



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

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M. M. SHETH  
Proprietor

Date: 31<sup>st</sup> August, 2018

To,  
The Chairman of  
32<sup>nd</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: Consolidated Scrutinizer's Report for voting at the 32<sup>nd</sup> Annual General Meeting (AGM) held on 31<sup>st</sup> August 2018**

The Board of Directors of the Company at their meeting held on 23<sup>rd</sup> May, 2018 had appointed me as Scrutinizer for remote e-voting and also for voting at AGM by Ballot Papers.

Pursuant to section 108 of the Companies Act, 2013 [the Act] read with Rule 20 of the Companies (Management and Administration) Rules, 2014 [the Rules] and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided remote e-voting facility and at AGM, ballot papers 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 remote e-voting results were unblocked by me on 31<sup>st</sup> August, 2018 after conclusion of AGM in the presence of two witnesses.

Cut -off date: 24<sup>th</sup> August, 2018  
Remote e-voting commencement date: 28<sup>th</sup> August, 2018 at 9.00 a.m.  
Remote e-voting end date: 30<sup>th</sup> August, 2018 at 5.00 p.m.





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The Company has delivered copy of AGM Notice with Annual Report to the members by Courier and Registered post.

The Company has published a notice in this regard, in Business Standard (newspaper in English) and Tarun Bharat (newspaper in Marathi) on 06<sup>th</sup> August, 2018.

The facility for voting through ballot paper was made available at the AGM venue for the members attending the meeting and who had not cast their vote through remote e-voting. The ballot box kept at the AGM for this purpose was locked in my presence. After conclusion of voting at the AGM venue, the locked ballot box was opened and the ballot papers were diligently scrutinized.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and Rules relating to remote e-voting and voting conducted through ballot papers at the AGM on the resolutions contained in the notice of the meeting. My responsibility as scrutinizer for the remote e-voting and voting conducted through ballot papers at the AGM is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

The results of the remote e-voting and ballot papers are as under:

**Ordinary Business – Ordinary Resolution no. 1**

Adoption of Audited Financial Statements for the year ended 31<sup>st</sup> March, 2018.

No. of Members who cast Vote	No. of shares voted	% of Total Paid-up Share Capital
63	92,43,633	50.41 %

	Remote e-voting		Voting at AGM by Ballot papers		Total	
	No of members	No of shares	No of members	No of shares	No of shares	%
Assent	53	92,40,618	9	2,915	92,43,533	100
Dissent	1	100	0	0	100	0*
Invalid	0	0	0	0	0	0
Total	54	92,40,718	9	2,915	92,43,633	100

\* negligible





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Ordinary Business – Ordinary Resolution no. 2

Declaration of Dividend on Equity Shares

No. of Members who cast Vote	No. of shares voted	% of Total Paid-up Share Capital
63	92,43,633	50.41 %

	Remote e-voting		Voting at AGM by Ballot papers		Total	
	No of members	No of shares	No of members	No of shares	No of shares	%
Assent	53	92,40,618	9	2,915	92,43,533	100
Dissent	1	100	0	0	100	0*
Invalid	0	0	0	0	0	0
<b>Total</b>	<b>54</b>	<b>92,40,718</b>	<b>9</b>	<b>2,915</b>	<b>92,43,633</b>	<b>100</b>

\* negligible

Ordinary Business – Special Resolution no. 3

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

No. of Members who cast Vote	No. of shares voted	% of Total Paid-up Share Capital
62	92,43,608	50.41 %

	Remote e-voting		Voting at AGM by Ballot papers		Total	
	No of members	No of shares	No of members	No of shares	No of shares	%
Assent	51	92,40,493	9	2,915	92,43,408	100
Dissent	2	200	0	0	200	0*
Invalid	0	0	0	0	0	0
<b>Total</b>	<b>53</b>	<b>92,40,693</b>	<b>9</b>	<b>2,915</b>	<b>92,43,608</b>	<b>100</b>

\* negligible







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Special Business – Special Resolution no. 4

Adoption of new Articles of Association

No. of Members who cast Vote	No. of shares voted	% of Total Paid-up Share Capital
61	92,43,258	50.41 %

	Remote e-voting		Voting at AGM by Ballot papers		Total	
	No of members	No of shares	No of members	No of shares	No of shares	%
Assent	51	92,40,243	9	2,915	92,43,158	100
Dissent	1	100	0	0	100	0*
Invalid	0	0	0	0	0	0
Total	52	92,40,343	9	2,915	92,43,258	100

\* negligible

Special Business – Special Resolution no. 5

Continuation of the appointment of Shri R.M. Gandhi as a Non-executive Independent Director

No. of Members who cast Vote	No. of shares voted	% of Total Paid-up Share Capital
61	92,43,258	50.41 %

	Remote e-voting		Voting at AGM by Ballot papers		Total	
	No of members	No of shares	No of members	No of shares	No of shares	%
Assent	50	92,40,143	9	2,915	92,43,058	100
Dissent	2	200	0	0	200	0*
Invalid	0	0	0	0	0	0
Total	52	92,40,343	9	2,915	92,43,258	100

\* negligible

All the above 5 Resolutions have been passed by the members with requisite majority.





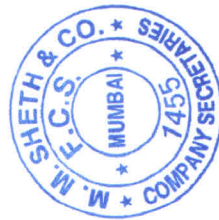
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I hereby confirm that I am maintaining the Registers received from the Service Provider both electronically and manually, in respect of the votes cast through remote e-voting and Ballot papers by the shareholders of the Company. I shall be arranging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

FOR M. M. SHETH & Co.,

(M. M. Sheth)

Prop.



FCS-1455

CP-729.