village,  
P.O. Kayarambedu, Via Guduvanchery,  
Distt. Kanchipuram-603 202,  
Tamil Nadu • Ph. : 044-3740 6969

**Dated: 30.09.2023**

**To,**  
**Mr. Mahendra Singh Bhandari,**  
**31, Nehru Park, Sardarpura,**  
**Jodhpur, Rajasthan-342001**

**Subject:** Appointment as an Independent Director of the **VINAYAK POLYCON INTERNATIONAL LIMITED.**

Sir,

We are pleased to inform you that at the Annual General Meeting held on 30<sup>th</sup> September 2023, shareholders have approved your appointment as an Independent Director of the Company to hold office for a term up to 27<sup>th</sup> August, 2028.

Your appointment is subject to the following:

1. During your tenure as an Independent Director, you will have to submit a declaration at the beginning of every Financial Year under Section 149 (6) of the Companies Act, 2013("Act") stating that you meet the criteria of Independence.
2. So long as you are an Independent Director of the Company, the number of companies in which you hold office as a Director or a chairman or committee member will not exceed the limit stipulated under the Act and the Listing Agreement.
3. So long as you are an Independent Director of the Company, you will ensure that you do not get disqualified to act as a Director pursuant to the provisions of Section 164 of the Act.
4. You will ensure compliance with other provisions of the Act and the listing Agreement as applicable to you as an Independent Director.
5. You have been appointed on the following Committees of the Board:
  - (i) Audit Committee
  - (ii) Nomination & Remuneration Committee
  - (iii) Stakeholder Relationship Committee

### **Code of Conduct and Duties and Responsibilities**

1. You will abide by the VPIL Code of Ethics and Business Principles Applicable to Non-Executive Directors and business principles to the extent applicable to an Independent Director of the Company.
2. You will abide by the guidelines of professional conduct, role, function and duties as an Independent Directors provided in Schedule IV of the Companies Act, 2013.



# VINAYAK POLYCON Internati<sup>o</sup>nal Ltd.

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3. During the term, you will comply with the Code of Conduct and Conduct for Prevention of Insider Trading adopted by the Company and such other policies/requirements as the Board of Directors may from time to time devise/specify.
4. You will be subjected to Performance evaluation as per the policy of the Company, as may be approved and implemented by the Board of Directors from time to time in compliance with the requirements of the applicable laws.
5. You will not hold office as a Director or any other office in a competing firm/entity.
6. You are expected to stay updated on how best to discharge your roles, responsibilities, and duties and liabilities, as an Independent Director of the Company under applicable law, including keeping abreast of current changes and trends in economic, political, social, financial, legal and corporate governance practices.

Thanking You,

**For VINAYAK POLYCON INTERNATIONAL LIMITED**

  
**VIKRAM BAID**  
**(WHOLE TIME DIRECTOR)**  
**DIN NO. 00217347**

