





## Vinyl Chemicals (India) Ltd.

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

ANNEXURE A

### BRIEF PROCEEDINGS OF THE 35<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY

The 35<sup>th</sup> Annual General Meeting (AGM) of the Company was held on Thursday, 12<sup>th</sup> August, 2021 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 (SEBI 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 12:00 noon.

Shri M.B. Parekh, Chairman of the Company, chaired the proceeding 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 the AGM.

Shri P.C. Patel informed the members as under:

- a. In view of the continuing COVID-19 pandemic, this meeting was being 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 Listing Regulations, 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 prior to the AGM (remote e-voting). The remote e-voting period which had commenced on Monday, 9<sup>th</sup> August, 2021 at 9.00 a.m. ended on Wednesday, 11<sup>th</sup> August, 2021 at 5.00 p.m. Members who had not exercised their vote earlier, could also vote during the AGM (e-voting). He further informed that the e-voting platform was open and shall remain 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 in this AGM and vote.
- d. The detailed instructions for Speakers and participants have been provided in the Notice of 35<sup>th</sup> AGM.
- e. The facility for appointment of proxy was not available at this meeting as per the MCA circular. The Company had received certified copies of resolutions from bodies corporate who were members u/s 113 of the Companies Act 2013 authorising their representatives to attend and vote at the meeting.

The Chairman informed the Members about sad demise of Shri R.M. Gandhi, an Independent Director of the Company, who passed away on 16<sup>th</sup> July, 2021, who was associated with the Group for about 6 decades and was on the Board of the Company since



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1988. He had been providing valuable guidance and advice from time to time and had been a pillar of strength to the Group.

After ascertaining that the quorum was present, the Chairman commenced the proceedings of the meeting. He introduced all the Directors.

All Directors of the Company were present for the meeting through VC from their respective locations. The Statutory Auditor and the Secretarial Auditor were also present during the meeting.

The Chairman then announced the commencement of e-voting at the AGM which was provided by NSDL.

The Notice convening the 35<sup>th</sup> AGM and the Annual Report of the Company for the Financial Year ended 31<sup>st</sup> March 2021 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 qualification/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 of 35<sup>th</sup> AGM were made available for inspection to the Members.

The Chairman then delivered his speech to the Members of the Company which included highlights of the Company's performance, financials, impact of Covid-19 pandemic, outlook etc.

Five Resolutions as set out in the Notice of the 35<sup>th</sup> AGM was placed 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 35<sup>th</sup> AGM of the Company. Total 3 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 M.M. Sheth, Practising Company Secretary was the Scrutinizer for scrutinizing the votes cast through remote e-voting and Electronic voting at this meeting and he would submit his consolidated report within the stipulated time. Then the Chairman the 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 to BSE and NSE.

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



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The Chairman informed that e-voting would continue for an additional 15 minutes and thereafter the meeting would conclude.

On completion of the e-voting process, the meeting concluded at 12:45 p.m.

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

1. Ordinary Resolution for Adoption of Audited Financial Statements of the Company together with the reports of Board of Directors and Auditors thereon for the year ended 31st March, 2021.
2. Ordinary Resolution for declaration of Dividend on Equity Shares.
3. Ordinary Resolution for re-appointment of Shri A.B. Parekh as a Director who retires by rotation.
4. Special Resolution for re-appointment of Shri M.B. Parekh as the Managing Director, for a further period of 5 years with effect from 1<sup>st</sup> April, 2022.
5. Special Resolution for payment of commission to Non-Executive Directors for a period of 5 years commencing from 1<sup>st</sup> April, 2022.



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### Regulation 30 of SEBI Listing Regulations-Details regarding proceedings of the meeting

Sr. No.	Particulars	Details
1	Date of AGM	09/08/2021
2	Total No. of Shareholders as on the AGM date i.e. as on cut-off date 05/08/2021	29,134
3	No. of Shareholders physically present at AGM	NIL
4	No. of Shareholders present through Video Conferencing (VC)	
	(i) Promoter & Promoter Group	28
	(ii) Public	31

Vinyl Chemicals (India) Ltd

1 - To receive, consider and adopt the Audited Financial Statements for the year ended 31st March, 2021 together with the Directors' Report and Auditors' Report thereon.

