

**FORM NO. MGT-7**

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]

**Annual Return**

Form language ☒ English ☐ Hindi  
Refer the instruction kit for filing the form.

**I. REGISTRATION AND OTHER DETAILS**

(i) \* Corporate Identification Number (CIN) of the company

L24100MH1986PLC039837

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAACV2410Q

(ii) (a) Name of the company

VINYL CHEMICALS (INDIA) LIM

(b) Registered office address

REGENT CHAMBERS 5TH FLOOR  
208 NARIMAN POINT  
MUMBAI  
Maharashtra  
400021

(c) \*e-mail ID of the company

cs.vinylchemicals@pidilite.com

(d) \*Telephone number with STD code

02222822708

(e) Website

www.vinylchemicals.com

(iii) Date of Incorporation

15/05/1986

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes ☐ No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

☒ Yes ☐ No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE	1
2	NATIONAL STOCK EXCHANGE OF INDIA	1,024

(b) CIN of the Registrar and Transfer Agent

U74999MH2018PTC307859

Name of the Registrar and Transfer Agent

TSR DARASHAW CONSULTANTS PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,  
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) \*Financial year From date 01/04/2020 (DD/MM/YYYY) To date 31/03/2021 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held ☐ Yes ☒ No

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2021

(c) Whether any extension for AGM granted

☐ Yes ☒ No

(f) Specify the reasons for not holding the same

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	G	Trade	G1	Wholesale Trading	100

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

0

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1				

#### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

##### (i) \*SHARE CAPITAL

###### (a) Equity share capital

Total number of equity shares	34,966,001	18,343,984	18,337,111	18,337,111
Total amount of equity shares (in Rupees)	34,966,001	18,343,984	18,337,111	18,337,111

Number of classes

1

Number of equity shares	34,966,001	18,343,984	18,337,111	18,337,111
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	34,966,001	18,343,984	18,337,111	18,337,111

###### (b) Preference share capital

Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

###### (c) Unclassified share capital

Total amount of unclassified shares	0
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###### (d) Break-up of paid-up share capital

<b>Equity shares</b>				
At the beginning of the year	18,337,111	18,337,111	18,337,111	
Increase during the year	0	0	0	0
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	18,337,111	18,337,111	18,337,111	
<b>Preference shares</b>				
At the beginning of the year	0	0	0	
Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0

iii. Others, specify				
Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	0	0	0	

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \*

☐ Nil

[Details being provided in a CD/Digital Media]

☒ Yes ☐ No ☐ Not Applicable

Separate sheet attached for details of transfers

☐ Yes ☐ No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		16/09/2020	
Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	

Ledger Folio of Transferor							
Transferor's Name							
	Surname		middle name		first name		
Ledger Folio of Transferee							
Transferee's Name							
	Surname		middle name		first name		
Date of registration of transfer (Date Month Year)							
Type of transfer			1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock				
Number of Shares/ Debentures/ Units Transferred				Amount per Share/ Debenture/Unit (In Rs.)			
Ledger Folio of Transferor							
Transferor's Name							
	Surname		middle name		first name		
Ledger Folio of Transferee							
Transferee's Name							
	Surname		middle name		first name		

**(iv) \*Indebtedness including debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0		0
Partly convertible debentures	0		0
Fully convertible debentures	0		0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			4,947,308
Deposit			0
<b>Total</b>			<b>4,947,308</b>

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)****(i) Turnover**

4,041,522,865

**(ii) Net worth of the Company**

680,855,119

**VL (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	683,826	3.73	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	8,598,335	46.89	0	
10.	Others	0	0	0	
	<b>Total</b>	<b>9,282,161</b>	<b>50.62</b>	<b>0</b>	<b>0</b>

Total number of shareholders (promoters)

26

(b) \*SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	7,834,861	42.73	0	
	(ii) Non-resident Indian (NRI)	343,111	1.87	0	
	(iii) Foreign national (other than NRI)	0	0	0	



2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	560	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	600	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	875,818	4.78	0	
10.	Others	0	0	0	
	<b>Total</b>	<b>9,054,950</b>	<b>49.38</b>	<b>0</b>	<b>0</b>

Total number of shareholders (other than promoters) 27,947

Total number of shareholders (Promoters+Public/  
Other than promoters) 27,973

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS**  
(Details, Promoters, Members (other than promoters), Debenture holders)

