

VINYL CHEMICALS (INDIA) LTD.

Transcript of 40th Annual General Meeting held on 5th June, 2026 at at 3.30 p.m. through Video Conferencing/Other Audio Visual Means

- **Mr. Madhukar B. Parekh – Chairman and Managing Director, Vinyl Chemicals (India) Ltd.:**

Welcome all of you at this 40th Annual General Meeting of our Company, which is held for the 7th consecutive year through Video Conferencing and Other Audio Visual Means facility. I am attending the meeting from Mumbai. I now ask Company Secretary, Ms. Aarti Falorh to elaborate on the applicable legal provisions for holding this AGM.

- **Ms. Aarti Falorh – Company Secretary, Vinyl Chemicals (India) Ltd.:**

Good afternoon Dear Shareholders. This meeting is being conducted through Video Conferencing/Other Audio Visual Means (OVAM) facility without the physical presence of the members at a common venue. As permitted under the relevant Circulars issued by the Ministry of Corporate Affairs and SEBI the deemed venue of this meeting shall be the registered office of the Company. In terms of the provisions of Section 108 of Companies Act, 2013, Rules issued thereunder and Regulation 44 of the SEBI LODR, the Company has provided e-voting facility to the members to exercise their right to vote on all the resolutions as mentioned in the Notice dated 24th April, 2026 convening this AGM through Electronic Voting system prior to the AGM that is also by remote e-voting, members who have not voted earlier, only such members can also vote during this AGM by e-voting. Chairman will announce the opening of the e-voting platform, and it will remain open until 15 minutes after the closure of this meeting. All efforts feasible under the circumstances have indeed been made by the Company to enable the members to participate and vote on the items being considered at this meeting. The detailed instructions for the speakers and the participants have been provided in the AGM Notice. To facilitate the smooth proceedings of the AGM, member's audio and video have been muted. We will unmute the respective speaker member at the time of their speaking. Members are requested to have proper internet connectivity as well as earphones for their effective participation. The facility for the appointment of proxy is not available at this meeting as per the MCA and SEBI Circulars. The Company has received certified copies of the resolutions from the bodies corporate, who are members under Section 113 of the Companies Act, 2013 authorizing their representatives to attend and vote at this meeting. Company has signed up with the National Securities Depository Ltd. (NSDL) to provide for facility for voting through remote e-voting, e-voting at this AGM and for participation of the members at the AGM. I now request once again Shri M. B. Parekh, Chairman of the Company, to take charge of the proceedings of this AGM.

- **Mr. Madhukar B. Parekh – Chairman and Managing Director, Vinyl Chemicals (India) Ltd.:**

Shareholders, since the requisite quorum is present, the meeting has now started. I now introduce the other board members.

- ❖ Shri N.K. Parekh is a Non-Executive Director, Member of the Nomination and Remuneration Committee and Chairman of the Corporate Social Responsibility Committee. He is attending the meeting from Mumbai.
- ❖ Shri A.B. Parekh is a Non-Executive Director and Member of the Stakeholders Relationship Committee. He is attending the meeting from Mumbai.
- ❖ Mr. Kavinder Singh is a non-executive director and is attending the meeting from Mumbai.
- ❖ Shri P.D. Shah is an Independent Director, Member of the Nomination and Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee and is attending the meeting from Mumbai.
- ❖ Shri L. Viswanathan is an Independent Director, Chairman of Audit Committee and Nomination and Remuneration Committee and Member of Stakeholders Relationship Committee. He is attending the meeting from Mumbai.
- ❖ Smt. Shailashri Bhaskar is an Independent Director, Chairperson of the Stakeholders Relationship Committee and Member of the Nomination and Remuneration Committee and Audit Committee. She is attending the meeting from Mumbai.
- ❖ Smt. Gira Sardesai is an independent director and she's attending the meeting also from Mumbai.
- ❖ Apart from the Directors and CFO, we also have our Statutory Auditors and Secretarial Auditors participating in this AGM through video conferencing.

