



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

12th April, 2024

BSE Ltd.,
Listing Compliance Monitoring Team,
P.J. Tower,
Dalal Street,
Fort, Mumbai 400 001.

Ref: Your e-mail dated 6/4/2024.

Re: Submission of proceedings of Annual General Meeting.

Dear Sir,

We refer to your above referred e-mail requesting the Company to provide clarification/explanation regarding delay in submission of proceedings/outcome of 37th Annual General Meeting (AGM) of the Company which was held on 8th August, 2023 through Video Conferencing/Other Audio Visual Means.

We clarify as under:

1. Every year, the Company has the practice of filing the Outcome of the AGM along with the following:
 - (a) Proceedings of the AGM pursuant to Part A of Schedule III under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations);
 - (b) Voting Results pursuant to Regulation 44(3) of the Listing Regulations and
 - (c) Consolidated Report of the Scrutinizers on remote e-voting and electronic voting at the AGM.
2. You will observe that the Brief Proceedings of the AGM filed by the Company, inter alia, also gives reference to the Scrutinizers Report and affirms that all the three resolutions were passed with requisite majority by the members at the AGM.
3. Thus, the details of items deliberated at the AGM and results thereof forms an integral part of the Proceedings of the AGM and in the absence of the same, the Proceedings would be incomplete.



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: 2 :

4. After the conclusion of AGM, the Scrutinizers provide Consolidated Report on remote e-voting as well as electronic voting at the AGM. This involves a lengthy process including unblocking of the votes cast, collating & verifying the votes cast, eliminating the invalid votes, segregating the votes cast in favour and against the resolutions which takes some time before the same is finally furnished to the Company. The Registrar & Transfer Agents of the Company provide the Voting Results to the Company in the format prescribed by SEBI under Regulation 44(3) of the Listing Regulations.
5. Since the AGM concluded at 3.45 p.m., it was practically not possible for the Company to file the outcome of the meeting within a specified period of 12 hours of the conclusion of meeting, which will be 3.45 a.m. on the next day, as the same is beyond the office working hours of the Company and no staff member will be available to do the filing at that time.
6. Due to the above practical difficulty, the Company filed the Outcome of the AGM on the next day i.e. 9th August, 2023 at 10.37 a.m. immediately after the office opened in the morning.

We assure you that in future we shall endeavour to adhere to the timelines as specified under the SEBI Listing Regulations and SEBI Circulars.

As requested, we are re-submitting the Outcome of 37th AGM and request you to take the same in your record after considering the above clarification provided by the Company.

Thanking you,

Yours faithfully,

For VINYL CHEMICALS (INDIA) LTD.

(P.C. PATEL)

Company Secretary



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9th 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

Dear Sir,

Sub: Outcome of the 37th Annual General Meeting.

This is to inform you that the 37th Annual General Meeting (AGM) of the Company was held on Tuesday, 8th August, 2023 at 3:00 p.m. through Video Conferencing (VC)/Other Audio Visual Means (OAVM) in accordance with the relevant Circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India. The Company had provided remote e-voting facility and also electronic voting facility at the AGM to its members in respect of the business to be transacted at the AGM.

In the above regard, we are enclosing herewith the following:

1. Proceedings of the 37th AGM pursuant to Part A of Schedule III under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (Listing Regulations) (Annexure A).
2. Voting Results pursuant to Regulation 44(3) of the Listing Regulations. The said disclosure may be considered as compliance of Regulation 30 of the Listing Regulations (Annexure B).
3. Consolidated Report of the Scrutinizers, dated 8th August, 2023 on remote e-voting and electronic voting at the AGM (Annexure C).

The above results are also available on the website of the Company www.vinylchemicals.com and on the website of National Securities Depository Limited www.evoting.nsdl.com.

Kindly take the above in your records.

Thanking you,

Yours faithfully,

For VINYL CHEMICALS (INDIA) LIMITED


(P.C. PATEL)
COMPANY SECRETARY

Encl: As above



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ANNEXURE A

BRIEF PROCEEDINGS OF THE 37TH ANNUAL GENERAL MEETING OF THE COMPANY

The 37th Annual General Meeting (AGM) of the Company was held on Tuesday, 8th August, 2023 through two-way Video Conference (VC)/Other Audio Visual Means (OAVM) in accordance with the applicable provisions of the Companies Act, 2013 read with the Rules issued thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and Circulars issued by the Ministry of Corporate Affairs (MCA) and SEBI from time to time in this regard. The meeting commenced at 3:00 p.m.

