



## Vinyl Chemicals (India) Ltd.

Regd. Off. : 7th Floor, Regent Chambers, Jammalal Bajaj Marg, 208, Nariman Point, Mumbai - 400 021.

Phone : 2282 2708 / 6982 9000

Website : [www.vinylchemicals.com](http://www.vinylchemicals.com) | Email : [cs.vinylchemicals@pidilite.com](mailto:cs.vinylchemicals@pidilite.com)

CIN : L24100MH1986PLC039837

13<sup>th</sup> August, 2025

The Secretary  
BSE Ltd.  
Corporate Relationship Dept.,  
14<sup>th</sup> floor, P.J. Tower,  
Dalal Street, Fort  
Mumbai- 400 001  
Stock Code-524129

The Secretary  
National Stock Exchange of India Ltd.  
Exchange Plaza, Plot no. C/1, G Block,  
Bandra-Kurla Complex,  
Bandra (E),  
Mumbai- 400 051  
Stock Code- VINYLINDIA

Dear Sir,

**Sub : Minutes of 39<sup>th</sup> Annual General Meeting**

Please find enclosed herewith copy of the minutes of the proceedings of 39<sup>th</sup> Annual General Meeting of the Company held on 30<sup>th</sup> July, 2025 for your records.

Kindly take the same on your records.

Thanking You,

Yours faithfully,  
For **VINYL CHEMICALS (INDIA) LTD.**

**AARTI FALORH**  
**COMPANY SECRETARY**

The Minutes of the Thirty-Ninth Annual General Meeting of the members of M/s. Vinyl Chemicals (India) Limited held on Wednesday, the 30<sup>th</sup> of July, 2025 through Video Conferencing/Other Audio Visual Means. The Meeting commenced at 3:30 p.m. and concluded at 04:11 p.m. The meeting was deemed to be held at the Registered Office of the Company at Regent Chambers, 7<sup>th</sup> Floor, Jamnalal Bajaj Marg, 208, Nariman Point, Mumbai 400 021. Recording was done at Mumbai.

**PRESENT THROUGH VIDEO CONFERENCING/OTHER AUDIO-VISUAL MEANS:**

- Shri M.B. Parekh - Chairman & Managing Director and Member
- Shri N.K. Parekh - Director and Member
- Shri A.B. Parekh - Director and Member
- Shri P.D. Shah - Director
- Shri L Viswanathan - Director and Chairman of Audit Committee and Nomination and Remuneration Committee
- Smt. Shailashri Bhaskar - Director and Chairperson of Stakeholders Relationship Committee

**IN ATTENDANCE THROUGH VIDEO CONFERENCE/OTHER AUDIO-VISUAL MEANS:**

Ms. Aarti Falorh, Company Secretary and Compliance Officer

Shri Sayantan Mallick, Chief Financial Officer

Shri Mehul Gada, Authorised Representative of M/s. Mehul Gada & Associates , Chartered Accountants, Statutory Auditors

Shri Mitesh Dhabliwala, Authorised Representative of Secretarial Auditors.

Total 60 Members including those mentioned above were present.

Shri M.B. Parekh, chaired the meeting.

The Chairman welcomed all the Directors and shareholders present at the 39<sup>th</sup> Annual General Meeting (AGM) of the Company. He mentioned that the AGM was being held for the sixth consecutive year through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") facility. He was attending the Meeting from London. He then requested Ms. Aarti Falorh, Company Secretary to brief the members on the applicable legal provisions for convening this AGM.

Ms. Aarti Falorh informed the Members that the 39<sup>th</sup> AGM of the Company was being conducted through VC/ OAVM facility without the physical presence of the Members at a common venue, as permitted under the relevant Circulars

issued by MCA and SEBI in this regard and the deemed venue of this meeting was the Registered Office of the Company.

She further informed that in terms of the provisions of Section 108 of the Companies Act, 2013, Rules framed thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 provided by National Securities Depository Limited (NSDL) prior to the AGM (remote e-voting).

