



NOTICE

Notice is hereby given that the THIRTY FIRST ANNUAL GENERAL MEETING of the members of the Company will be held on Wednesday, the 30th August, 2017 at 11.00 a.m. at Kamalnayan Bajaj Hall, Bajaj Bhavan, Jamnalal Bajaj Marg, Nariman Point, Mumbai 400 021 to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements for the year ended 31st March, 2017 together with the Directors' Report and Auditors' Report thereon.
2. To declare Dividend on Equity Shares.
3. To appoint a Director in place of Shri N.K. Parekh (DIN: 00111518), who retires by rotation and being eligible offers himself for re-appointment.
4. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of Audit Committee of the Board of Directors and the resolution passed by the Members at the 28th Annual General Meeting held on 24th September, 2014, the appointment of M/s. Khanna and Panchmia, Chartered Accountants, Mumbai (Firm Registration No.136041W) as auditors of the Company to hold office till the conclusion of the 33rd Annual General Meeting to be held in calendar year 2019 be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the Financial Year ending 31st March, 2018 as may be determined by the Audit Committee in consultation with the auditors, in connection with statutory audit and charges in respect of services rendered by them, if any, in any other capacity.”

BY ORDER OF THE BOARD OF DIRECTORS

P.C. PATEL

PRESIDENT & SECRETARY

Registered Office:

Regent Chambers, 7th Floor,
Jamnalal Bajaj Marg,
208, Nariman Point,
Mumbai 400 021.
CIN: L24100MH1986PLC039837

Date: 17th May, 2017



Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument of proxy, to be effective, should be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Corporate members intending to send their authorized representative to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
3. The Register of Members and Share Transfer Books of the Company will be closed from Saturday, 19th August, 2017 to Wednesday, 30th August, 2017 (both days inclusive).
4. The dividend on equity shares as recommended by the Board of Directors, if declared at the Annual General Meeting (AGM), will be paid on or after 5th September, 2017 to those Shareholders whose names appear on the Register of Members of the Company on 30th August, 2017. In respect of shares held in electronic form, the dividend will be payable on the basis of beneficial ownership as per details furnished by National Securities Depository Ltd. and Central Depository Services (India) Ltd. for this purpose.
5. Members may note that vide circular dated 21st March, 2013, Securities and Exchange Board of India (SEBI) has mandated all listed Companies to use electronic mode of payments such as LECS/RECS/NECS/NEFT etc. for making payment of dividends and other cash payments to investors, wherever possible. In other cases, the Company shall dispatch dividend warrants for making payment of dividends.
6. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in *electronic form* are required to submit their PAN to their Depository Participants and Members holding shares in *physical form* shall submit their PAN to the Company/Registrar and Transfer Agents (R & T Agents).
7. Members are requested to inform the R & T Agents (*in case of shares held in Physical Form*) or Depository Participants (*in case of shares held in Demat Form*) any change in their address immediately.



8. Non-resident Indian (NRI) shareholders are requested to inform the Company/R & T Agents regarding:
 - a. Change in the Residential status on return to India for permanent settlement.
 - b. Indian address and the particulars of Bank Account maintained in India with complete name and address of the Bank, if not furnished earlier.
9. The members can avail facility of nomination in terms of extant legal provisions in this regard. The necessary form can be obtained from the R & T Agents.
10. Members/Proxies are requested to bring the Attendance Slips, duly filled & signed, which is enclosed herewith. Members are requested to sign and hand it over at the entrance.
11. Members are requested to bring the Annual Report with them as additional copies of the same will not be provided at the meeting.
12. Members are requested to send their queries, if any, atleast ten days in advance to the Registered Office address of the Company so that the information can be made available at the meeting, subject to permission of the Chairman.
13. Pursuant to Sections 205A, 205C and other applicable provisions, if any, of the Companies Act, 1956, all dividends remaining unclaimed/unpaid for a period of seven years from the date they became due for payment were required to be transferred to the Investor Education and Protection Fund (IEPF). Sections 124 and 125 of the Companies Act, 2013 ('The Act') read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('The Rules'), which became applicable with effect from 7th September, 2016, also contains similar provisions for transfer of such amounts to the IEPF. Accordingly, all dividend remaining unclaimed/unpaid for seven years from the date they became due for payment, have been transferred to the IEPF established by the Central Government. No claim shall be entertained against the Company for the amounts so transferred.