Promoters	26	26
Members (other than promoters)	20,566	27,947
Debenture holders	0	0

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive

<b>A. Promoter</b>	1	1	1	2	0.68	0.93
<b>B. Non-Promoter</b>	0	3	0	3	0	0.02
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	3	0	3	0	0.02
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
<b>Total</b>	1	4	1	5	0.68	0.95

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

8

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
MADHUKAR BALVANT	00180955	Managing Director	124,763	
NARENDRAKUMAR KA	00111518	Director	75,951	
JAY BALVANTRAY PAI	00035317	Director	94,583	
AMDAS MANEKLAL GA	00029437	Director	2,700	
YASMIN MOGRELIA	00112002	Director	300	
ARUN DATTAREY MA	00631586	Director	0	
PRIYKANT PATEL	AACPP9798A	Director	102	
MAHENDRA GAYATON	ACIPG0583A	Director	0	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

0

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)

# IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

## A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETING	15/09/2020	28,812	61	9.01

## B. BOARD MEETINGS

\*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	15/06/2020	6	6	100
2	04/08/2020	6	6	100
3	02/11/2020	6	5	83.33
4	25/01/2021	6	6	100

## C. COMMITTEE MEETINGS

Number of meetings held

20

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	15/06/2020	4	4	100
2	Audit Committee	04/08/2020	4	4	100
3	Audit Committee	02/11/2020	4	3	75
4	Audit Committee	25/01/2021	4	4	100
5	Corporate Social Responsibility Committee	15/06/2020	4	4	100
6	Corporate Social Responsibility Committee	02/11/2020	4	4	100
7	Nomination and Remuneration Committee	15/06/2020	4	4	100
8	Independent Directors Committee	22/01/2021	3	3	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
9	Stakeholders	22/01/2021	4	4	100
10	Finance Comm	20/07/2020	4	2	50

**D. \*ATTENDANCE OF DIRECTORS**

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
								(Y/N/NA)
1	MADHUKAR B	4	4	100	17	17	100	
2	NARENDRAK	4	4	100	15	13	86.67	
3	JAY BALVAN	4	4	100	0	0	0	
4	AMDAS MANI	4	4	100	20	16	80	
5	YASMIN MOG	4	4	100	11	10	90.91	
6	ARUN DATTA	4	3	75	15	15	100	

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MADHUKAR BALV	MANAGING DIR	0	7,900,000	0	0	7,900,000
	Total		0	7,900,000	0	0	7,900,000

Number of CEO, CFO and Company secretary whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MAHENDRA GAYA	CFO	3,133,000	0	0	0	3,133,000
	Total		3,133,000	0	0	0	3,133,000

Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	NARENDRAKUMAR	DIRECTOR	0	300,000	0	0	300,000
2	AJAY SALVANTRA	DIRECTOR	0	300,000	0	0	300,000
3	RAMDAS MANEKL	DIRECTOR	0	300,000	0	0	300,000
4	YASMIN MOGRELI	DIRECTOR	0	300,000	0	0	300,000
5	ARUN DATTAREY	DIRECTOR	0	300,000	0	0	300,000
	Total		0	1,500,000	0	0	1,500,000

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☐ Yes ☐ No

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☐ Yes ☐ No

#### XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Whether associate or fellow

☐ Associate ☐ Fellow

Certificate of practice number

**We certify that:**

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ...  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director

DIN of the director

**To be digitally signed by**

☐ Company Secretary

☐ Company secretary in practice

Membership number

Certificate of practice number

**VINYL CHEMICALS (INDIA) LIMITED**

<b>Sr. No.</b>	<b>Type of Meetings</b>	<b>Date of Meeting</b>	<b>Total Number of Members as on the date of the meeting</b>	<b>Number of members attended</b>	<b>% of attendance</b>
11	Finance Committee	21/09/2020	4	4	100%
12	Share Transfer Committee	20/07/2020	4	3	75%
13	Share Transfer Committee	28/08/2020	4	4	100%
14	Share Transfer Committee	21/09/2020	4	4	100%
15	Share Transfer Committee	14/10/2020	4	4	100%
16	Share Transfer Committee	18/11/2020	4	3	75%
17	Share Transfer Committee	21/12/2020	4	3	75%
18	Share Transfer Committee	11/01/2021	4	4	100%
19	Share Transfer Committee	17/02/2021	4	3	75%
20	Share Transfer Committee	15/03/2021	4	3	75%