The remote e-voting period commenced on Saturday, 26<sup>th</sup> July, 2025 at 9.00 a.m. and ended on Tuesday, 29<sup>th</sup> July, 2025 at 5.00 p.m. Members who had not cast their vote earlier through remote e-voting were given the facility to vote during the AGM through the e-voting platform of NSDL. The Chairman then announced opening of e-voting platform, which remained open until 15 minutes after closure of the meeting.

She further stated that the Company had taken all the feasible steps to ensure that the shareholders were provided an opportunity to participate and cast their vote at the AGM. The detailed instructions for speakers and participants were provided in the AGM Notice. As per the Circulars issued by MCA, the facility for appointment of proxies at the AGM was not available.

The Company had received duly certified copies of resolutions from body corporates who were Members under Section 113 of the Companies Act, 2013 authorising their representatives to attend and vote at the AGM.

Thereafter, the Company Secretary requested the Chairman to conduct the proceedings of the meeting.

Upon confirmation of the quorum, the Chairman commenced the proceedings of the meeting.

He introduced the Directors of the Company attending the AGM through VC stating their respective positions/designations in the Company and the location from which they were attending the AGM. He also mentioned that apart from Directors, the Chief Financial Officer, Statutory Auditors and Secretarial Auditors, were also participating in the AGM through VC.

The Chairman announced the commencement of e-voting at the AGM.

The Notice convening the AGM and Directors' Report were taken as read as the same had already been circulated to all the Members. The Chairman announced that since there were no qualifications in the Auditors' Report and Secretarial Auditors' Report, they were also taken as read.

The Chairman then informed the Members that the necessary registers and documents as referred in the Notice convening the 39<sup>th</sup> AGM were made available for inspection at the request of the members.

The Chairman then delivered his speech which covered key highlights on Company's performance, financials, outlook, etc.

Thereafter, the Chairman placed before the meeting the following 4 resolutions as set out in the Notice dated 5<sup>th</sup> May, 2025 convening the 39<sup>th</sup> AGM for the approval of the Members. He briefed the Members about the objectives and implications of the resolutions as contained in the explanatory statement attached to the AGM Notice.

**ORDINARY BUSINESS:**

**1. ORDINARY RESOLUTION FOR ADOPTION OF AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2025 TOGETHER WITH REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS' THEREON**

"RESOLVED THAT the Audited Financial Statements i.e. Balance Sheet, Statement of Profit and Loss, Statement of Changes in Equity and Cash Flow Statement and Notes forming part thereof for the year ended 31<sup>st</sup> March, 2025 together with Directors' Report and Auditors' Report thereon be and are hereby approved and adopted."

**2. ORDINARY RESOLUTION FOR DECLARATION OF DIVIDEND ON EQUITY SHARES**

"RESOLVED THAT for the Financial Year ended 31<sup>st</sup> March 2025 a dividend of Rs. 7/- per equity share of Re. 1/- on 1,83,37,111 equity shares of Re. 1/- each absorbing Rs. 12,83,59,777/- out of Current Year's profit is hereby declared and the same be paid as recommended by the Board of Directors, to those equity shareholders whose names appear on the Register of Members of the Company as on 15<sup>th</sup> July, 2025, Record date for payment of dividend."

**3. ORDINARY RESOLUTION FOR RE-APPOINTMENT OF SHRI A.B. PAREKH (DIN: 00035317) WHO RETIRES BY ROTATION, AS A DIRECTOR OF THE COMPANY**

"RESOLVED THAT Shri A. B. Parekh (DIN: 00035317), a Director, who retires by rotation and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

**4. ORDINARY RESOLUTION FOR APPOINTMENT OF M/S. PARIKH & ASSOCIATES, PRACTICING COMPANY SECRETARY (FIRM REGISTRATION NO. P1988MH009800) AS SECRETARIAL AUDITOR OF THE COMPANY FOR FIRST TERM OF 5 (FIVE) CONSECUTIVE YEARS I.E. FROM FINANCIAL YEAR 2025-2026 TILL FINANCIAL YEAR 2029-2030**

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder, Regulation

24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. Parikh & Associates, Practicing Company Secretaries (FRN: P1988MH009800) be and are hereby appointed as the Secretarial Auditor of the Company, to hold office for a term of 5 (five) consecutive financial years from Financial Year 2025-2026 till Financial Year 2029-2030, on payment of such remuneration as may be mutually agreed upon between the Board of Directors and the Secretarial Auditor.”

“RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary be and is hereby authorised to do all such acts, deeds and things and execute all such documents, as may be required and to delegate all or any of its powers herein conferred to any Committee of the Board of Directors.”

The Members were then requested to raise their queries on the Agenda items as set out in the Notice convening the 39<sup>th</sup> AGM of the Company. Total 6 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, M/s. Parikh & Associates Practising Company Secretaries were appointed as the Scrutiniser for scrutinizing the votes cast through the remote e-voting and electronic voting at the AGM and they would submit their Consolidated Report on remote e-voting and electronic voting at the meeting within the stipulated time. The Chairman authorized Ms. Aarti Falorh, Company Secretary to publish the results of voting alongwith the Scrutinizers’ Report on the website of the Company and NSDL and also intimate the same to BSE and NSE.

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

The Chairman thanked all the Directors, Members and others for participating in the AGM and authorised the Company Secretary to conduct the voting procedure and conclude the meeting and further informed that the E-voting facility would remain open for an additional 15 minutes.

At the end of 15 minutes, the meeting was declared as concluded by the Company Secretary at 4:11 p.m.

**Summary of Scrutinizer's Report:**

**Results of remote e-voting and electronic voting at the meeting on the items of Ordinary Business at the 39<sup>th</sup> Annual General Meeting of the Company held on 30<sup>th</sup> July, 2025.**

On the basis of consolidated Scrutinizer's Report dated 30<sup>th</sup> July, 2025 issued by M/s. Parikh & Associates, Practising Company Secretaries for remote e-voting and electronic voting at the AGM, all the resolutions for the Ordinary Business and Special Business as set out at Item Nos. 1 to 4 of the Notice dated 5<sup>th</sup> May, 2025 convening the 39<sup>th</sup> AGM have been duly passed by the Members with requisite majority. The result of remote e-voting and electronic voting are as under:

Resolution Nos. as given in the Notice of the 39 <sup>th</sup> AGM	Particulars of Votes cast				Result Declared
	Remote e-voting + Electronic Voting at the AGM				
	Votes cast in favour of the resolution		Votes cast against the resolution		
	Number	%	Number	%	
<b>Ordinary Business</b>					
1. Ordinary Resolution for Adoption of Audited Financial Statements for the financial year ended 31 <sup>st</sup> March, 2025 together with Reports of the Board of Directors and Auditors' thereon	92,84,834	100	273	*	Approved with requisite majority
2. Ordinary Resolution for Declaration of Dividend on Equity Shares for the Financial Year ended 31 <sup>st</sup> March, 2025.	92,84,634	100	273	*	Approved with requisite majority
3. Ordinary Resolution for re-appointment of Shri A.B. Parekh (DIN: 00035317) who retires by rotation as a Director of the Company.	92,84,606	100	273	*	Approved with requisite majority

4. Ordinary Resolution for appointment of M/s. Parikh & Associates, Practicing Company Secretary (Firm Registration No.P1988MH00980) as Secretarial Auditor of the Company for first term of 5 (five) consecutive years i.e. from Financial Year 2025-2026 till Financial Year 2029-2030.	92,84,606	100	273	*	Approved with requisite majority
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\*Negligible

Date of Entry in Minutes Book: 11.08.2025

SD/-  
AARTI FALORH  
COMPANY SECRETARY

SD/-  
M. B. PAREKH  
CHAIRMAN OF THE MEETING