



M. M. SHETH  
Proprietor

Date: 24<sup>th</sup> September, 2014

**COMBINED SCRUTINIZER'S REPORT FOR EVOTING, BALLOT PAPER AND POLL**

To,  
The Chairman of  
28<sup>th</sup> Annual General Meeting of  
Vinyl Chemicals (India) Limited  
CIN: L24100MH1986PLC039837  
Regd. Off: Regent Chambers, 7<sup>th</sup> Floor,  
Jamanalal Bajaj Marg,  
208, Nariman Point, Mumbai - 400021.

**Subject: Combined Scrutinizer's Report u/s 108 of the Companies Act, 2013 for voting (by E-Voting, Ballot Paper & Poll) at the 28<sup>th</sup> Annual General Meeting (AGM) of M/s. Vinyl Chemicals (India) Limited ("the Company") held on 24<sup>th</sup> September, 2014**

The Board of Directors of the Company at their meeting held on 28<sup>th</sup> July, 2014 had appointed me as Scrutinizer for the e-voting and ballot process.

Pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and pursuant to SEBI circular dated 17<sup>th</sup> April, 2014, the Company has provided e-voting and ballot facility to its members in respect of business to be transacted at AGM.

The Company had appointed National Securities Depository Limited (NSDL) as the Service Provider, for the facility of electronic voting to the shareholders of the Company. The e-voting results were unblocked by me on 17<sup>th</sup> September, 2014 after 6.00 p.m. in the presence of two witnesses.

Cut -off Date : 14<sup>th</sup> August, 2014

E-voting commencement date: 15<sup>th</sup> September, 2014 at 9.00 a.m.

E-voting end date: 17<sup>th</sup> September, 2014 at 6.00 p.m.

The total number of members as on cut off date were 19389. The Company has delivered copy of annual report and ballot forms with self addressed business reply envelopes to all the members by courier and registered post.



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**M. M. SHETH & Co.**  
**Company Secretaries**

The Company has published a notice in this regard, in Free Press Journal (in English) and Nav Shakti (in Marathi) on 1<sup>st</sup> September, 2014.

The Company has also published notice by way of advertisement in Free Press Journal (in English) and Nav Shakti (in Marathi) on 5<sup>th</sup> September, 2014 for amendment in Resolution no. 4 of the Notice of AGM, for appointment of M/s. Khanna & Panchamia, Chartered Accountants, Mumbai, as statutory auditors in place of Shri D A Kothari, proprietor of M/s. D A Kothari & Co., Statutory Auditors of the Company, who passed away on 24<sup>th</sup> August, 2014.

We have already submitted our report on e-voting and ballot paper on 19<sup>th</sup> September, 2014 to the Chairman.

At the AGM, the Chairman had on his own motion, ordered for a poll u/s 109 of the Companies Act, 2013 to give facility to the members present at AGM who did not exercise their vote by e-voting or ballot. The Chairman had appointed me as the Scrutinizer for poll process.

The combined result of the E-voting together with that of the Ballot form and Poll is as under:

**Ordinary Business - Ordinary Resolution no. 1.**

Adoption of Audited Statement of Profit and Loss, Balance Sheet, Report of Board of Directors and Auditors for the year ended 31st March, 2014

No. of Members who casted Vote	No. of shares voted by them	% of total paid up share capital
63	9204654	50.20

	E-voting		Ballot		Poll		Total	
	No of members	No of shares	No of members	No of shares	No of members	No of shares	No of shares	% of shares voted
Assent	16	488765	27	8605226	16	110511	9204502	99.999
Dissent	2	112	0	0	0	0	112	0.001
Invalid	0	0	0	0	2	40	40	0.00*
Total	18	488877	27	8605226	18	110551	9204654	100.00

\* negligible



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**Company Secretaries**

**Ordinary Business - Ordinary Resolution no. 2.**

Declaration of dividend on Equity Shares.

No. of Members who casted Vote	No. of shares voted by them	% of total paid up share capital
63	9204654	50.20

	E-voting		Ballot		Poll		Total	
	No of members	No of shares	No of members	No of shares	No of members	No of shares	No of shares	% of shares voted
Assent	16	488765	27	8605226	16	110511	9204502	99.999
Dissent	2	112	0	0	0	0	112	0.001
Invalid	0	0	0	0	2	40	40	0.00*
Total	18	488877	27	8605226	18	110551	9204654	100.00

\* negligible

**Ordinary Business - Ordinary Resolution no. 3.**

Re-appointment of Shri N.K.Parekh as a Director.