Further, as per Section 124(6) of the Act read with the Rules, as amended, all the shares in respect of which dividend has remained unpaid/unclaimed for seven consecutive years or more are required to be transferred by the Company to the demat account of the IEPF Authority .

In the event of transfer of shares and the unclaimed dividends to the IEPF Authority, members are entitled to claim the same from the IEPF Authority by submitting an online application in the prescribed Form IEPF-5 available on the MCA website www.iepf.gov.in and sending a physical copy of the same, duly signed, to the Company along with the requisite documents enumerated in the Form IEPF-5.

Members who have not yet encashed their Dividend Warrants for the Financial Years 2009-2010 till the Financial Year 2015-2016 are requested to contact the R & T Agents for claiming the unclaimed amount.



The Ministry of Corporate Affairs ('MCA') on 10th May, 2012 notified the Investor Education and Protection Fund (Uploading of information regarding Unpaid and Unclaimed amount lying with Companies) Rules, 2012. In terms of the above Rules, the Company has uploaded the information in respect of the unclaimed dividends as on the date of last AGM i.e. 1st September, 2016 on the Website of the Company and MCA.

14. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company during normal business hours on all working days except Saturdays upto the date of the AGM.

15. Voting through electronic means:

A. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide facility to the members to exercise their right to vote by electronic means through e-voting services provided by National Securities Depository Limited (NSDL) on all the resolutions set out in this Notice.

The instructions for e-voting are as under:

I. In case the Member receives email from NSDL (for those members whose e-mail IDs are registered with the Company/Depository Participants):

- (i) Open the e-mail and open PDF file viz. "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your USER ID and PASSWORD/PIN for remote e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL <https://www.evoting.nsdl.com/>.
- (iii) Click on "Shareholder – Login".
- (iv) Enter USER ID and PASSWORD as mentioned in (i) above and click "Login".
- (v) "Password change" menu will appear. Change the password/PIN with a new password of your choice with minimum 8 digits/characters or a combination thereof. Note the new password. It is strongly recommended that you should not share the password/PIN with any other person and take utmost care to keep it confidential.
- (vi) Home page of remote e-voting will then open. Click on remote "E-voting - Active Voting Cycles".
- (vii) Select "EVEN" (Electronic Voting Event No.) of Vinyl Chemicals (India) Limited.
- (viii) Now you are ready for remote e-voting and "Cast Vote" page will open.



- (ix) Cast your vote by selecting appropriate option and click on "Submit" and "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to change or modify your vote.
- (xii) The corporate and institutional shareholders (i.e. companies, trusts, societies etc.) are required to send a scanned copy (PDF/JPEG Format) of the relevant Board Resolution/Authority letter alongwith attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to shethmm_cs@yahoo.co.in with a copy marked to evoting@nsdl.co.in.

II. In case the member receives only physical copy of the Notice of AGM (for those members whose e-mail IDs are not registered with the Company/Depository Participants):

- (i) The initial USER ID & PASSWORD is provided at the bottom of the Attendance Slip for AGM being sent alongwith this Notice.
- (ii) Please follow all the steps from Sl. No.(ii) to (xii) above to cast your vote.

B. In case of any queries, please refer to "Frequently Asked Questions (FAQs) for Shareholders" and "e-voting user manual for Shareholders" available at the "Downloads" section of the NSDL's Website www.evoting.nsdl.com or contact NSDL on their toll free No. 1800-222-990.