Shri M.B. Parekh, Chairman of the Company, chaired the proceedings of the meeting. He welcomed all the Directors and Shareholders of the Company to the AGM. Then he 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 as under:

- a. This meeting was conducted through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") facility, without the physical presence of the Members.
- b. In terms of the provisions of Section 108 of the Companies Act, 2013, Rules issued thereunder and Regulation 44 of the Listing Regulations, the Company had provided e-voting facility to the Members to exercise their right to vote on three resolutions proposed to be passed at the AGM through electronic voting system 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. Members who had not voted earlier, could also vote during the AGM (e-voting). The E-voting platform shall open until 15 minutes after closure of the meeting.
- c. The Company had taken all feasible steps under the circumstances to ensure that the shareholders were provided an opportunity to participate and vote at this AGM.
- d. The detailed instructions for speakers and participants had been provided in the Notice of the AGM.
- e. The facility for appointment of proxy was not available at this meeting as per the MCA Circulars. The Company had received certified copies of resolutions from bodies corporate who were Members under Section 113 of the Companies Act 2013 authorising their representatives to attend and vote at the meeting.
- f. The Company had tied up with National Securities Depository Limited (NSDL) to provide facility for voting through remote e-voting, e-voting at the AGM and for participation of members in the AGM.



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The Chairman announced that the requisite Quorum was present through Video Conference and as such he called the meeting to be in order. He announced the commencement of e-voting at the AGM. He introduced all the Directors of the Company to the Members.

The Notice convening the AGM and the Annual Report of the Company for the financial year ended 31st March, 2023 were taken as read as the same were already circulated to the Members. Since the Auditors' Report and Secretarial Auditors' Report did not contain any qualifications/adverse remarks, the same were also taken as read.

The Chairman then informed the Members that the necessary Registers and documents referred to in the notice convening the AGM were made available for inspection by the Members.

The Chairman then delivered his speech to the Members of the Company which included highlights of the Company's performance, financials, outlook etc.

The Chairman then placed before the meeting three Resolutions as set out in the Notice dated 4th May, 2023 convening the AGM for the Members' approval.

The Members were then requested to raise their queries on the Agenda Items as set out in the Notice convening the 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 the Scrutinizer for scrutinizing the votes cast through remote e-voting and electronic voting at the AGM and he would submit his consolidated report on remote e-voting and electronic voting at this meeting within the stipulated time. The Chairman then authorized Shri P.C. Patel, Company Secretary to publish the results of voting alongwith Scrutinizer's Report on the website of the Company and NSDL and also intimate the same to BSE and NSE.

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

The Chairman thanked all the Directors, Members and others for participating in the AGM and authorised the Company Secretary to conduct the voting procedure and conclude the meeting. He informed that electronic voting would continue for an additional 15 minutes after the closure of the meeting.



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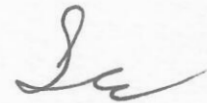
On completion of the electronic voting process, the meeting concluded at 3:45 p.m.

As per the Scrutinizer's Report, the following three resolutions were passed with requisite majority:

1. Ordinary Resolution for adoption of Audited Financial Statements of the Company for the Financial Year ended 31st March, 2023 together with Directors' Report and Auditors' Report thereon.
2. Ordinary Resolution for declaration of Dividend on Equity Shares.
3. Ordinary Resolution for re-appointment of Shri A.B. Parekh (DIN 00035317), who retires by rotation, as a Director of the Company.

ANNEXURE B**Regulation 30 of SEBI Listing Regulations- Details regarding proceedings of the Meeting**

Sr. No.	Particulars	Details
1	Date of AGM	8 th August, 2023
2	Total Number of Shareholders as on the AGM date i.e. as on cut-off date 1 st August, 2023	46,418
3	Numbers of Share physically present at AGM	NIL
4	Number of Shareholders present through Video Conferencing (VC)	
	(i) Promoter & Promoter Group	26
	(ii) Public	27



Vinyl Chemicals (India) Ltd


Resolution Required : (Ordinary)

3 - To appoint a Director in place of Shri A.B. Parekh (DIN 00035317), who retires by rotation and being eligible, offers himself for re-appointment.

Whether promoter/ promoter group are interested in the agenda/resolution?