No. of Members who casted Vote	No. of shares voted by them	% of total paid up share capital
63	9204654	50.20

	E-voting		Ballot		Poll		Total	
	No of members	No of shares	No of members	No of shares	No of members	No of shares	No of shares	% of shares voted
Assent	16	488765	26	8605221	16	110511	9204497	99.999
Dissent	2	112	1	5	0	0	117	0.001
Invalid	0	0	0	0	2	40	40	0.00*
Total	18	488877	27	8605226	18	110551	9204654	100.00

\* negligible



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**Company Secretaries**

**Ordinary Business - Ordinary Resolution no. 4.**

Appointment of Auditors. (As mentioned earlier in the Report, this Resolution has been replaced due to sad demise of Statutory Auditors)

No. of Members who casted Vote	No. of shares voted by them	% of total paid up share capital
63	9204654	50.20

	E-voting		Ballot		Poll		Total	
	No of members	No of shares	No of members	No of shares	No of members	No of shares	No of shares	% of shares voted
Assent	16	488765	26	8605221	16	110511	9204497	99.999
Dissent	2	112	1	5	0	0	117	0.001
Invalid	0	0	0	0	2	40	40	0.00*
Total	18	488877	27	8605226	18	110551	9204654	100.00

\* negligible

**Special Business - Ordinary Resolution no. 5.**

Appointment of Shri R.M.Gandhi as an Independent Director.

No. of Members who casted Vote	No. of shares voted by them	% of total paid up share capital
63	9204654	50.20

	E-voting		Ballot		Poll		Total	
	No of members	No of shares	No of members	No of shares	No of members	No of shares	No of shares	% of shares voted
Assent	16	488765	26	8605026	16	110511	9204302	99.997
Dissent	2	112	0	0	0	0	112	0.001
Invalid	0	0	1	200	2	40	240	0.002
Total	18	488877	27	8605226	18	110551	9204654	100.00



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**Special Business – Ordinary Resolution no. 6.**

Appointment of Smt. Y.J.Mogrelia as an Independent Director.

No. of Members who casted Vote	No. of shares voted by them	% of total paid up share capital
63	9204654	50.20

	E-voting		Ballot		Poll		Total	
	No of members	No of shares	No of members	No of shares	No of members	No of shares	No of shares	% of shares voted
Assent	15	488255	26	8605026	16	110511	9203792	99.990
Dissent	3	622	0	0	0	0	622	0.007
Invalid	0	0	1	200	2	40	240	0.003
Total	18	488877	27	8605226	18	110551	9204654	100.00

**Special Business – Ordinary Resolution no. 7.**

Appointment of Shri A. D. Mavinkurve as an Independent Director.

No. of Members who casted Vote	No. of shares voted by them	% of total paid up share capital
63	9204654	50.20

	E-voting		Ballot		Poll		Total	
	No of members	No of shares	No of members	No of shares	No of members	No of shares	No of shares	% of shares voted
Assent	15	488255	26	8605026	16	110511	9203792	99.990
Dissent	3	622	0	0	0	0	622	0.007
Invalid	0	0	1	200	2	40	240	0.003
Total	18	488877	27	8605226	18	110551	9204654	100.00



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**Company Secretaries**

**Special Business - Special Resolution no. 8.**

Increase in the borrowing limits of the Company.

No. of Members who casted Vote		No. of shares voted by them		%		of total paid up share capital		
63		9204654				50.20		
E-voting		Ballot		Poll		Total		
No of members	No of shares	No of members	No of shares	No of members	No of shares	No of shares	% of shares voted	
Assent	16	488765	27	8605226	16	110511	9204502	99.999
Dissent	2	112	0	0	0	0	112	0.001
Invalid	0	0	0	0	2	40	40	0.00*
<b>Total</b>	<b>18</b>	<b>488877</b>	<b>27</b>	<b>8605226</b>	<b>18</b>	<b>110551</b>	<b>9204654</b>	<b>100.00</b>

\* negligible

**Special Business - Special Resolution no. 9.**

Authority to Board of Directors for creation of charge and mortgages.

No. of Members who casted Vote		No. of shares voted by them		%		of total paid up share capital		
63		9204654				50.20		
E-voting		Ballot		Poll		Total		
No of members	No of shares	No of members	No of shares	No of members	No of shares	No of shares	% of shares voted	
Assent	15	488255	27	8605226	16	110511	9203992	99.993
Dissent	3	622	0	0	0	0	622	0.007
Invalid	0	0	0	0	2	40	40	0.00*
<b>Total</b>	<b>18</b>	<b>488877</b>	<b>27</b>	<b>8605226</b>	<b>18</b>	<b>110551</b>	<b>9204654</b>	<b>100.00</b>

\* negligible

All the above 9 Resolutions have been approved by the members with requisite majority.

I hereby confirm that I am maintaining the Registers received from the Service Provider both electronically and manually, in respect of the votes cast through e-voting, ballot paper and poll by the shareholders of the Company. I shall be arranging to hand over these records to you or such other person authorised by you.

FOR M M SHETH & Co.,





(M M Sheth)

Prop.

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