Resolution Required : (Ordinary)

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

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]=([2]/[1])*100	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6]=([4]/[2])*100	% of Votes against on votes polled [7]=([5]/[2])*100	No. of votes Invalid [8]
Promoter and Promoter Group	E-Voting Poll	9148986	9148986	98.5653	9148986	0	100.0000	0.0000	0
	Postal Ballot	0	0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>9148986</b>	<b>98.5653</b>	<b>9148986</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting Poll	0	0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot	7357	0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public Non Institutions	E-Voting Poll	92338	92338	1.0206	92308	30	99.9675	0.0325	0
	Postal Ballot	0	0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>92338</b>	<b>1.0206</b>	<b>92308</b>	<b>30</b>	<b>99.9675</b>	<b>0.0325</b>	<b>0</b>
<b>Total</b>		<b>18337111</b>	<b>9241324</b>	<b>50.3968</b>	<b>9241294</b>	<b>30</b>	<b>99.9997</b>	<b>0.0003</b>	<b>0</b>

## Vinyl Chemicals (India) Ltd

Resolution Required : (Ordinary)  
 Whether promoter/ promoter group are interested in  
 the agenda/resolution?  
 2 - To declare Dividend on Equity Shares.

Category	Mode of Voting	No. of shares held [1]	% of Votes Polled		No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in		No. of votes Invalid [8]
			No. of votes polled [2]	on outstanding shares [3]=([2]/[1])*100			favour on votes polled [6]=([4]/[2])*100	on votes against [7]=([5]/[2])*100	
Promoter and Promoter Group	E-Voting	9148986	9148986	98.5653	9148986	0	100.0000	0.0000	0
	Poll	0	0	0.0000	0	0	0.0000	0.0000	0
		9282161							
Public Institutions	Postal Ballot	0	0	0.0000	0	0	0.0000	0.0000	0
	Total	9148986	9148986	98.5653	9148986	0	100.0000	0.0000	0
	E-Voting	0	0	0.0000	0	0	0.0000	0.0000	0
	Poll	0	0	0.0000	0	0	0.0000	0.0000	0
Public Non Institutions	Postal Ballot	0	0	0.0000	0	0	0.0000	0.0000	0
	Total	0	0	0.0000	0	0	0.0000	0.0000	0
	E-Voting	92338	92338	1.0206	92318	20	99.9783	0.0217	0
	Poll	0	0	0.0000	0	0	0.0000	0.0000	0
Total	Postal Ballot	0	0	0.0000	0	0	0.0000	0.0000	0
	Total	92338	92338	1.0206	92318	20	99.9783	0.0217	0
<b>Total</b>		<b>18337111</b>	<b>9241324</b>	<b>50.3968</b>	<b>9241304</b>	<b>20</b>	<b>99.9998</b>	<b>0.0002</b>	<b>0</b>

## Vinyl Chemicals (India) Ltd

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

Resolution Required : (Ordinary)	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	No. of votes Invalid
Whether promoter/ promoter group are interested in the agenda/resolution?		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100	[8]
Promoter and Promoter Group	E-Voting Poll	9282161	9148986	98.5653	9148986	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		9148986	98.5653	9148986	0	100.0000	0.0000	0
	E-Voting Poll		0	0.0000	0	0	0.0000	0.0000	0
Public Institutions	Postal Ballot	7357	0	0.0000	0	0	0.0000	0.0000	0
	Total		0	0.0000	0	0	0.0000	0.0000	0
	E-Voting Poll		92338	1.0206	92258	80	99.9134	0.0866	0
Public Non Institutions	Postal Ballot	9047593	0	0.0000	0	0	0.0000	0.0000	0
	Total		92338	1.0206	92258	80	99.9134	0.0866	0
<b>Total</b>		<b>18337111</b>	<b>9241324</b>	<b>50.3968</b>	<b>9241244</b>	<b>80</b>	<b>99.9991</b>	<b>0.0009</b>	<b>0</b>



## Vinyl Chemicals (India) Ltd

4 - Re-appointment of Shri M.B. Parekh as the Managing Director of the Company for a further period of 5 (five) years.

Resolution Required : (Special)  
Whether promoter/ promoter group are interested in  
the agenda/resolution?

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]= $\frac{[2]}{[1]} \times 100$	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6]= $\frac{[4]}{[2]} \times 100$	% of Votes against on votes polled [7]= $\frac{[5]}{[2]} \times 100$	No. of votes Invalid [8]
Promoter and Promoter Group	E-Voting Poll	9148986	9148986	98.5653	9148986	0	100.0000	0.0000	0
	Postal Ballot	9282161	0	0.0000	0	0	0.0000	0.0000	0
	Total	9148986	9148986	98.5653	9148986	0	100.0000	0.0000	0
Public Institutions	E-Voting Poll	0	0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot	7357	0	0.0000	0	0	0.0000	0.0000	0
	Total	0	0	0.0000	0	0	0.0000	0.0000	0
Public Non Institutions	E-Voting Poll	92338	92338	1.0206	92181	157	99.8300	0.1700	0
	Postal Ballot	9047593	0	0.0000	0	0	0.0000	0.0000	0
	Total	18337111	9241324	50.3968	9241167	157	99.9983	0.0017	0

## Vinyl Chemicals (India) Ltd

5 - For payment of Commission to Non- Executive Directors.