No

Category	Mode of Voting	No. of shares held	No. of votes	% of Votes Polled	No. of Votes	No. of Votes	% of Votes in	% of Votes against
			polled	on outstanding shares	- in favour	-Against	favour on votes polled	on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	9244078	9014257	97.5139	9014257	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		9014257	97.5139	9014257	0	100.0000	0.0000
Public Institutions	E-Voting	4080	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	9088953	89774	0.9877	89291	483	99.4620	0.5380
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		89774	0.9877	89291	483	99.4620	0.5380
Total		18337111	9104031	49.6481	9103548	483	99.9947	0.0053



Vinyl Chemicals (India) Ltd

Resolution Required : (Ordinary)			2 - To declare Dividend on Equity Shares for the Financial Year ended 31st March, 2023.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	9244078	9222503	99.7666	9222503	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		9222503	99.7666	9222503	0	100.0000	0.0000
Public Institutions	E-Voting	4080	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	9088953	89724	0.9872	89394	330	99.6322	0.3678
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		89724	0.9872	89394	330	99.6322	0.3678
Total		18337111	9312227	50.7835	9311897	330	99.9965	0.0035

Vinyl Chemicals (India) Ltd

Resolution Required : (Ordinary)			1 - To receive, consider and adopt the Audited Financial Statements for the Financial Year ended 31st March, 2023 together with the Directors' Report and Auditors' Report thereon.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	9244078	9222503	99.7666	9222503	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		9222503	99.7666	9222503	0	100.0000	0.0000
Public Institutions	E-Voting	4080	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	9088953	89774	0.9877	89444	330	99.6324	0.3676
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		89774	0.9877	89444	330	99.6324	0.3676
Total		18337111	9312277	50.7838	9311947	330	99.9965	0.0035





To,
The Chairman
Vinyl Chemicals (India) Limited
Regent Chambers, 7th Floor,
Jamnalal Bajaj Marg, 208, Nariman Point,
Mumbai 400 021.

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 for the 37th Annual General Meeting of Vinyl Chemicals (India) Limited held on Tuesday, 8th August, 2023 at 3:00 p.m. (IST) through video conferencing ('VC') / other audio visual means ('OAVM').

I, P.N. Parikh, of Parikh & Associates, Practising Company Secretaries, has been appointed as the Scrutinizer by the Board of Directors of Vinyl Chemicals (India) Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 37th Annual General Meeting ("AGM") of Vinyl Chemicals (India) Limited on Tuesday, 8th August, 2023 at 3:00 p.m. (IST) through VC/OAVM.

I was also appointed as Scrutinizer to scrutinize the e-voting process during the said AGM.

The notice dated 4th May, 2023, convening the AGM, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions proposed to be passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the General Circulars 10/2022, 2/2022, 21/2021 and other circulars issued by the Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars').

The Company had availed the e-voting facility offered by National Securities Depository Limited's ('NSDL') for conducting remote e-voting and e-voting at the AGM by the Shareholders of the Company.

The voting period for remote e-voting commenced on Saturday, 5th August, 2023 at 9:00 a.m. (IST) and ended on Monday, 7th August, 2023 at 5:00 p.m. (IST) and the NSDL e-voting platform was disabled thereafter.

The Company had also provided e-voting facility to the shareholders present at the AGM through VC/OAVM and who had not cast their vote earlier.

The shareholders of the Company holding shares as on the "cut-off" date of Tuesday, 1st August, 2023 were entitled to vote on the resolutions as contained in the Notice of the AGM.

After the closure of e-voting at the AGM, the report on voting done during the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and counted.

I have scrutinized and reviewed the remote e-voting and e-voting during the AGM and votes cast therein based on the data downloaded from the NSDL e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and e-voting during the AGM on the resolutions contained in the notice of the AGM.

My responsibility as scrutinizer for the remote e-voting and e-voting during the AGM is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

I now submit my consolidated report as under on the results of the remote e-voting and e-voting during the AGM in respect of the said resolutions.

Resolution 1: Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements for the Financial Year ended 31st March, 2023 together with the Directors' Report and Auditors' Report thereon.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
143	93,11,947	100.00(Rounded Off)

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
2	330	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 2: Ordinary Resolution

To declare Dividend on Equity Shares for the Financial Year ended 31st March, 2023.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
142	93,11,897	100.00 (Rounded Off)

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
2	330	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 3: Ordinary Resolution

To appoint a Director in place of Shri A.B. Parekh (DIN 00035317), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
135	91,03,548	100.00 (Rounded Off)

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
6	483	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Thanking you,
Yours faithfully,

Pravinchandra
Nahalchand Parikh

Digitally signed by Pravinchandra
Nahalchand Parikh
Date: 2023.08.08 16:27:42 +05'30'

P.N. Parikh

Parikh & Associates

Practising Company Secretaries

FCS: 327 CP No.: 1228

111,11th Floor, Sai Dwar CHS Ltd
Sab TV Lane, Opp. Laxmi Indl. Estate,
Off Link Road, Above Shabari Restaurant,
Andheri West, Mumbai – 400053

Place: Mumbai

Dated: 8th August, 2023

UDIN: F000327E000763925

P/R No.: 1129/2021