



# Vinyl Chemicals (India) Ltd.

Regd. Off. : 7th Floor, Regent Chambers, Jaimnalal Bajaj Marg, 208, Nariman Point, Mumbai - 400 021.  
Phone : 2282 2708 Telefax : 2204 3969  
CIN : L24100MH1986PLC039837

16<sup>th</sup> May, 2024

The Secretary  
BSE Ltd.  
Corporate Relationship Dept.,  
14<sup>th</sup> 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

Dear Sir,

**Subject: Minutes of Postal Ballot**

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith a copy of the proceedings of the Ballot of the Company.

You are requested to kindly take the same on your record.

Thanking You,

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

**P.C. PATEL  
PRESIDENT & SECRETARY**

**Encl: As above.**

**Minutes of the Postal Ballot through remote e-voting for the Special Resolutions passed by the Members of M/s. Vinyl Chemicals (India) Limited on 25<sup>th</sup> April, 2024, as set out in Postal Ballot Notice dated 6<sup>th</sup> March, 2024.**

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The Board of Directors of the Company ("Board") at its meeting held on 6<sup>th</sup> March, 2024 approved the proposal to conduct a postal ballot ("Postal Ballot") by remote e-voting process ("Remote E-voting") pursuant to Sections 108 and 110 of the Companies Act, 2013 ("Act") read with Rules 20 and 22 of the Companies (Management and Administration Rules), 2014, the General Circulars No.14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 5, 2020, No.22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No.20/2021 dated December 8, 2021 No.3/2022 dated May 5, 2022 No. 11/2022 dated December 28, 2022 and No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "MCA Circulars") to seek consent of the Members by way of Special Resolutions for approval for the appointment of Shri L. Viswanathan (DIN:00193056) and Smt. Shailashri Bhaskar (DIN: 08071081) as Independent Directors of the Company.

The following actions were conducted pursuant to the approval of the Board and in compliance with the provisions of the Act and MCA Circulars:

- a. Shri P N Parikh, Practicing Company Secretary or failing him, Shri Mitesh Dhabliwala, Practicing Company Secretary or failing him, Smt. Sarvari Shah, Practicing Company Secretary were appointed as scrutinizer for conducting the Postal Ballot through remote e-voting in a fair and transparent manner;
- b. The Company availed the services of National Securities Depository Limited ("NSDL") for providing Remote E-voting facility to the Members;
- c. A newspaper advertisement as required under the Act and the MCA Circulars was published on 27<sup>th</sup> March, 2024 in English and Marathi editions of Business Standard and Tarun Bharat, respectively;
- d. The Remote E-voting period commenced at 9.00 a.m. (IST) on Wednesday, 27<sup>th</sup> March, 2024 and ended at 5.00 p.m. (IST) on Thursday , 25<sup>th</sup> April, 2024.

Pursuant to the MCA Circulars, the Company completed circulation of Notice along with the explanatory statement via electronic mode on 26<sup>th</sup> March, 2024 to those members whose name(s) appeared on the Register of Members/ List of Beneficiaries as on 15<sup>th</sup> March, 2024 (cut-off date) and whose e-mail addresses were registered with the Company/Depository Participant/Registrar and Share Transfer Agents of the Company.

The Members were required to communicate their assent or dissent only through Remote E-Voting system in terms of the aforesaid MCA Circulars.

The Members holding shares as on the Cut-off Date i.e. 15<sup>th</sup> March, 2024 were only entitled to vote on the resolution.

The Register in accordance with the Act, was maintained electronically to record the assent or dissent received.

Based on the Scrutinizer's Report dated 25<sup>th</sup> April, 2024, the Special Resolutions as set out in the Notice of the Postal Ballot dated 6<sup>th</sup> March, 2024 were passed with the requisite majority.

The summarized details of the text of the two Special Resolutions passed and details of voting as per Scrutinizer's report are as under:

1. Special Resolution for appointment of Shri L. Viswanathan (DIN: 00193056) as an Independent Director of the Company:

"RESOLVED that Shri L. Viswanathan (DIN: 00193056), who was appointed by the Board of Directors as an Additional Director (Non-Executive, Independent) of the Company w.e.f. 6<sup>th</sup> March, 2024 by the Board of Directors in terms of Section 161 of the Companies Act, 2013 ('Act') read with the Articles of Association of the Company, who is eligible for the said appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company not liable to retire by rotation."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force), the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act and Regulation 17 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, Shri L. Viswanathan (DIN: 00193056), who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect and who is eligible for appointment as an Independent Director of the Company be and is hereby appointed as an Independent Director of the Company for a first term of 5 (five) consecutive years commencing from 6<sup>th</sup> March, 2024 upto 5<sup>th</sup> March, 2029 and he shall not liable to retire by rotation."

"RESOLVED FURTHER THAT Shri M.B. Parekh, Chairman & Managing Director and Shri P.C. Patel, Company Secretary be and are hereby severally authorized to do all acts, deeds and matters and things that may be necessary or expedient or desirable, including without limitation, issuing of appropriate letter of appointment, complying with all requirements of the Companies Act, 2013 as may be required or expedient, for the purpose of giving effect to this resolution."

2. Special Resolution for appointment of Smt. Shailashri Bhaskar (DIN:08071081) as an Independent Director of the Company:

“RESOLVED that Smt. Shailashri Bhaskar (DIN: 08071081), who was appointed by the Board of Directors as an Additional Director (Non-Executive, Independent) of the Company w.e.f. 6th March, 2024 by the Board of Directors in terms of Section 161 of the Companies Act, 2013 ('Act') read with the Articles of Association of the Company, who is eligible for the said appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company not liable to retire by rotation.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149,150, 152 and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force), the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act and Regulation 17 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, Smt. Shailashri Bhaskar (DIN: 08071081), who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect and who is eligible for appointment as an Independent Director of the Company for a first term of 5 (five) consecutive years commencing from 6<sup>th</sup> March, 2024 upto 5<sup>th</sup> March, 2029 be and she shall not be liable to retire by rotation”

“RESOLVED FURTHER THAT Shri M.B. Parekh, Chairman & Managing Director and Shri P.C. Patel, Company Secretary be and are hereby severally authorized to do all acts, deeds and matters and things that may be necessary or expedient or desirable, including without limitation, issuing of appropriate letter of appointment, complying with all requirements of the Companies Act, 2013 as may be required or expedient, for the purpose of giving effect to this resolution.

**The result of remote E-voting was as under:**

Description of Resolution as given in the Postal Ballot Notice	Particulars of Votes cast						Result Declared
	Remote E-Voting						
	Votes cast in favour of the resolution		Votes cast against the resolution		Invalid Votes		
	No.	%	No.	%	No.	%	
<b>Special Business</b>							
Special Resolution for Appointment of Shri L.Viswanathan (DIN:00193056) as an Independent Director of the Company	9301110	99.99	725	0.01	0	0	Approved by requisite majority
Special Resolution for Appointment of Smt. Shailashri Bhaskar (DIN:08071081) as an Independent Director of the Company	9301600	99.99	735	0.01	0	0	Approved by requisite majority

Accordingly, the above-mentioned two Special Resolutions, as set out in the Postal Ballot Notice dated 6<sup>th</sup> March, 2024, were duly approved through Postal Ballot by the Members of the Company with the requisite majority on 25<sup>th</sup> April, 2024.

Date of Entry in Minutes Book: 6<sup>th</sup> May, 2024

SD/-

**P. C. PATEL**  
SECRETARY

SD/-

**M. B. PAREKH**  
CHAIRMAN OF THE MEETING