



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 | Email : cs.vinylchemicals@pidilite.com

CIN : L24100MH1986PLC039837

23rd June, 2026

The Secretary
BSE Ltd.
Corporate Relationship Dept.,
14th 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 40th Annual General Meeting

Please find enclosed herewith copy of the minutes of the proceedings of 40th Annual General Meeting of the Company held on 5th June, 2026 for your records.

Kindly take the same on your records.

Thanking You,

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

AARTI FALORH
COMPANY SECRETARY
FCS:8726

The Minutes of the Fortieth Annual General Meeting of the members of M/s. Vinyl Chemicals (India) Limited held on Friday, the 5th of June, 2026 through Video Conferencing/Other Audio Visual Means. The Meeting commenced at 3:30 p.m. and concluded at 04:20 p.m. The meeting was deemed to be held at the Registered Office of the Company at Regent Chambers, 7th 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
Shri. Kavinder Singh	-	Director
Smt. Gira Sardesai	-	Director

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 Dhaliwala, Authorised Representative of M/s. Parikh & Associates, Practising Company Secretaries, Secretarial Auditors.

Total 48 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 40th Annual General Meeting (AGM) of the Company. He mentioned that the AGM was being held for the seventh consecutive year through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") facility. He was attending the Meeting from Mumbai. 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 40th 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 Tuesday, 2nd June, 2026 at 9.00 a.m. and ended on Thursday, 4th June, 2026 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 40th AGM were made available for inspection at the request of the members.

Thereafter, the Chairman placed before the meeting the following seven resolutions as set out in the Notice dated 24th April, 2026 convening the 40th 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 31ST MARCH, 2026 TOGETHER WITH DIRECTORS' REPORT AND AUDITORS' REPORT 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 financial year ended 31st March, 2026 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 31st March 2026 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 22nd May, 2026, Record date for payment of dividend."

3. SPECIAL RESOLUTION FOR RE-APPOINTMENT OF SHRI N. K. PAREKH (DIN: 00111518), AS A DIRECTOR LIABLE TO RETIRE BY ROTATION

"RESOLVED THAT pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder and Regulation 17(1A) 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) Shri N.K. Parekh (DIN: 00111518) who has already attained age of 75 years and who retires by rotation at this Annual General meeting and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

SPECIAL BUSINESS:

4. ORDINARY RESOLUTION FOR APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH PIDILITE INDUSTRIES LIMITED

“RESOLVED THAT pursuant to Regulation 23 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the applicable provisions of the Companies Act, 2013 (‘Act’) read with the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws, if any, and the Company’s Policy on Related Party Transactions, the consent of the Members of the company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing contract(s)/arrangement(s)/transaction(s) and/or enter into and/or carry out new contract(s)/ arrangement(s)/transaction(s) for sale of Company’s goods/products/materials on an ongoing and continuous basis with Pidilite Industries Limited (‘PIL’), Promoter company of Vinyl Chemicals India Limited (Company) for an aggregate value not exceeding Rs. 1300 Crores on such principal terms and conditions as detailed in the Explanatory Statement for the period from 1st April, 2026 till conclusion of Annual General Meeting of the Company for the Financial Year ending on 31st March, 2027 subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm’s length basis and in the ordinary course of business of the Company.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary and expedient, including finalising the terms and conditions, thereof and finalising and executing necessary documents, including agreement(s) and such other documents, and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/ Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.”

“RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorised by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects.”

5. SPECIAL RESOLUTION FOR RE-APPOINTMENT OF SHRI M. B. PAREKH (DIN: 00180955) AS THE MANAGING DIRECTOR OF THE COMPANY

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 200 and 203 read with Schedule V and all other applicable provisions, if any, of the

Companies Act, 2013 (the Act), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Act and the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) , the, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee, the approval of the members of the Company be and is hereby accorded for the re-appointment of Shri M.B. Parekh (DIN: 00180955) as the Managing Director of the Company for a further period of 5 (five) years with effect from 1st April, 2027, as per terms of appointment and payment of remuneration as set out in the Explanatory Statement attached to this Notice.”

“RESOLVED FURTHER THAT Shri M.B. Parekh, the Managing Director be in charge of general management of the Company within the provisions of Articles of Association but subject to superintendence, control and direction of the Board of Directors.”

“RESOLVED FURTHER THAT Shri M.B. Parekh will be a Key Managerial Personnel of the Company as per the provisions of Section 203(1)(i) of the Act.”

“RESOLVED FURTHER THAT Shri M.B. Parekh will be a non-rotational Director and shall not be liable to retire by rotation during his term as the Managing Director.”