I now announce the commencement of e-voting at this AGM. With your permission, I take the Notice convening the meeting, which contains 7 resolutions from Serial Numbers 1 to 7 and the Director's report as read. They have already been electronically circulated to all members. Since, there are no qualifications in the auditor's report and the secretarial auditor's report, with your permission, I will take them as read. Registers and documents as required under the provisions of Companies Act, 2013, have been made available for inspection on request from shareholders.

The requirement of proposer and seconder for the resolution are not applicable since the meeting is held through Video Conferencing and Other Audio Visual Means. Now I place before the meeting the seven resolutions that are mentioned in the notice dated 24th April, 2026, convening this AGM. I request our Company Secretary to invite the members who have registered themselves as speakers. I request each speaker to be brief and to restrict themselves to a maximum of 3 minutes.

– **Ms. Aarti Falorh – Company Secretary, Vinyl Chemicals (India) Ltd.:**

Thank you, sir. Mrs. Prakashini Shenoy, you are requested to switch on your video and unmute yourself and speak.

– **Ms. Prakashini Shenoy – Shareholder:**

Thank you, madam. I'm Prakashini Ganesh Shenoy, from Bombay. Respected Honorable Chairman Mr. M. B. Parekh, other dignitaries on the board and my fellow shareholders. Good afternoon to all of you. I received the AGM report well in time which is colorful, informative, transparent and contains all the information as per the corporate governance. I thank Madam Aarti and Aparna for the same. I should not forget to thank Aparna once again for reminding me of today's meeting without which I wouldn't be in a position to speak. Thank you, madam Aparna, now I have some questions.

My first question is kindly highlight the future growth and risk in the business due to global situation. My next question is how are we planning for digital future? And my third question is what is the expenditure incurred for developing products in R&D? Is there any change in a company after the recent budget in the parliament during February? If yes, please let me know. My last question is what is the attrition rate ? At the outset I am thankful to the board for announcing dividend for the financial year 25-26. I am also glad to note that the company is doing outstanding work in the field of CSR activities. I congratulate one and all for getting various awards. This shows the sincerity and hard work of each and every staff. I am also glad to note that the company's outstanding work and getting best results during the year in respect of PAT, PBT, sales etc.

Chairman Sir, last but not the least, I honestly request you to please continue with VC so that people all over will have an opportunity to express their views. I wish the company good luck for a bright future and pray God that the profit of the company shall reach the peak in due course. Sir, I strongly and wholeheartedly support all the resolutions put forth in today's meeting. Thank you, Chairman sir.

- **Ms. Aarti Falorh – Company Secretary, Vinyl Chemicals (India) Ltd.:**

Thank you mam. I request Mr. Yusuf Rangwala to kindly switch on your video and unmute yourself and speak now.

- **Mr. Yusuf Rangwala (Speaker Shareholder)**

- Sir

- **Mr. M B Parekh (Chairman & Managing Director)**

- Sir

- **Mr. Yusuf Rangwala (Speaker Shareholder)**

- Sir, thank you. How are you, sir? I am audible?

- **Mr. M B Parekh (Chairman & Managing Director)**

- Yes you are audible

- **Mr. Yusuf Rangwala (Speaker Shareholder)**

- Respected Sir, I hope you are in good health. I am doing well, thank you. My heartfelt thanks to both Aparna Madam and Aarti Madam.

- There are many company meetings today, but I have left all the meetings, Sir.

- **Mr. N K Parekh (Director)**

- Hello

- **Mr. Yusuf Rangwala (Speaker Shareholder)**

- "Sir, I have the privilege of seeing you. We have had the privilege of seeing both of our respected senior leaders.

- Sir, this is a company of the Pidilite Group. What is there for me to say about it? The company has a strong balance sheet, good people, and is under your leadership, Sir. Therefore, I really have nothing further to say. You have declared a dividend of Rs.7/-, which is very good. It is an excellent company, Sir.

- I would like to know, Sir, what is the total number of employees working in the company? How many are permanent employees and how many are temporary employees?

- My second question is regarding the war that is currently going on. Does it have any impact on our company? Is there any effect on our business because of this ongoing war?

Should we be concerned, Sir?

