

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 12th Annual General Meeting of the members of Vinayak Polycon International Limited will be held on Monday, 20th September, 2021 at 04:00 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, 2021 and the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mrs. Samta Baid (DIN 08104727), who is liable to retire by rotation and being eligible offers herself for re-appointment

SPECIAL BUSINESS**3. To Re-appoint Mr. Vikram Baid [DIN :00217347] as Whole Time Director designated as Executive Director**

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 (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 **3 years (Three years) w.e.f. 1st April, 2022 to 31st March, 2025** 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. (Rupees One Lakh Ninety Five Thousand Only) fixed w.e.f. 1st April, 2022 which can be increased upto maximum of Rs. 4,00,000/- p.m. 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 Mr. Bharat Kumar Baid, Managing Director and Ms. Shikha Natani, 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.”

4. To Re-appointment of Mr. Bharat Kumar Baid (DIN-00212506) as Managing Director

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 **3 years (Three years) w.e.f. 1st April, 2022 to 31st March, 2025** 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. (Rupees Two Lakh Five Thousand Only) fixed w.e.f. 1st April, 2022 which can be increased upto maximum of Rs. 4,00,000/- p.m. 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 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, Whole time Director and Ms. Shikha Natani, 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.

Date: 13.08.2021

Place: Jaipur

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

Tel: 0141-2377007

Fax: 0141-2378830

investor@vinayakpolycon.com

www.vinayakpolycon.com

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

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

NOTES:

1. In view of the ongoing COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020 and Circular no. 02/2021 dated January 13, 2021 (collectively "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (collectively "SEBI Circulars"), have permitted companies to conduct Annual General Meeting ("AGM") through Video Conferencing ("VC") or other audio visual means ("OAVM"), subject to compliance of various conditions mentioned therein. In compliance with the aforesaid MCA Circulars and SEBI Circulars and the applicable provisions of Companies Act, 2013 and rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 12th AGM of the Company is being convened and conducted through VC.
2. Explanatory Statement as required under Section 102(1) of the Companies Act, 2013 is annexed.
3. As per the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf. Since the 12th AGM is being held through VC as per the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the 12th AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. As per the provisions under the MCA Circulars, Members attending the 12th AGM through VC shall be counted for the purpose of reckoning the quorum.

5. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
6. 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 attend the AGM through authorized representatives are requested to send a certified copy of the Board resolution / authorization letter to the Scrutinizer by email through its registered email address to cs.vmanda@gmail.com with a copy marked to evoting@nsdl.co.in.
7. The Register of Members and Share Transfer Books of the Company will remain closed from 14th September, 2021 to 20th September, 2021 (both days inclusive).
8. 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.
9. 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.
10. 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.
11. 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 Fax: 011-26387384 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 share are in demat form members are requested to update their bank detail with their depository participant.
12. Members desirous of making nomination as permitted under section 72 of the Companies Act, 2013 in respect of the physical shares held by them in the Company, can make nominations in Form SH-13, which can be procured from the RTA. The Members holding shares in demat form may contact their respective depository participants for making such nominations.
13. Members who hold shares in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrar, for consolidation into a single folio.

14. CS Manoj Maheshwari, FCS 3355, Practicing Company Secretary, and Partner of M/s V. M. & Associates, Company Secretaries, Jaipur has been appointed as a scrutinizer to scrutinize the remote e-voting and e-voting during AGM to be carried out in a fair and transparent manner.
15. In line with the MCA and SEBI Circulars, the notice of the 12th AGM along with the Annual Report 2020-21 are being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may please note that this Notice and Annual Report 2020-21 will also be available on the Company's website at <https://www.vinayakpolycon.com>, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com.
16. Details of the Directors seeking appointment/ re-appointment at the 12th AGM are provided in Annexure A of this Notice. The Company has received the requisite consents/declarations for the appointment/ re-appointment under the Companies Act, 2013 and the rules made thereunder.
- 17. Process and manner for members opting for voting through electronic means:**

The remote e-voting period begins on Thursday, 16th September, 2021 at 09:00 A.M. and ends on Sunday 19th September, 2021 at 05:00 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. Monday 13th September, 2021, 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 13th September 2021.

How do I vote electronically using NSDL e-Voting system?

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 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.	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



	<p>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.</p> <ol style="list-style-type: none"> If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. 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.



Individual Shareholders (holding securities in demat mode) login through their depository participants	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.
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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
Individual Shareholders holding securities in demat mode with NSDL	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
Individual Shareholders holding securities in demat mode with CDSL	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

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 cs.vmanda@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.

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 send signed request with Folio No., Name of shareholder, scanned copy of any one share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to info@masserv.com.
2. In case shares are held in demat mode, please update your email id with your depository. 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. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. 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. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investor@vinayakpolycon.com. The same will be replied by the company suitably.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3&4:

Mr. Vikram Baid (DIN: 00217347), aged 45 years and Mr. Bharat Kumar Baid (DIN: 00212506), aged 71 years, were appointed as Executive Director and Managing Director, respectively, on the Board, pursuant to the provisions of Section 196, 197, 198, 203 read with schedule V of the Companies Act, 2013, by the Members of the Company in the 09th AGM held on 29th September, 2018. They will hold office as Executive Director and Managing Director of the Company for a period of three consecutive years, upto 31st March, 2022.

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

The Board, based on the performance evaluation of Executive Director and Managing 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. Vikram Baid and Mr. Bharat Kumar Baid would be beneficial to the Company and it is desirable to continue to avail their services as Executive Director and Managing Director, respectively, on the terms and conditions as set out in the Resolution 3 and 4.

Accordingly, it is proposed to re-appoint Mr. Vikram Baid as Executive Director and Mr. Bharat Kumar Baid as Managing 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, 2022 to 31st March, 2025. As Managing Director being more than 70 years of age, prior special resolution is required to be passed by shareholders.

INFORMATION PURSUANT TO PARA 1(A) OF 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 31.03.2021	Year ended 31.03.2020	Year ended 31.03.2019
Revenue from Operations	1154.42	1557.48	2327.31
Profit Before Interest, Depreciation & Tax	68.76	110.70	148.15
Less: Financial Cost	22.34	35.58	37.28
Profit Before depreciation & Tax	46.42	75.12	110.87
Less: Depreciation	68.61	71.89	90.82
Profit/(loss) Before exceptional items	(22.19)	3.23	20.05
Less: Exceptional Items	-	-	35.69
Profit Before Tax	(22.19)	3.23	55.74
Less: Tax Liability (including deferred tax)	(2.92)	1.11	14.63
Profit/(Loss) After Tax	(19.27)	2.12	41.11

4. Foreign investments or collaborations, if any: NIL

II. Information About the Appointee:

1. Background details: Mr. Bharat Kumar Baid aged about 71 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, 2021. 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 45 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, 2021. 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 Rs. 2.05 Lakhs per month which can be increased upto Rs. 4 Lakhs per month during three years of his tenure. Other perquisites as mentioned in the resolution. (From 1 st April, 2022 to 31 st March, 2025)

Mr. Vikram Baid

Past Remuneration	Proposed Remuneration
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<p>Basic Pay Rs. 23.40 Lakhs and other Perquisites 5.43 Lakhs annually</p>	<p>Basic Pay Rs. 1.95 Lakhs per month which can be increased upto Rs. 4 Lakhs per month during three years of his tenure. Other perquisites as mentioned in the resolution. (From 1st April, 2022 to 31st March, 2025)</p>
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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 744 shareholders. It is engaged in the business of manufacturing of Plastic Containers & Closures with Turnover of Rs. 1157 Lakhs during the F.Y. 2020-21. 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, if any: Excepting 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 being related to each other are interested in this resolution.

III. Other information:

1. Reasons of loss or inadequate profit: The Company earned profit/ (Loss) after tax of Rs. (-22.19) Lakhs for the financial year 2020-21 as compared to Profit before Tax of Rs. 2.12 Lakhs in the year 2019-20.

2. Steps taken or proposed to be taken for 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 Executive Director and Managing Director is proposed at Item Nos. **3 and 4** are provided in the “Annexure” 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. **3 and 4** of the Notice for approval by the members.

Annexure A

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	Samta Baid
Age	45 Years	71 Years	45 Years
Date of First Appointment on Board	31 st December, 2009	31 st December, 2009	28 th August, 2020
Designation	Executive Director & CFO	Managing Director	Non-Executive 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’	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	Samta Baid is a fine arts graduate, gemmologist and Jewellery designer with 20 years of entrepreneurial experience in product design and visualisation. She has many national and international accolades and awards to her credit. She is actively associated with many social and Industrial organizations of India

	experience in various plastic moulding techniques and mould making. He is also an expert in Financial and Tax related matters.	the new heights. He is having more than 50 years of rich experience in various plastic moulding techniques and mould making.	like FLO (Founder committee member-Jaipur Chapter), Shubham, Confederation of Women Entrepreneurs (Founder Joint Secretary), CII Indian Women Network.
Qualification (s)	B. Com (Hons.), MBF and ACA	B.Com., FCA	B.F.A.
Experience	21 Years	50 Years	18 years
Terms and conditions of reappointment	As per the Resolution at item no. 3 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.	In terms of Section 152(6) of the Act, Mrs. Samta Baid who was appointed as Non-Executive Director is liable to retire by rotation at the Meeting.
Remuneration last drawn (including Sitting Fees, if any)	Rs. 28,83,600 (For Remuneration details, please refer Annexure-2, to the Board's Report)	Rs. 34,35,900 (For Remuneration details, Please refer Annexure-2, to the Board's Report)	N/A
Remuneration proposed to be paid	As per the Resolution at item no. 3 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.	N/A
Name of the Companies in which directorship held as on 13 th August, 2021	Jai Sinter Polycon Private limited	None	Ridam Polymers Private limited
Member/Chairman of the Committee of Board of other companies	None	None	None
Relationship with other Directors,	He is husband of Mrs. Samta Baid, Non-Executive Director and	He is father of Mr. Vikram Baid, Executive Director and Father in	She is wife of Mr. Vikram Baid, Whole

Managers and other Key Managerial Personnel of the Company	son of Mr. Bharat Kumar Baid, Managing Director.	Law of Mrs. Samta Baid, Non-Executive Director.	time Director and Daughter in law of Mr. Bharat Kumar Baid, Managing Director.
No. of Equity Shares held in the Company as on August 13, 2021	288046	244148	112851
No. of Board Meetings attended during the year	4	4	3

Date: 13.08.2021

Place: Jaipur

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

Tel: 0141-2377007

Fax: 0141-2378830

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

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