



Vinyl Chemicals (India) Ltd.

Regd. Off. : 7th Floor, Regent Chambers, Jammalal Bajaj Marg, 208, Nariman Point, Mumbai - 400 021.

Phone : 2282 2708 Telefax : 2204 3969

CIN : L24100MH1986PLC039837

28th August, 2023

The Secretary
BSE Ltd.
Corporate Relationship Dept.,
14th floor, P.J. Tower,
Dalal Street, Fort
Mumbai- 400 001
Stock Code-524129

The Secretary
National Stock Exchange of India Ltd.
Exchange Plaza, Plot no. C/1, G Block,
Bandra-Kurla Complex,
Bandra (E),
Mumbai- 400 051
Stock Code- VINYLINDIA

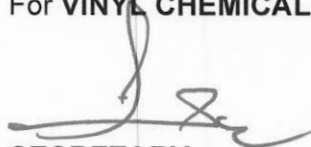
Sub: Minutes of 37th Annual General Meeting

Dear Sir,

Please find enclosed herewith copy of the minutes of the proceedings of 37th Annual General Meeting of the Company which was held on 8th August, 2023 for your records.

Thanking you,

Yours faithfully,
For **VINYL CHEMICALS (INDIA) LIMITED**



SECRETARY

The minutes of the Thirty-Seventh Annual General Meeting of the members of M/s. Vinyl Chemicals (India) Ltd. held on Tuesday, the 8th August, 2023 through Video Conferencing/Other Audio Visual Means. The meeting commenced at 3:00 p.m. and concluded at 3:45 p.m. The meeting was deemed to be held at the Registered Office of the Company at Regent Chambers, 7th Floor, Jamnalal Bajaj Marg, 208, Nariman Point, Mumbai 400 021.

PRESENT THROUGH VIDEO CONFERENCING/OTHER AUDIO VISUAL MEANS:

- Shri M.B. Parekh - Chairman & Managing Director and Member
- Shri N.K. Parekh - Director and Member
- Smt. Y.J. Mogrelia - Director, Member and Chairperson of Audit Committee
- Shri A.D. Mavinkurve - Director and Chairman of Stakeholders Relationship Committee and Nomination and Remuneration Committee
- Shri A.B. Parekh - Director and Member
- Shri P.D. Shah - Director

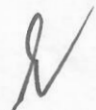
IN ATTENDANCE THROUGH VIDEO CONFERENCE/OTHER AUDIO VISUAL MEANS:

Shri P. C. Patel, Company Secretary

Shri Mahendra Gayatonde, Chief Financial Officer

Shri Devendra Khanna, Authorised Representative of M/s. Khanna & Panchmia, Chartered Accountants, Statutory Auditors

Shri P.N. Parekh and Shri Mitesh Dhabliwala, Authorised Representatives of Secretarial Auditors.



Total 53 Members including those mentioned above were present.

Shri M.B. Parekh, Chairman chaired the meeting.

The Chairman welcomed all the Directors and shareholders present at the 37th Annual General Meeting (AGM) of the Company. He mentioned that the AGM was being held for the fourth consecutive year through Video Conferencing/Other Audio Visual Means facility. He also stated that he was attending the Meeting from Mumbai. He then requested Shri P.C. Patel, Company Secretary to elaborate on the applicable legal provisions for holding this AGM.

Shri P.C. Patel informed the Members that the 37th AGM of the Company was being conducted through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") facility without the physical presence of the Members at a common venue, as permitted under the relevant Circulars issued by MCA and SEBI in this regard and the deemed venue of this meeting was the Registered Office of the Company.

He further informed that in terms of the provisions of Section 108 of the Companies Act, 2013, Rules issued thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided e-voting facility to the Members to exercise their right to vote on the resolutions proposed to be passed at the AGM through electronic voting system provided by National Securities Depository Limited (NSDL) prior to the AGM (remote e-voting). The remote e-voting period had commenced on Saturday, 5th August, 2023 at 9.00 a.m. and ended on Monday, 7th August, 2023 at 5.00 p.m. and members who had not cast their vote earlier through remote e-voting could also vote during the AGM through the e-voting platform of NSDL. The Chairman will announce commencement of e-voting platform, which shall remain open until 15 minutes after closure of the meeting.

He also informed that the Company had taken all the feasible steps to ensure that the shareholders were provided an opportunity to participate in the AGM and cast their vote. The detailed instructions for speakers and participants had been provided in the Notice of the AGM. The facility for appointment of proxy at the AGM was not available as per the Circulars

issued by MCA. The Company had received certified copies of resolutions from body corporates who were Members under Section 113 of the Companies Act, 2013 authorising their representatives to attend and vote at the meeting.

Thereafter, the Company Secretary requested the Chairman to take charge of the proceedings of the meeting.

After confirmation of the quorum, the Chairman commenced the proceedings of the meeting.

He introduced the Directors present through VC stating their respective positions/designations in the Company and the place from where they were attending the AGM. He also mentioned that apart from Directors, the Chief Financial Officer, Statutory Auditors and Secretarial Auditor, were also participating in the Meeting through VC.