C. If you are already registered with NSDL for e-voting, you can use your existing USER ID and PASSWORD/PIN for casting your vote.

Note:

Members who forget the user details/Password may use "Forgot User Details/Password" or "Physical User Reset Password" option available on NSDL's Website www.evoting.nsdl.com.

In case Members are holding shares in *Demat Form*, USER ID is the combination of "DP ID + CLIENT ID" and in case Members are holding shares in *Physical Form*, USER ID is the combination of "EVEN NO. + FOLIO NO".

D. Members whose names appear in the Register of Members/List of Beneficial Owners as on 23rd August, 2017 (cut-off date) are entitled to vote on the resolution set out in this Notice through remote e-voting or Ballot Paper facility provided at the meeting.

E. The remote e-voting period will commence from Sunday, 27th August, 2017 at 9.00 a.m. and end on Tuesday, 29th August, 2017 at 5.00 p.m. During this period, Members of the Company, holding shares either in physical form or in dematerialized form as on cut-off date may cast their vote by remote e-voting. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast, the Member shall not be allowed to change or modify it subsequently or cast their vote again.



- F. The voting rights of shareholders shall be in proportion to the share in the paid up equity share capital of the Company as on the cut-off date.
 - G. Any person who acquires shares of the Company and becomes a member after despatch of the Notice and hold shares as on the cut off date (i.e. 23rd August, 2017) may obtain the USER ID and PASSWORD by sending email to evoting@nsdl.co.in quoting the Folio No. (if shares are held in Physical Form) or DP Id & Client Id (if shares are held in Demat Form). However, if such members are already registered with NSDL for remote e-voting, they can use the existing USER ID and PASSWORD for casting their vote. If you forget your password, you can reset your password by using “Forgot User Details/Password” option available on NSDL's Website www.evoting.nsdl.com or contact NSDL on their Toll Free No. 1800-222-990.
 - H. A member may participate in the meeting after casting his vote through remote e-voting but shall not be allowed to vote once again at the meeting.
 - I. Mr. M.M. Sheth, Practising Company Secretary, Mumbai (Membership No. FCS 1455, CP No. 729) or failing him, Ms. Ami M. Sheth, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 - J. The scrutinizer shall immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unlock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall within 48 hours of the conclusion of the meeting submit a consolidated Scrutinizer's Report of the total votes cast in favour or against the resolution to the Chairman or a person authorised by him in writing, who shall countersign the same.
 - K. The Results alongwith the Scrutinizer's Report shall be placed on the Company's Website www.vinylchemicals.com and on the NSDL's Website www.evoting.nsdl.com and communicated to the stock exchanges.
16. In compliance with the provisions of Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company shall provide Ballot Paper facility at the meeting for the benefit of Members attending the meeting and who have not cast their vote earlier through remote e-voting facility.



**ADDITIONAL INFORMATION ON THE DIRECTOR SEEKING RE-APPOINTMENT AT
THE ANNUAL GENERAL MEETING**

(under Regulation 36(3) of SEBI (Listing Obligations
and Disclosure Requirements) Regulations, 2015)

Shri N.K. Parekh is a Promoter Director of the Company and has been serving as a Director since 1986. He is qualified Technologist for Dyes and Intermediates and qualified Chemical Engineer [B.Sc., B.Sc (Tech), M.S. Chem. Engg. (USA)] and has experience in the industry for over 52 years. He is the Vice-Chairman of Pidilite Industries Ltd. He is a member of the Stakeholders Relationship Committee of Pidilite Industries Ltd. and the Company. He holds 75,951 equity shares in the Company as on 31st March, 2017.

Shri N.K. Parekh is not related to any Directors of the Company.

Note: For other details such as numbers of meetings of the Board attended during the year, remuneration drawn etc., please refer to Corporate Governance Report section of the Annual Report.



Route Map of the venue of Annual General Meeting:

