



## NOTICE

Notice is hereby given that the TWENTY NINTH ANNUAL GENERAL MEETING of the members of the Company will be held on Wednesday, the 2<sup>nd</sup> September, 2015 at 11.00 a.m at M.C. Ghia Hall, Bhogilal Hargovindas Building, 18/20, K. Dubash Marg, Kalaghoda, Mumbai 400 001 to transact the following business:

### **Ordinary Business:**

1. To receive, consider and adopt the Audited Financial Statements for the year ended 31<sup>st</sup> March, 2015 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 Section 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 28<sup>th</sup> Annual General Meeting held on 24<sup>th</sup> 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 33<sup>rd</sup> 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 31<sup>st</sup> March, 2016 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, 7<sup>th</sup> Floor,  
Jamnalal Bajaj Marg,  
208, Nariman Point,  
Mumbai 400 021.  
CIN: L24100MH1986PLC039837

Date: 18<sup>th</sup> May, 2015



**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 Tuesday, 18<sup>th</sup> August, 2015 to Wednesday, 2<sup>nd</sup> September, 2015 (both days inclusive).
4. The dividend on equity shares as recommended by the Board of Directors, if declared at the Annual General Meeting, will be paid to those Shareholders whose names appear on the Register of Members of the Company on 2<sup>nd</sup> September, 2015. 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 21.3.2013, 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 addresses 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. A. Pursuant to Section 205A of the Companies Act, 1956, all unclaimed/unpaid dividends upto the financial year ended 31st March, 1995 have been transferred to the General Revenue Account of the Central Government. Members who have so far not claimed their dividends for the said periods may claim the same by submitting an application in prescribed Form No. II to the Registrar of Companies, Maharashtra, C.G.O. Bldg., A-Wing, 2<sup>nd</sup> Floor, C.B.D. Belapur, Opp. Police Commissioner's Office, Belapur 400 614.  
B. Consequent upon amendment in Section 205A of the Companies Act, 1956 and introduction of Section 205C by the Companies (Amendment) Act, 1999 (corresponding to Section 124 of the Companies Act, 2013), the amount of dividends remaining unclaimed for a period of seven years is required to be the Investor Education and Protection Fund (Fund).



Accordingly, the Company has transferred all unclaimed/unpaid dividends upto the Financial Year ended 31st March, 2001 to the Fund.

**C. Members who have not yet encashed their Dividend Warrants for the Financial Years ended 31st March, 2011 to 31st March, 2014 are requested to contact the R & T Agents for claiming the unclaimed amount. It may be noted that once the unclaimed dividends are transferred to the Fund, no claim shall lie in respect thereof against the Company or the Fund.**

D. Members may note that pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2010, the Company has uploaded the details of unpaid and unclaimed dividends lying with the Company as on the date of the last Annual General Meeting i.e. 24<sup>th</sup> September, 2014 on the websites of the Company and the Ministry of Corporate Affairs.

14. Relevant documents referred to in the accompanying Notice is 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 Annual General Meeting.

**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 Clause 35B of the Listing Agreement with stock exchanges, 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 the AGM Notice.

The instructions for e-voting are as under:

- (i) The initial USER ID & PASSWORD is provided in the Ballot Form being sent alongwith this Notice.
- (ii) Launch internet browser and open the website <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 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 with any other person and take utmost care to keep it confidential.
- (vi) Home page of e-voting will then open. Click on "E-voting - Active Voting Cycles".
- (vii) Select "EVEN" (Electronic Voting Event No.) of Vinyl Chemicals (India) Limited.
- (viii) Now you are ready for 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.

The corporate and institutional shareholders (i.e. companies, trusts, societies etc.) are required to send a scanned copy (PDF/JPG 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](mailto:shethmm_cs@yahoo.co.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

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 website [www.evoting.nsdl.com](http://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 for casting your vote.

D. Members whose names appear in the Register of Members/List of Beneficial owners as on 26<sup>th</sup> August, 2015 (cut-off date) are entitled to vote on the resolution set out in this Notice through remote e-voting or Ballot Form or Ballot Paper facility provided at the meeting.

E. The remote e-voting period will commence from 30<sup>th</sup> August, 2015 at 9.00 a.m. and end on 1<sup>st</sup> September, 2015 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 for 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.



- 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 may obtain the USER ID and PASSWORD by sending email to [evoting@nsdl.co.in](mailto: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.
- 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) 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, count the votes cast through Ballot Forms received by post, Ballot Papers cast at the meeting and then unblock the votes cast through remote e-voting in the presence of atleast two witnesses not in the employment of the Company. The Scrutinizer shall within 3 working days of 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.
- K. The Results alongwith the Scrutinizer's Report shall be placed on the Company's website [www.vinylchemicals.com](http://www.vinylchemicals.com) and on the website of NSDL and communicated to the stock exchanges.

**16. Voting through Ballot Form:**

- A. In compliance with Clause 35B of the Listing Agreement, the Company is enclosing herewith a Ballot Form in order to enable those members who do not have access to e-voting facility to cast their vote.
  - B. The name of Members who cast their vote through the Ballot Form must appear in the Register of Members/List of Beneficial Owners as on 26<sup>th</sup> August, 2015 (cut-off date) failing which their vote shall be treated as invalid.
  - C. The Ballot Form, duly filled and signed by the Members, must be returned in the enclosed postage paid Business Reply Envelope so as to reach the Scrutinizer on or before 28<sup>th</sup> August, 2015. Ballot Forms which are received after the said date will be treated as if not received.
17. In compliance with the provisions of Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company shall provide Ballot facility at the meeting for the benefit of Members attending the meeting and who have not cast their vote earlier either through remote e-voting facility or through the Ballot Form sent alongwith this Notice.

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**ADDITIONAL INFORMATION ON THE DIRECTOR SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING (under Clause 49(VIII)(E)(I) of the Listing Agreement):**

Shri N.K. Parekh is a Promoter Director of the Company and has been serving as a Director of the Company 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 50 years. With effect from 1<sup>st</sup> April, 2015 he is the Vice-Chairman of Pidilite Industries Ltd. He is also a Director of Fevicol Company Ltd., Dr. Fixit Institute of Structural Protection & Rehabilitation (a Company u/s 25 of the Companies Act, 1956), Parekh Marketing Ltd. and Kalva Marketing and Services 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 31<sup>st</sup> March, 2015. Shri N.K. Parekh is not related to any Directors of the Company.