The Chairman then announced the commencement of e-voting at the AGM.

The Notice convening the meeting and Directors' Report were taken as read as the same had already been circulated to all Members. The Chairman announced that since there were no qualifications in the Statutory Auditors' Report and Secretarial Auditors' Report, they were also taken as read.

The Chairman then informed the Members that the necessary registers and documents as referred in the Notice of the 37th AGM were made available for inspection at the request of the members.

The Chairman then delivered his speech which included highlights on business performance, financials, outlook, etc.

Thereafter, the Chairman placed before the meeting the following 3 resolutions as contained in the Notice dated 4th May, 2023 calling the 37th AGM for the approval of the Members. He briefed the Members about the objectives and implications of the resolutions as contained in the explanatory statement attached to the AGM Notice.

ORDINARY BUSINESS:

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1. ORDINARY RESOLUTION FOR ADOPTION OF AUDITED FINANCIAL STATEMENTS OF THE COMPANY TOGETHER WITH REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS' THEREON FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023

“RESOLVED THAT the Audited Financial Statements i.e. Balance Sheet, Statement of Profit and Loss, Statement of Changes in Equity and Cash Flow Statement and Notes forming part thereof for the year ended 31st March, 2023 together with Directors' Report and Auditors' Report thereon be and are hereby approved and adopted.”

2. ORDINARY RESOLUTION FOR DECLARATION OF DIVIDEND ON EQUITY SHARES

“RESOLVED THAT for the Financial Year ended 31st March, 2023 a total dividend of Rs. 10/- per equity share of Re. 1/- each comprising of Normal Dividend of Rs. 5/- per equity share and a Special Dividend of Rs. 5/- per equity share on 1,83,37,111 equity shares of Re. 1/-each absorbing Rs. 18,33,71,110/- be and is hereby declared out of Current Year's profit and the same be paid as recommended by the Board, to those equity shareholders whose names appear on the Register of Members of the Company as on 8th August, 2023.”

3. ORDINARY RESOLUTION FOR RE-APPOINTMENT OF SHRI A.B. PAREKH (DIN: 00035317) AS A DIRECTOR, WHO RETIRES BY ROTATION

RESOLVED THAT Shri A. B. Parekh (DIN: 00035317), a Director, who retires by rotation and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

The Members were then requested to raise their queries on the Agenda items as set out in the Notice convening the 37th AGM of the Company. Total 4 shareholders spoke/raised queries/made comments on the financial performance and other relevant matters. Necessary clarifications/responses were provided to the members by the Chairman and Company Secretary.

The Chairman then informed that Shri P.N. Parikh, Practising Company Secretary was appointed as the Scrutiniser for scrutinizing the votes cast through the remote e-voting and electronic voting at the AGM and he would submit his Consolidated Report on remote e-voting and electronic voting at the meeting within the stipulated time. The Chairman authorized Shri P.C. Patel, Company Secretary to publish the results of voting alongwith the Scrutinizers' Report on the website of the Company and NSDL and also intimate the same to BSE and NSE.

He then authorised Company Secretary to conduct the voting procedure and conclude the meeting and informed that the E-voting facility would remain open for an additional 15 minutes.

The Company Secretary proposed a vote of thanks to the Chairman, Directors and Members.

At the end of 15 minutes, the meeting was declared as concluded by the Company Secretary at 3:45 p.m.

Summary of Scrutinizer's Report:

Results of remote E-voting and electronic voting at the meeting on the items of Ordinary Business and Special Business at the 37th Annual General Meeting of the Company held on 8th August, 2023

On the basis of consolidated Scrutinizer's Report dated 8th August, 2023 issued by M/s Parikh & Associates, Practising Company Secretaries for remote e-voting and electronic voting at the AGM, all the resolutions for the Ordinary Business as set out at Item Nos. 1 to 3 of the Notice dated 4th May, 2023 convening the 37th AGM have been duly passed by the Members with requisite majority. The result of remote E-voting and electronic voting are as under:

Resolution Nos. as given in the Notice of the 37 th AGM	Particulars of Votes cast		Result Declared
	Remote e-voting + Electronic Voting at the AGM		
	Votes cast in favour of the	Votes cast against the resolution	

	resolution				
	Number	%	Number	%	
Ordinary Business					
1. Ordinary Resolution for Adoption of Audited Financial Statements of the Company together with Reports of the Board of Directors and Auditors' thereon for the financial year ended 31 st March, 2023	93,11,947	100	330	*	Approved with requisite majority
2. Ordinary Resolution for Declaration of Dividend on Equity Shares	93,11,897	100	330	*	Approved with requisite majority
3. Ordinary Resolution for re-appointment of Shri A.B. Parekh (DIN: 00035317) as a Director, who retires by rotation	91,03,548	100	483	*	Approved with requisite majority

*Negligible

Date of Entry in Minutes Book: 21.08.2023

SD/-
P. C. PATEL
SECRETARY

SD/-
M. B. PAREKH
CHAIRMAN OF THE MEETING