Resolution Required : (Special) Whether promoter/ promoter group are interested in the agenda/resolution?	Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={{[2]/[1]}*100	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6]={{[4]/[2]}*100	% of Votes against on votes polled [7]={{[5]/[2]}*100	No. of votes Invalid [8]
	Promoter and Promoter Group	E-Voting Poll	9282161	9148986	98.5653	9148986	0	100.0000	0.0000	0
		Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
		<b>Total</b>		<b>9148986</b>	<b>98.5653</b>	<b>9148986</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
		E-Voting Poll		0	0.0000	0	0	0.0000	0.0000	0
		Postal Ballot	7357	0	0.0000	0	0	0.0000	0.0000	0
		<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
		E-Voting Poll		92338	1.0206	87738	4600	95.0183	4.9817	0
		Postal Ballot	9047593	0	0.0000	0	0	0.0000	0.0000	0
		<b>Total</b>		<b>92338</b>	<b>1.0206</b>	<b>87738</b>	<b>4600</b>	<b>95.0183</b>	<b>4.9817</b>	<b>0</b>
		E-Voting Poll		9241324	50.3968	9236724	4600	99.9502	0.0498	0
		Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
		<b>Total</b>		<b>9241324</b>	<b>50.3968</b>	<b>9236724</b>	<b>4600</b>	<b>99.9502</b>	<b>0.0498</b>	<b>0</b>
	<b>Total</b>		<b>18337111</b>			<b>9236724</b>	<b>4600</b>	<b>99.9502</b>	<b>0.0498</b>	<b>0</b>



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

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[csamisheth@gmail.com](mailto:csamisheth@gmail.com)

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

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M. M. SHETH

Proprietor

Date: 12<sup>th</sup> August, 2021

To,  
The Chairman of  
35<sup>th</sup> Annual General Meeting of  
**Vinyl Chemicals (India) Limited**  
CIN: L24100MH1986PLC039837  
Regd. Off: Regent Chambers, 7<sup>th</sup> Floor,  
Jamanalal Bajaj Marg, 208,  
Nariman Point, Mumbai - 400021.

**Subject: Consolidated Scrutinizer's Report for Remote E-voting and Electronic Voting at the 35<sup>th</sup> Annual General Meeting (AGM) of the Company held on 12<sup>th</sup> August, 2021**

The Board of Directors of the Company at their meeting held on 10<sup>th</sup> May, 2021 had appointed me as Scrutinizer for remote e-voting and also for electronic voting at the AGM in respect of the below mentioned five resolutions proposed at the 35<sup>th</sup>AGM of the Company held on Thursday, 12<sup>th</sup> August, 2021 at 12 noon (IST) through video conferencing/ other audio visual means.

Pursuant to Section 108 of the Companies Act, 2013 [the Act] read with Rule 20 of the Companies (Management and Administration) Rules, 2014 [the Rules], as amended, the Company has confirmed that the Notice convening the 35<sup>th</sup> AGM of the Company along with the instructions for the remote e-voting and electronic voting at the AGM and the Annual Report for the financial year 2020-21 were sent through electronic mode to those Members whose e-mail addresses were registered with the Company/Depository Participant(s) for communication purposes in compliance with MCA Circular dated 5<sup>th</sup> May 2020 read with Circulars dated 8<sup>th</sup> April 2020, 13<sup>th</sup> April 2020 and 13<sup>th</sup> January 2021 (collectively referred to as 'MCA Circulars') and SEBI Circulars dated 12<sup>th</sup> May 2020 and 15<sup>th</sup> January 2021.



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

The Company has published a notice in this regard, in Business Standard (newspaper in English) and Tarun Bharat (newspaper in Marathi) on 9<sup>th</sup> July, 2021.

Pursuant to Section 108 of the Act read with the Rules and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided remote e-voting facility and also electronic voting facility at the AGM to its members in respect of business to be transacted at the AGM.

The Company had appointed National Securities Depository Limited (NSDL) as the service provider for the facility of remote e-voting to its Members as well as electronic voting facility at the AGM to those Members of the Company who had not cast their vote through remote e-voting.

Cut -off date:	5 <sup>th</sup> August, 2021
Remote e-voting commencement date:	9 <sup>th</sup> August, 2021 at 9.00 a.m.
Remote e-voting end date:	11 <sup>th</sup> August, 2021 at 5.00 p.m.