“RESOLVED FURTHER THAT Shri M.B. Parekh shall be entitled to reimbursement of all expenses incurred for the purpose of business of the Company and shall not be entitled to any sitting fees for attending meetings of the Board of Directors and Committee(s) thereof.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to alter, vary and/or modify the terms of re-appointment and remuneration payable to Shri M.B. Parekh so as not to exceed the limits specified in Schedule V and other applicable Sections of the Act or any statutory modifications thereof as may be agreed to by the Board of Directors and Shri M.B. Parekh.”

“RESOLVED FURTHER THAT total remuneration payable to Shri M.B. Parekh shall not exceed the maximum limits permissible as per the provisions of Section V of Part II of Schedule V of the Act.”

“RESOLVED FURTHER THAT the total remuneration by way of salary, perquisites, allowances and commission payable to Shri M.B. Parekh, Managing Director in any financial year shall not exceed 5% of the net profit of that financial year or such other limits as may be permissible as per Section I of Part II of Schedule V of the Act.”

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

6. SPECIAL RESOLUTION FOR APPROVAL FOR PAYMENT OF COMMISSION TO NON-EXECUTIVE DIRECTORS (OTHER THAN THE MANAGING DIRECTOR/WHOLE TIME DIRECTOR OF THE COMPANY)

“RESOLVED THAT pursuant to the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (Act), Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), a sum not exceeding 1% per annum of the net profits of the Company, calculated in accordance with the provisions of Sections 197 and 198 of the Act be paid by way of commission to and distributed amongst the Directors of the Company or some or any of them (other than the Managing Director/Wholetime Director of the Company) in such amounts, subject to such ceiling/s and in such manner and in all respects as may be decided and directed by the Board of Directors and such payments shall be made in respect of the profits of the Company for each year for a period of five years commencing from 1st April, 2027.”

“RESOLVED FURTHER THAT in case of inadequacy of profits or losses in any financial year, the Company may pay remuneration to the Non-Executive Directors as provided in Section II of Part II of Schedule V of the Act.”

7. SPECIAL RESOLUTION FOR RE-APPOINTMENT OF SHRI P. D. SHAH (DIN: 00286277) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF FIVE CONSECUTIVE YEARS

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and all other applicable provisions 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 pursuant to the provisions of Articles of Association of the Company, and the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Shri P. D. Shah (DIN: 00286277) who was appointed as an Independent Director of the Company for the first term of five consecutive years from 6th October, 2021 upto 5th October, 2026 and who is eligible for re-

appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of a Director, and being eligible, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of five consecutive years commencing from 6th October, 2026 upto 5th October, 2031 and he shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors and the Company Secretary be and are hereby severally authorised to settle any question, difficulty or doubt that may arise in giving effect to this Resolution and to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

The Members were then requested to raise their queries on the Agenda items as set out in the Notice convening the 40th AGM of the Company. Total 9 shareholders spoke/raised queries/made comments on the financial performance and other relevant matters.

The Chairman then delivered his speech which covered key highlights on Company’s performance, financials, outlook, etc. Necessary clarifications/responses were provided to the members by the Chairman.

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 4:20 p.m.

Summary of Scrutinizer's Report:

Results of remote e-voting and electronic voting at the meeting on the items of Ordinary Business and Special Business at the 40th Annual General Meeting of the Company held on 5th June, 2026.

On the basis of consolidated Scrutinizer's Report dated 5th June, 2026 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 7 of the Notice dated 24th April, 2026 convening the 40th 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 40 th 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	%	
Ordinary Business					
1. Ordinary Resolution for adoption of Audited Financial Statements of the Company for the Financial Year ended 31st March, 2026 together with Directors' Report and Auditors' Report thereon.	90,32,861	99.99	5	0.01	Approved with requisite majority
2. Ordinary Resolution for Declaration of Dividend on Equity Shares	90,32,866	100	0	0.00	Approved with requisite majority
3. Special Resolution for re-appointment of Shri N.K. Parekh (DIN: 00111518) as a Director liable to retire by rotation.	90,30,961	99.98	1905	0.02	Approved with requisite majority

Special Business					
4. Ordinary Resolution for Approval of Material Related Party transactions with Pidilite Industries Limited.	2,01,728	99.06	1905	0.94	Approved with requisite majority
5. Special Resolution for Re-appointment of Shri M. B. Parekh (DIN: 00180955) as the Managing Director of the Company.	90,30,961	99.98	1905	0.02	Approved with requisite majority
6. Special Resolution for Approval for payment of commission to Non-Executive Directors (other than the Managing Director/Whole time Director of the Company).	90,30,961	99.98	1905	0.02	Approved with requisite majority
7. Special Resolution for Re-appointment of Shri P. D. Shah (DIN: 00286277) as an Independent Director of the Company for a second term of five consecutive years.	90,32,861	99.99	5	0.01	Approved with requisite majority

Date of Entry in Minutes Book: 22-06-2026

SD/-
AARTI FALORH
COMPANY SECRETARY

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