- There is one more thing I wanted to know, Sir. Another question I wanted to ask, Sir, please arrange a small get-together for us. Sir, why doesn't the Pidilite Group organize an analyst meet? Please arrange a joint analyst meet for both your companies, Sir, because we would like to meet you. This is my humble request, Sir. I do not have anything else to say.
- And finally, Sir, my heartfelt greetings and best wishes to you for the upcoming Dussehra and festive season.
- Thank you very much! I would also like to thank Aarti Madam. My thanks to all of you.
- Aparna Madam had called me this morning to ask whether I would be joining or not. This shows how much our company cares about its shareholders, Sir. That's all, Sir. I do not have anything more to say.
- I am fortunate to have a relationship with good people like you. I would just like to present a short Shayari (poem), Sir. Please give me two minutes, Sir."
- "May the fragrance of flowers and the bloom of buds always remain with us, and may our Vinyl Chemicals company continue to prosper and stay united. May you always remain happy, smiling, and cheerful, and may we continue to move forward together with you, Sir.
- **Ms. Aarti Falorh – Company Secretary, Vinyl Chemicals (India) Ltd.:**
- Thank you sir. I request Mr. Satish Shah to speak Next. You are requested to unmute yourself and switch on your video.
- **Mr. Satish Shah / Ms. Lekha Shah (Speaker Shareholder)**
- Hello. Are we audible mam?
- **Ms. Aarti Falorh – Company Secretary, Vinyl Chemicals (India) Ltd.:**
- Yes.
- **Mr. Satish Shah / Ms. Lekha Shah (Speaker Shareholder)**
- Hello.
- **Ms. Aarti Falorh – Company Secretary, Vinyl Chemicals (India) Ltd.:**
- Yes ma'am. You are audible.

- **Mr. Satish Shah / Ms. Lekha Shah (Speaker Shareholder)**

- Satish shah and Lekha Shah we both will speak together.
- Respected chairman sir, Board of directors and my fellow members, Good Afternoon and regards to everyone. Myself Lekha Shah. I am joining this meeting from Mumbai. At the outset I would sincerely thank our Company Secretary Aarti Mam, especially Aparna mam for sending annual report well in advance. I received the agm notice and annual report and I'm delighted to say report is comprehensive, informative and enriched with valuable facts and figures in place.
- Thank you Chairman sir for the insightful and well present addresses. Sir, I would like to ask one question, has there been in any change in our company because of the war.
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- Sir, I hope the company will continue video conference meeting in future. So, I would like to say I strongly support all the resolution placed before the meeting today.
- Thank you Chairman sir.

- **Ms. Aarti Falorh – Company Secretary, Vinyl Chemicals (India) Ltd.:**

- Thank you ma'am. Thank you I request Mr. Murli Dhar Talreja to speak next. You are requested to unmute yourself and switch on your video.
- Mr. Anil Mehta, you are requested to speak. Next. You are requested to unmute yourself and switch on your video.

- **Mr. Anil Mehta (Speaker Shareholder)**

- Hello. Am I audible?

- **Ms. Aarti Falorh – Company Secretary, Vinyl Chemicals (India) Ltd.:**

- Yes sir.

- **Mr. Anil Mehta (Speaker Shareholder)**

- Thank you. Good afternoon. This is Anil Mehta attending this 40th AGM of the company from Kandivali, Mumbai with my family members. They are also the shareholders of the company. From our side we have a few questions.
- Question No.1- What will be the benefit to both the companies under the material related party transactions and how much the taxation parts involved under these transactions?

- Question No.2 Dispute in sales tax since 20056 of 6.44 crore. What is the present status?
- Question No.3 Fluctuation in foreign currency rates. We have suffered a loss of Rs. 1007 lakhs compared to the last year Rs. 102 lakhs. Sir. We can't appoint any professional advisor so that we can do the forward contract hedging etc. as it is a very huge loss?
- Sir. Question No.4 When we are not getting any interest from the current account of the bank then why we are keeping Rs. 228 lakhs in the bank?
- Question No.5 What is the average yield in the mutual fund investment of rupees 5,211 lakhs and how much the brokerage or incentives or commission received from the said investment and what is the aggregate book value of the cost of the said investment?
- Question No.6 Why miscellaneous expenses increased more than double Rs. 50.22 lakhs compared to the last year's Rs. 23.78 Lakhs? Sir, because of all this our profit come down from Rs. 2,233 lakhs to Rs. 1,640 lakhs and simultaneously earning per share also has come drastically down from 12.17 to 8.99 per share and also, another ratio also Sir.
- Next sir. Question. Telephone number 022-228227086, 9829000. Nariman Point Office mentioned on the letterhead and on the governmental sites. And telephone number 022 - 283-57000 and 2835-7949 under the Office are not working from quite a long time Sir.
- How much the yearly payment we have done of the about telephone line sir.
- And the last question sir. For which purpose we are keeping the Nariman Point office as we visited two years back and one person of our company informed that one no one is sitting in his office, all are shifted to the Andheri office. But still, it is showing in the Nariman Point address on our company letterhead and on government site as a registered office, With this. Thank you very much.
- All the best.
- **Ms. Aarti Falorh – Company Secretary, Vinyl Chemicals (India) Ltd.:**
- Thank you Sir. I request Mr. Reddeppa Gundluru to speak up next. You are requested to unmute yourself and switch on your video.
- **Mr. Reddeppa Gundluru (Speaker Shareholder)**

Am I visible mam?

- **Ms. Aarti Falorh – Company Secretary, Vinyl Chemicals (India) Ltd.:**

Yes sir.

Mr. Reddeppa Gundluru (Speaker Shareholder)

- Thank you sir.

First of all Mr. M.B. Parekh sir Chairman and Managing director and N.K. Parekh sir, A.B. Parekh sir, P.D. Shah Ji and all other independent directors, scrutinizers, auditors and my fellow shareholders our company secretary Aarti ji. Good afternoon.

Namaste. Myself I'm attending this AGM from Hyderabad, Vinyl Chemical India Limited's 40th Annual General Meeting. Thank you, and Special appreciation to you sir for completing past years. Myself Reddeppa Gundluru attending this meeting from Hyderabad as a shareholder of Vinyl Chemicals.

I am very happy proud about the company performance progress. Thank you so much. And your speech is very informative. I received the annual report as requested to company secretary promptly, immediately I received. I felt very happy.

And also, I gone through the annual report. The first page to last page is very wonderful. Information is there as per statutory guidelines everything is there.

Thank you company secretary for sending this annual report promptly. Sir. I found there is a good corporate governance under your leadership, Mr. M B Parekh Sir and especially the transparency of accounts governance.

- All I can say integrity is there under your leadership. In this regard I would like to appreciate all the KMPS, CFO, and CS team for preparing the wonderful annual report. Maintaining the governance under leadership. Sir there has been consistent financial performance and also thank you for the bread and butter by rewarding the shareholders dividend. Thank you so much sir. Here my question is Sir already my co shareholders already asked so many questions I have a couple of questions sir. Sir exchange foreign Exchange currency last Rs. 10 crore. Why company has not done hedging. There is a huge amount, please comment on this and what further steps company is taking for this.
- I also would like to know, your future vision of two to five years. Another question is the director sitting fees has little bit increased. So, what is the reason for the increase, I would like to know. With this my question's part is completed and also the violation of this telephone number not working. Sir, I have also tried so not working. But I received a call from the company secretary team and the Aarti Mam and also Aparna mam they are working well sir. They are maintaining very good, smooth functioning under leadership, appreciation for them, thanks to the team and I have done the evoting. Sir no questions.

Further everything is maintaining good. So, we have faith on the group, faith on the board. Under leadership sir, we will achieve many higher awards and that's the reason I wish all the best and also, I pray God to give the more wisdom strength. Entire Board of directors, Company secretary team, CS team, CFO team. Entire KMP's. Thank you so much for giving this opportunity to speak in front of the very professional board Thank you sir.

- **Ms. Aarti Falorh – Company Secretary, Vinyl Chemicals (India) Ltd.:**

- Thank you sir, I request Mr. Murlidar Talreja to kindly switch on your video and unmute yourself and speak.

- **Mr. Murli Dhar Talreja (Speaker Shareholder)**

- "Sir, Chairman, Directors, and Company Secretary, my name is Murlidhar and I am speaking from Delhi. My heartfelt greetings to all of you.
- The company is progressing very well. Thanks to your hard work and the dedication of the staff, the company is performing excellently and we are receiving good dividends.
- Whenever we have any questions, the company's team responds to them very well, so we do not face any problems. We support and approve all the resolutions.
- Thank you very much. Dhanyavaad."

- **Ms. Aarti Falorh – Company Secretary, Vinyl Chemicals (India) Ltd.:**

- Thank you Sir, I request Mr. Ankit Agarwal to kindly unmute yourself and switch on your video.

- **Mr. Ankit Agarwal (Speaker Shareholder)**

- Am I audible and visible?

- **Ms. Aarti Falorh – Company Secretary, Vinyl Chemicals (India) Ltd.:**

- Yes, Go ahead.

- **Mr. Ankit Agarwal (Speaker Shareholder)**

- Myself proud shareholder of Vinyl Chemical Limited from Delhi Ankit Agarwal. Respected Chairman, Shri M. B. Parekh ji, Member of board, fellow shareholders and all the stakeholder present, Good evening to you all. I am grateful for the opportunity to participate in this Annual General Meeting, 40th Annual General Meeting of Vinyl

Chemical India Ltd. I congratulate the chairman and management team and our auspicious employees for steering our company through another challenging year and for maintaining strong balance sheet.

- Chairman sir, after studying the annual report I note that company continues to remain debit free and financially sound. The equity base has increased from approximately 12,666 lakhs to 13,026 lakhs, reflecting the profit retained during the year. The company continues to possess substantial liquid Investment for over Rs. 12,341 lakhs, demonstrating a strong financial position with still firm belief in the company.
- I like to ask very few question does that has drawn my attention.
- My first question is what is the outlook for VAM prices?, Vinyl acetate prices and during the final and during the financial year 2026-2027.
- What is the company's growth plans beyond its traditional trading business?
- And thirdly with investment exceeding Rs. 12,000 lakhs what is the company's long term capital allocation policy?
- And the fourth question What percentage of revenue come from the top five customers? And what measures are being taken to reduce customer concentration risk?
- Before concluding I would like to place on record my appreciation for the chairman, Board's, employees, auditors, CS and all the stakeholders for their contribution in company's progress. I wish vinyl Chemical India Ltd, continued success, higher profitability and sustained value creation for all the shareholders in the coming years ahead. Thank you Chairman sir. I support all the resolutions place before the meeting. Thank you, Jai Hind Namaskar Parekh ji.
- **Mr. Madhukar B. Parekh – Chairman and Managing Director, Vinyl Chemicals (India) Ltd.:**
- Namaskar.
- **Ms. Aarti Falorh – Company Secretary, Vinyl Chemicals (India) Ltd.:**
- Thank you, sir. I request Mr. Bharat Negandhi to speak next. You are requested to unmute yourself and switch on your video.
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- **Mr. Bharat Negandhi (Speaker Shareholder)**
- Hello. Hello.
- **Ms. Aarti Falorh – Company Secretary, Vinyl Chemicals (India) Ltd.:**

- Yes, yes sir.
- **Mr. Bharat Negandhi (Speaker Shareholder)**
- Respected chairman, board of directors and fellow shareholder. My name is Bharat Negandhi. First of all, I have received the annual report in time. The report is very beautiful, authentic and transparent. I congratulate, Ms. Company secretary Aarti madam and Apana Mishra who have sent me the physical copy to my residence address I asked 4 to 5 question.
- number one sir auditor sign is month of March and meeting will be held on today. Today there are other Company's meetings, L& T and other big company. I have left them and I am attending this meeting.
- Second so what is the capex program
- Third what is the dividend payout ratio number
- 4 total what is the total number of employees in the office and the factory?
- Number five miscellaneous expenses, they are going up, please give me the details. I fully support to pass all the resolution and bright and healthy future of the company. Thank you very much.
- My wife Lata Bharat Neghandhi has also send the email, so you can give me the answer afterwards after the AGM. Thank you very much. Jai Shri Krishna. Parekh Saheb Jai Shri Krishna Thank you very much.
- **Mr. Madhukar B. Parekh – Chairman and Managing Director, Vinyl Chemicals (India) Ltd.:**
- Jai Shri Krishna.
- **Ms. Aarti Falorh – Company Secretary, Vinyl Chemicals (India) Ltd.:**
- Thank you. Thank you. I request the chairman sir to read out his chairman's speech and then he can answer the questions of the shareholders.
- **Mr. Madhukar B. Parekh – Chairman and Managing Director, Vinyl Chemicals (India) Ltd.:**
- I just briefly answered two, three questions and then read my speech.
- **Ms. Aarti Falorh – Company Secretary, Vinyl Chemicals (India) Ltd.:**

- Okay sir.
- **Mr. Madhukar B. Parekh – Chairman and Managing Director, Vinyl Chemicals (India) Ltd.:**
- Two or three points. One is of course some comments were made on the foreign exchange loss and the hedging policy. So, we'll re-examine the policy and the approach to see if we can save the losses considering the current volatile situation. what best we can do. So that is one thing. The other thing is of course one shareholder was mentioning about factory visit,so first of all, we don't have a factory. We are a trading company and we don't have any Capex because of being a trading company. So that just to clarify and about the phone number not working I think Aarti you can just cross check whether there is any issue.
- **Ms. Aarti Falorh – Company Secretary, Vinyl Chemicals (India) Ltd.:**
- Sure, Sir.
- **Mr. Madhukar B. Parekh – Chairman and Managing Director, Vinyl Chemicals (India) Ltd.:**
- We can make sure that they are in a working order.
- **Ms. Aarti Falorh – Company Secretary, Vinyl Chemicals (India) Ltd.:**
- Yes sir, we'll do that.
- **Mr. Madhukar B. Parekh – Chairman and Managing Director, Vinyl Chemicals (India) Ltd.:**
- Yeah. Other question was the Regent chambers. Of course, we are using this regularly for the secretary work and all the board meetings. So, it is for that purpose the office is mentioned as a registered office, many board meetings and some of secretarial work also is taking place from there.
- So now I'll read my speech. This is first of all for the performance for the financial year 25-26. You would have noted from the annual report that the company's current business activity is trading in chemicals and mainly Vinyl Acetate Monomer. During the year the sales turnover from trading activity was Rs. 631.93 crores as against Rs. 596.87 crores in the previous year.
- During the year the company earned a profit after tax of rupees 16.49 crores as against Rs. 22.33 crores in the previous year. As far as outlook is concerned, the company expects to perform reasonably well subject to prevailing market conditions and fluctuations in the

exchange rate. The directors have recommended a payment of dividend of rupees seven per equity share of rupee one each and previous rupees seven per equity share aggregating to rupees 12.84 crores. Previous year 12.80 same amount but out of current year's profit of profit on 1 lakh 1 crore 83 lakhs 37,011 equity shares of rupees 1 each.

- **Mr. Madhukar B. Parekh – Chairman and Managing Director, Vinyl Chemicals (India) Ltd.:**

Okay. Sri Mitesh Dhabliwala, Practicing Company Secretary is the scrutinizer and he will submit his consolidated report on remote e-voting and e-voting at this meeting within the stipulated time. Thereafter, I authorize Madam Company Secretary to publish the results of the voting along with scrutinizer's report on the website of the company and NSDL and also intimate to the BSE and NSE.

- **Ms. Aarti Falorh – Company Secretary, Vinyl Chemicals (India) Ltd.:**

I propose a hearty vote of thanks to the Chairman, Directors and the members. Thank you.

- **Mr. Madhukar B. Parekh – Chairman and Managing Director, Vinyl Chemicals (India) Ltd.:**

I thank all the Directors, members and others for their participation and support. Now, I authorize Company Secretary to conduct the voting procedure and conclude the meeting. The e-voting facility will remain open for additional 15 minutes.

- **Ms. Aarti Falorh – Company Secretary, Vinyl Chemicals (India) Ltd.:**

Okay. Thank you Sir. Thank you all.

- **[E-voting]**
