



VINAYAK POLYCON International Ltd.

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: 08.09.2014

To,
Niraj Nahata,
6 G, Siddhkruti Appt.,
Sarelawadi Ghod Dod Road, Surat,
Gujrat

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 6th September 2014, shareholders have approved your appointment as an Independent Director of the Company to hold office for a term upto 31st March, 2019.

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.

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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.

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