On completion of electronic voting at the AGM, the results of the remote e-voting and electronic voting by Members at the AGM, on the NSDL e-voting platform were unblocked by me, downloaded and diligently scrutinized. No Member has cast his vote through electronic voting facility provided during the AGM.

The Management of the Company is responsible to ensure compliance with the requirements of the Act, Rules, Circulars issued by MCA & SEBI relating to remote e-voting and electronic voting at the AGM on the resolutions contained in the notice of the AGM. My responsibility as scrutinizer for the remote e-voting and electronic voting at the AGM is restricted to making a Consolidated Scrutinizer's Report of the votes cast in favour or against the resolutions.



The results of the remote e-voting and electronic voting are as under:

**Ordinary Business – Ordinary Resolution no. 1**

Adoption of Audited Financial Statements of the Company together with the reports of Board of Directors and Auditors thereon for the year ended 31<sup>st</sup> March, 2021.

No. of Members who cast Vote	No. of shares voted	% of Total Paid-up Share Capital
142	92,41,324	50.40 %

	Remote E-voting		Electronic Voting at the AGM		Total	
	No of members	No of shares	No of members	No of shares	No of shares	%
Assent	140	92,41,294	0	0	92,41,294	100.00
Dissent	2	30	0	0	30	0.00*
Total	142	92,41,324	0	0	92,41,324	100.00

\*negligible

**Ordinary Business – Ordinary Resolution no. 2**

Declaration of Dividend on Equity Shares

No. of Members who cast Vote	No. of shares voted	% of Total Paid-up Share Capital
142	92,41,324	50.40 %

	Remote E-voting		Electronic Voting at the AGM		Total	
	No of members	No of shares	No of members	No of shares	No of shares	%
Assent	141	92,41,304	0	0	92,41,304	100.00
Dissent	1	20	0	0	20	0.00*
Total	142	92,41,324	0	0	92,41,324	100.00

\*negligible



**Ordinary Business - Ordinary Resolution no. 3**

Re-appointment of Shri A.B. Parekh as a Director, who retires by rotation

No. of Members who cast Vote	No. of shares voted	% of Total Paid-up Share Capital
142	92,41,324	50.40 %

	Remote E-voting		Electronic Voting at the AGM		Total	
	No of members	No of shares	No of members	No of shares	No of shares	%
Assent	139	92,41,244	0	0	92,41,244	100.00
Dissent	3	80	0	0	80	0.00*
Total	142	92,41,324	0	0	92,41,324	100.00

\*negligible

**Special Business - Special Resolution no. 4**

Re-appointment of Shri M B Parekh as the Managing Director, for a further period of 5 years with effect from 1<sup>st</sup> April, 2022

No. of Members who cast Vote	No. of shares voted	% of Total Paid-up Share Capital
142	92,41,324	50.40 %

	Remote E-voting		Electronic Voting at the AGM		Total	
	No of members	No of shares	No of members	No of shares	No of shares	%
Assent	138	92,41,167	0	0	92,41,167	100.00
Dissent	4	157	0	0	157	0.00*
Total	142	92,41,324	0	0	92,41,324	100.00

\*negligible



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

**Special Business – Special Resolution no. 5**

Payment of Commission to Non- Executive Directors for a period of 5 years commencing from 1<sup>st</sup> April, 2022.

No. of Members who cast Vote	No. of shares voted	% of Total Paid-up Share Capital
142	92,41,324	50.40 %

	Remote E-voting		Electronic Voting at the AGM		Total	
	No of members	No of shares	No of members	No of shares	No of shares	%
Assent	133	92,36,724	0	0	92,36,724	99.95
Dissent	9	4,600	0	0	4,600	0.05
Total	142	92,41,324	0	0	92,41,324	100.00

All the above 5 Resolutions have been passed by the members with requisite majority.

I hereby confirm that I am maintaining the Registers received from the Service Provider electronically, in respect of the votes cast through remote e-voting and electronic voting at the AGM. I shall be arranging to hand over these records to you or such other person authorised by you.

FOR M. M. SHETH & Co.

Manubh  
ai Sheth

(M. M.Sheth)

Prop.

FCS: 1455, CP No.: 729

PR No.: 1000/2020

Place: Mumbai

PRIYKANT  
CHHOTAL  
AL PATEL

Digitally signed by PRIYKANT CHHOTAL PATEL  
DN: c=IN, o=Personal,  
2.5.4.20=562ec9b3a158b6c1349ad4488116e  
8cdc47e08aeeb499ce38468c21552292ff,  
postalCode=400005, st=MAHARASHTRA,  
serialNumber=5591a486d50cd5eb005fcca  
d4abc74fab47224f9a316e595966922ae06  
06, cn=PRIYKANT CHHOTAL PATEL  
Date: 2021.08.12 16:33:11 +05'30'