



C-510, Fifth Floor, Crystal Plaza, Opp. Infinity Mall, New Link Road, Andheri (West), Mumbai -400053

---

M. M. SHETH  
Proprietor

**Secretarial compliance report of Vinyl Chemicals (India) Limited for the year ended 31<sup>st</sup> March, 2021**

I, M. M. Sheth, Sole Proprietor of M/s M. M. Sheth & Co., Practising Company Secretaries, have examined:

- (a) all the documents and records made available to me and explanation provided by **Vinyl Chemicals (India) Limited** (“the listed entity”),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31<sup>st</sup> March, 2021 (“Review Period”) in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:–

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;



- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable to the listed entity during the review period)**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;**(Not applicable to the listed entity during the review period)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable to the listed entity during the review period)**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the listed entity during the review period)**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not applicable to the listed entity during the review period)**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories & Participants) Regulations, 2018

and circulars/ guidelines issued thereunder;

and based on online verification of records, as facilitated by the Company, due to Covid-19 pandemic and subsequent lockdown situation for the purpose of issuing this Report;

and based on the above examination and considering practical difficulties caused by lockdown imposed by State Government due to Covid-19 pandemic, I hereby report that, during the Review Period:



- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	Quarterly Certificate regarding the details of securities dematerialised / rematerialised under Regulation 74(5) of SEBI (Depositories Participants ) Regulations, 2018 to be filed with Stock-Exchanges	Certificate for quarter ended 31 <sup>st</sup> March, 2020 and 30 <sup>th</sup> September, 2020 were filed beyond the due date with BSE & NSE.	Delay in filing was due to lockdown.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) No action has been taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.
- (d) The listed entity has taken the following actions to comply with the observations made in previous reports: **Not Applicable**



**M. M. SHETH & Co.**  
**Company Secretaries**

(e) The company has suitably included the conditions as mentioned in Para 6(A) and 6(B) of the SEBI Circular CIR/CFD/CMD1/114/2019, dated October 18, 2019 in the terms of appointment of statutory auditor of the Company.

**FOR M. M. SHETH & CO.**  
**(Company Secretaries)**

*cheth*



**M. M. SHETH**  
**(Prop)**

FCS No. 1455, CP No. 729

**PR No. 1000/2020**

**UDIN: F001455C000269393**

**Place: Mumbai**

**Date: 10<sup>th</sup> May, 2021**

This report is to be read with our letter of even date which is annexed as Annexure-A and forms an integral part of this report



The Members,  
Vinyl Chemicals (India) Limited,  
Regent Chambers, 7<sup>th</sup> Floor,  
208, Nariman Point,  
Mumbai-400021

The Annual Secretarial Compliance Report of even date is to be read along with this letter.

- 1) Maintenance of secretarial record under regulations, circulars and guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI ACT) and the Securities Contracts (Regulation) Act, 1956 (SCRA) rules made thereunder is the responsibility of the management of the listed entity. Our responsibility is to express an opinion on these secretarial records based on our audit.
- 2) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
- 3) We have not verified the correctness and appropriateness of financial records and Books of Accounts of the listed entity.
- 4) Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events, etc.
- 5) The compliance of the provisions of SEBI ACT and SCRA, and regulations, circulars and guidelines prescribed thereunder, is the responsibility of management. Our examination was limited to the verification of documents and records made available to us and explanations provided to us with respect to the practices and processes followed in matters relating to this Report.



**M. M. SHETH & Co.**  
**Company Secretaries**

- 6) The Secretarial Compliance Report is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**FOR M. M. SHETH & CO.**  
**(Company Secretaries)**

*cheth*



**M. M. SHETH**  
**(Prop)**

FCS No. 1455, CP No. 729

**PR No. 1000/2020**

**UDIN: F001455C000269393**

**Place: Mumbai**

**Date: 10<sup>th</sup> May, 2021**