



## 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

12<sup>th</sup> May, 2026

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

**Sub: Notice of 40<sup>th</sup> Annual General Meeting and Annual Report**

Dear Sir/Madam,

Pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Notice of 40<sup>th</sup> Annual General Meeting (AGM) and the Annual Report for the Financial Year 2025-2026, which is being sent through electronic mode to the Shareholders.

The AGM is scheduled to be held on Friday, the 5<sup>th</sup> June, 2026 at 3:30 p.m. through Video Conferencing/Other Audio Visual Means (VC/OAVM).

The Notice of AGM along with the Annual Report for the financial year 2025-2026 is also available on the website of the Company, [www.vinylchemicals.com](http://www.vinylchemicals.com).

This is for your information and records.

Thanking you,

Yours faithfully,  
For **VINYL CHEMICALS (INDIA) LIMITED**

**AARTI FALORH**  
**COMPANY SECRETARY**  
**FCS:8726**

Encl; as above



## NOTICE

Notice is hereby given that the FORTIETH ANNUAL GENERAL MEETING of the Members of **VINYL CHEMICALS (INDIA) LIMITED** will be held on Friday, 5<sup>th</sup> June, 2026 at 3:30 p.m. through Video Conferencing (VC)/Other Audio Visual Means (OAVM) to transact the following business:

### Ordinary Business:

1. **Adoption of Audited Financial Statements:**

To receive, consider and adopt the Audited Financial Statements for the Financial Year ended 31<sup>st</sup> March, 2026 together with the Directors' Report and Auditors' Report thereon.

2. **Declaration of dividend:**

To declare Dividend on Equity Shares for the Financial Year ended 31<sup>st</sup> March, 2026.

3. **Re-appointment of Shri N. K. Parekh (DIN: 00111518), as a Director liable to retire by rotation:**

To consider and if thought fit, to pass the following resolution as a Special Resolution for appointing a Director in place of Shri N.K. Parekh (DIN: 00111518), who retires by rotation and being eligible, offers himself for re-appointment:

“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. **Approval for Material Related Party transactions with Pidilite Industries Limited:**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“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 ₹ 1300 Crores on such principal terms and conditions as detailed in the Explanatory Statement for the period from 1<sup>st</sup> April, 2026 till conclusion of Annual General Meeting of the Company for the Financial Year ending on 31<sup>st</sup> 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. Re-appointment of Shri M. B. Parekh (DIN: 00180955) as the Managing Director of the Company:**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“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 1<sup>st</sup> 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. Approval for payment of commission to Non-Executive Directors (other than the Managing Director/Whole time Director of the Company):**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“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 1<sup>st</sup> 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. Approval 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:**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“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 6<sup>th</sup> October, 2021 upto 5<sup>th</sup> 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 6<sup>th</sup> October, 2026 upto 5<sup>th</sup> 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.”

BY ORDER OF THE BOARD OF DIRECTORS

Sd-

**AARTI FALORH**  
**COMPANY SECRETARY**  
**FCS:8726**

Place : Mumbai  
Date : 24<sup>th</sup> April, 2026

**Registered Office:**

Regent Chambers, 7<sup>th</sup> Floor,  
Jamnalal Bajaj Marg,  
208, Nariman Point,  
Mumbai 400 021.  
Tel : 022 22822708/022 69829000  
Email: cs.vinylchemicals@pidilite.com  
Website: www.vinylchemicals.com



**Notes:**

1. In accordance with the provisions of the Companies Act, 2013 ("Act") read with the Rules framed thereunder and pursuant to the General Circular Nos. 20/2020 dated 5<sup>th</sup> May 2020, and Circular No. 03/ 2025 dated 22<sup>nd</sup> September, 2025 and other relevant Circulars issued by the Ministry of Corporate Affairs ("MCA") from time to time and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3<sup>rd</sup> October, 2024 read with Master Circular No. SEBI/HO/CFD/P/0155 dated 11<sup>th</sup> November 2024 and other applicable circulars issued by Securities and Exchange Board of India ("SEBI"), Companies are allowed to hold Annual General Meeting ("AGM/Meeting") through Video Conferencing ("VC") or other Audio Visual Means ("OAVM") without the physical presence of the Members at a common venue. Accordingly, the 40<sup>th</sup> Annual General Meeting ("the AGM") of the Company is being held through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members at the AGM has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence Proxy Form and Attendance Slip are not annexed to this Notice.
3. Corporate Members/Institutional Shareholders are requested to send to the Company a scanned (.pdf/.jpg format) certified copy of the Board Resolution/Power of Attorney/ Authority Letter authorizing their representative to attend and vote on their behalf through remote e-voting to the Company's email address at [cs.vinylchemicals@pidilite.com](mailto:cs.vinylchemicals@pidilite.com). The said Resolution/Authority letter shall also be sent to the Scrutinizer by email from their registered email address at [vinyl.scrutinizer@gmail.com](mailto:vinyl.scrutinizer@gmail.com) and to National Securities Depository Limited (NSDL) at [evoting@nsdl.com](mailto:evoting@nsdl.com).
4. In case of joint holders attending the AGM, only such joint holder whose name is higher in the order of the names will be entitled to vote on the resolutions set out in this Notices.
5. A statement pursuant to Section 102(1) of the Act, and Regulation 17 (11) of SEBI Listing Regulations setting out all material facts relating to item nos. 3 to 7 of the Notice is annexed herewith and the same should be taken as part of this Notice. Notes given in the Notice to the extent applicable also forms part of the Explanatory Statement.
6. Members seeking any information with regard to the accounts, inspection of documents or any matter to be placed at the AGM, are requested to write to the Company on or before **Friday, 29<sup>th</sup> May, 2026** at the Company's email address at [cs.vinylchemicals@pidilite.com](mailto:cs.vinylchemicals@pidilite.com) and the same will be replied by the Company suitably.
7. Since the AGM will be held through VC/OAVM, the Route Map of the venue of AGM is not annexed to this Notice.
8. In compliance with the aforesaid MCA and SEBI Circulars, Notice of the AGM along with the Annual Report for the Financial Year 2025-2026 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Further, a letter providing a weblink for accessing the Notice of the AGM and Annual Report will be sent to those Members who have not registered their email address. In case any Member is desirous of obtaining physical copy of the Annual Report for the Financial Year 2025-2026, he/she may send a request to the Company at [cs.vinylchemicals@pidilite.com](mailto:cs.vinylchemicals@pidilite.com).  
  
Members may note that the said Notice and Annual Report for Financial Year 2025-2026 will also be available on the Company's website at [www.vinylchemicals.com](http://www.vinylchemicals.com), websites of the Stock Exchanges viz. BSE Ltd. ("BSE") at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Ltd. ("NSE") at [www.nseindia.com](http://www.nseindia.com) and also on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
9. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.



10. In accordance with the provisions of Regulation 36(3) of SEBI Listing Regulations and applicable provisions of Secretarial Standard - 2, a brief profile of Shri N.K. Parekh, Shri M. B. Parekh and Shri P. D. Shah, nature of their expertise in specific functional areas and other information is set out as an Annexure and the same forms part of this Notice.
11. The Record date for determining entitlement of Members for payment of dividend on equity shares for the Financial Year ended 31<sup>st</sup> March, 2026 will be **Friday, 22<sup>nd</sup> May, 2026**.
12. The dividend on equity shares as recommended by the Board of Directors, if declared at the AGM, will be paid on or after **Monday, 15<sup>th</sup> June, 2026** to those shareholders whose names appear on the Register of Members of the Company as on **Friday, 22<sup>nd</sup> May, 2026**. In respect of shares held in electronic form, the dividend will be payable on the basis of beneficial ownership as on **Friday, 22<sup>nd</sup> May, 2026** as furnished to the Company by NSDL and Central Depository Services (India) Ltd. ("CDSL").
13. A. SEBI has mandated submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are required to submit their PAN as well as bank details to their Depository Participants and Members holding shares in physical form are required to submit their PAN as well as bank details to the Company/MUFG Intime India Pvt. Ltd. (formerly Link Intime India Pvt. Ltd.) Company's Registrar and Transfer (R & T) Agents.  
B. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-POD-1/P/CIR/2023/37 dated 16<sup>th</sup> March, 2023 (subsumed as part of the SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7<sup>th</sup> May, 2024), in supersession of earlier Circular(s) issued on the subject, has prescribed common and simplified norms for processing investor service requests by RTAs and norms for furnishing PAN, KYC (contact details, Bank details and specimen signature), and nomination details.  
As per the said Circular it is mandatory for the shareholders holding securities in physical form to inter-alia, furnish PAN and KYC. Physical folios wherein the said details are not available would be eligible for lodging grievance for any service request only after registering the required details. Any payments including dividend in respect of such folios shall only be made electronically w.e.f 1<sup>st</sup> April, 2024 upon registering the required details.  
In view of the above, shareholders holding shares in physical form are, therefore, requested to update their KYC details with the Company/R & T Agents on or before **Wednesday, 20<sup>th</sup> May, 2026** for ensuring that they receive the dividends declared by the Company. Separate Communication in the above regard has been sent by the Company/R & T Agents to the shareholders who are holding shares of the Company in physical form.  
C. As per Regulation 40 of the SEBI Listing Regulations and SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25<sup>th</sup> January, 2022 and 25<sup>th</sup> May 2022, as amended, securities of listed companies can be transferred only in dematerialised form. In view of this and to eliminate the risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members may contact the Company or its R & T Agents for assistance in this regard.  
D. SEBI vide its Circulars dated 25<sup>th</sup> January, 2022 and 25<sup>th</sup> May, 2022 has mandated all listed companies to issue securities in dematerialised form only while processing certain prescribed service requests. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website at [www.vinylchemicals.com](http://www.vinylchemicals.com) and on the website of Company's R & T Agents at <https://web.in.mpms.mufig.com/KYC-downloads.html>. Members are requested to note that any service request would only be processed after the Folio is KYC compliant.
14. Members are requested to inform about changes, if any, relating to their Name, Registered address, Email address, Mobile number, PAN, Nomination details, Power of Attorney, Bank Mandate/Bank details such as Name of the Bank and Branch, Account Number, Type of Accounts, MICR code, IFSC etc. immediately to:



- (i) the Company's R & T Agents in prescribed Form ISR-1, for updation of signature in prescribed Form ISR-2 and other forms pursuant to SEBI Circular dated 3<sup>rd</sup> November, 2021 in case the shares held in physical form or
- (ii) their Depository Participants (DP) in case the shares held in electronic form.

15. The Company has sent individual letters to all the Shareholders holding shares of the Company in physical form for furnishing their PAN, KYC and nomination details. The relevant circular(s) and necessary forms in this regard have been made available on the website of the Company <https://www.vinylchemicals.com> and its RTA at <https://web.in.mpms.mufg.com/KYC-downloads.html>. Accordingly, the members are advised to register their details with the RTA or DPs, in compliance with the aforesaid SEBI guidelines for smooth processing of their service request and trading without any hindrance.

In terms of the SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated 10<sup>th</sup> June 2024, all investors are encouraged in their own interest, to provide choice of nomination by contacting the RTA, if shares are held in physical form or their respective DP(s), if shares are held in dematerialised form. Further, all new investors are mandatorily required to provide the choice of nomination for their demat accounts (except for jointly held demat accounts).

16. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Periodic statement of holdings should be obtained from their DPs and verified by the Members for correctness of the details contained therein.
17. Members can avail nomination facility in terms of extant legal provisions. In this regard, on request, the necessary Form SH-13 can be obtained from the Company's R & T Agent. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or Form SH-14, as the case may be. The said forms are also available on the website of the Company at [www.vinylchemicals.com](http://www.vinylchemicals.com).
18. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs, in case the shares are held by them in electronic form and with Company's R & T Agent in case the shares are held by them in physical form.
19. Non-resident Indian (NRI) Shareholders are requested to inform the Company/R & T Agent regarding:
- (i) Change in the residential status on return to India for permanent settlement and
  - (ii) Indian address and the particulars of bank account maintained in India with complete name and address of the Bank, if not furnished earlier.
20. Members may note that in terms of section 393(1) of the Income-Tax Act, 2025 ('the IT Act, 2025'), dividends paid or distributed by a company shall be taxable in the hands of the shareholders. The Company shall, therefore, be required to deduct Tax at Source (TDS) at the time of payment of dividend. In order to enable the Company to determine the appropriate TDS rate, as applicable, Members are requested to submit the requisite documents in accordance with the provisions of the Act.

The relevant provisions of the Act relating to deduction of TDS from dividends in respect of various categories are given below for guidance of the Members:

**I. For Resident Shareholders**

Tax is required to be deducted at source under Section 393(1) of the IT Act, 2025, at the rate of 10% on the amount of dividend where shareholders have registered their valid Permanent Account Number (PAN). In case, shareholders do not have PAN/inoperative/invalid PAN not linked with Aadhaar/ not registered their valid PAN details in their account in the Income-tax portal, TDS at the rate of 20% shall be deducted under Section 397(2) of the IT Act, 2025 or as per the applicable law.

**a. For Resident individuals:**

No tax shall be deducted on the dividend payable to Resident Individuals if:

- i. Total dividend amount to be received by them during the Financial Year (FY) 2026-2027 does not exceed ₹ 10,000/-; or
- ii. The shareholder provides valid Form No. 121 (applicable to resident individual, provided that all the required eligibility conditions are met. A declaration under section 393(6) of the I.T. Act, 2025 read with Rule 211 of the Income-tax Rules, 2026 (“the I.T. Rules, 2026”) shall be furnished in Form No. 121 either electronically after due verification through an electronic process or in paper form. Please note that all fields are mandatory to be filled up and the Company may at its sole discretion reject the form, if it does not fulfil the prescribed requirement under the Act.
- iii. Exemption certificate is issued by the Income-tax Department, if any.

Note: Recording of the PAN for the registered Folio/DP ID-Client ID is mandatory. In the absence of valid PAN, tax will be deducted at a higher rate of 20% as per Section 397(2) of the I.T. Act, 2025.

**b. For Resident Non- individuals:**

No tax shall be deducted on the dividend payable to the following categories of Resident Non-Individuals where they provide details and documents as per the prescribed format.

- i. Insurance Companies: Self declaration that it qualifies as ‘Insurer’ as per Section 2(7A) of the Insurance Act, 1938 and has full beneficial interest with respect to the ordinary shares owned by it along with self-attested copy of PAN card and certificate of registration with Insurance Regulatory and Development Authority (IRDA)/ LIC/ GIC.
  - ii. Mutual Funds: Self-declaration that it is registered with the SEBI and is notified under Schedule VII of the I.T. Act, 2025 (under Section 10 (23D) of the Income-tax Act, 1961) along with self-attested copy of PAN card and certificate of registration with the SEBI.
  - iii. Alternative Investment Fund (AIF): Self-declaration that its income is exempt under the Schedule V(1) of the I.T. Act, 2025 (under Section 10 (23FBA) of the Income-tax Act, 1961), and they are registered with the SEBI as Category I or Category II AIF along with self-attested copy of the PAN card and certificate of AIF registration with SEBI.
  - iv. New Pension System (NPS) Trust: Self-declaration that it qualifies as NPS trust and income is eligible for exemption as per Schedule VII(41) of the I.T. Act, 2025 (under Section 10(44) of the Income-tax Act, 1961) and being regulated by the provisions of the Indian Trusts Act, 1882 along with self-attested copy of the PAN card.
  - v. Other Non-Individual shareholders: Self-attested copy of documentary evidence supporting the exemption along with self-attested copy of PAN card.
- c. In case, shareholders (both individuals or non-individuals) provide certificate under Section 395 of the I.T. Act, 2025 (under Section 197 of the Income-tax Act, 1961), for lower / NIL withholding of taxes for Tax Year 2026-2027, rate specified in the said certificate shall be considered, on submission of self-attested copy to the Company.

**II. For Non-resident Shareholders**

- a. As per Domestic Tax Law

Taxes are required to be withheld in accordance with the provisions of Section 393 of the I.T. Act, 2025 (sections 195 or 196D of the Income-tax Act, 1961) as per the rates as applicable. As per the relevant provisions of the Act, the withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) on the amount of dividend payable to them. In case, Non-Resident Shareholders provide a certificate issued under Section 393/395 of the I.T. Act, 2025



for Tax Year 2026-2027, for lower/ Nil withholding of taxes, rate specified in the said certificate shall be considered, on submission of self-attested copy of the same.

b. As per Double Tax Avoidance Agreement (DTAA)

As per Section 159 of the I.T. Act, 2025 (section 90 of the Income-tax Act, 1961), the Non-Resident Shareholder has the option to be governed by the provisions of the DTAA between India and the country of tax residence of the shareholder, if they are more beneficial to them. For this purpose, i.e., to avail DTAA benefit, the Non-Resident Shareholders are required to submit the following documents:

- i. Self-attested copy of the PAN card allotted by the Indian Income Tax authorities.
- ii. Self-attested copy of Tax Residency Certificate (TRC) (for the period of 1<sup>st</sup> April, 2026 to 31<sup>st</sup> March, 2027 or 1<sup>st</sup> January, 2026 to 31<sup>st</sup> December, 2026) obtained from the tax authorities of the country of which the shareholder is a resident .
- iii. Shareholders who have PAN or not and propose to claim treaty benefit, need to mandatorily file Form 41 online at the link <https://eportal.incometax.gov.in/> to avail the benefit of DTAA.
- iv. Self-declaration by the shareholder of meeting treaty eligibility requirement and satisfying beneficial ownership requirement (for the period of 1<sup>st</sup> April, 2026 to 31<sup>st</sup> March, 2027 or 1<sup>st</sup> January, 2026 to 31<sup>st</sup> December, 2026).
- v. In case of Foreign Institutional Investors and Foreign Portfolio Investors, copy of SEBI registration certificate.
- vi. In case of shareholders who are tax residents of Singapore, please furnish the letter issued by the competent authority or any other evidence demonstrating the non-applicability of Article 24 - Limitation of Relief under India-Singapore Double Taxation Avoidance Agreement (DTAA). It is recommended that shareholders should independently satisfy their eligibility to claim DTAA benefit including meeting of all conditions laid down by DTAA.

All shareholders are requested to check/update their correct name, PAN, address, residential status, etc. with your Depository Participant (in case shares are held in demat mode) or the Company/R & T Agents (in case shares are held in physical mode).

- A. Kindly note that the Company is not obligated to apply beneficial DTAA rates at the time of tax deduction/withholding on dividend amounts. Application of beneficial rate as per DTAA for the purpose of withholding taxes shall depend upon completeness and satisfactory review by the Company of the documents submitted by the Non-Resident Shareholder.
- B. Accordingly, in order to enable the Company to determine the appropriate TDS/withholding tax rate applicable, Shareholders are requested to provide the details and documents as mentioned above on or before **Wednesday, 20<sup>th</sup> May, 2026**.
- C. As per section 262 of the I.T. Act, 2025 (Section 139AA of the Income-tax Act, 1961), every person who has been allotted a PAN and who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar. In case of failure to comply with this, the PAN allotted shall be deemed to be invalid/inoperative and tax shall be deducted at the rate of 20% as per the provisions of section 397 of the I.T. Act, 2025 (section 206AA of the Income-tax Act, 1961). The Company will be using functionality of the Income-tax department for the above purpose. Shareholders may visit <https://www.incometax.gov.in/iec/foportal/> for FAQ issued by Government on PAN-Aadhar linking.
- D. In terms of Rule 203 of the I.T. Rules, 2026 (Rule 37BA of the Income-tax Rules, 1962), if dividend income on which tax has been deducted at source is assessable in the hands of a person other than the deductee, then such deductee should file declaration with the Company in the manner prescribed in the Rules.

- E. Shareholders holding equity shares under multiple accounts under different status / category and single PAN or without PAN, may note that, higher of the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts.
- F. All Shareholders are requested to verify their name, PAN, address, residential status etc. and in case of any changes, they may update the same with their DPs (In case the shares are held in electronic form) or the Company's R & T Agents (In case the share are held in physical form).

**G. SUBMISSION OF TAX RELATED DOCUMENTS:**

**Resident Shareholders:**

The documents such as Form 121, documents under section 393 of the IT Act, 2025 etc. can be uploaded on the link <https://web.in.mpms.mufig.com/formsreg/submission-of-Form-121-41.html> on or before 20<sup>th</sup> May, 2026 to enable the Company to determine the appropriate TDS/ withholding tax rate applicable. Any communication on the tax determination/deduction received post 20<sup>th</sup> May, 2026 shall not be considered.

Shareholders can send the other documents at the following email id:

Resident Shareholders	Csgexemptforms2627@in.mpms.mufig.com
Non-Resident Shareholders	cs.vinylchemicals@pidilite.com

Please note that if the above documents are sent to email address other than those mentioned above will not be considered and may be treated as non-submission of documents and attract TDS as per the provisions of the Act. These documents should reach the Company/R & T Agents on or before 20<sup>th</sup> May, 2026 in order to enable the Company to determine and deduct appropriate TDS / withholding tax rate. No communication on the tax determination / deduction shall be entertained post 20<sup>th</sup> May, 2026.

It may be further noted that in case the tax on said dividend is deducted at a higher rate in the absence of receipt of the aforementioned details/documents from you, there would still be an option available with you to file the return of income and claim the appropriate refund, if eligible.

The tax credit can also be viewed in Form 168 (old Form 26AS/AIS/TIS) by logging in with your credentials (with valid PAN) at TRACES <https://www.tdscpc.gov.in/app/login.xhtml> or the e-filing website of the Income Tax department of India <https://www.incometax.gov.in/iec/foportal/>.

- H. Shareholders are requested to ensure that their bank account details in their respective demat accounts/physical folios are updated, to enable the Company to effect timely credit of dividend in their bank accounts. We seek your cooperation in this regard.

The shareholders holding shares in physical folios are requested to note that SEBI vide its Master Circular No. SEBI/HO/MIRSD/ POD-1/P/CIR/2024/37 dated 7<sup>th</sup> May, 2024 read with Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated 10<sup>th</sup> June 2024 issued to the Registrar & Transfer Agents and SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated 17<sup>th</sup> November, 2023, as amended, has mandated that effective 1<sup>st</sup> April, 2024, dividend to the security holders holding shares in physical mode shall be paid only through electronic mode. Such payment to the eligible shareholders holding physical shares shall be made only after they have furnished their PAN, Choice of Nomination, Contact Details (Postal Address with PIN and Mobile Number) Bank Account Details and Specimen Signature for their corresponding physical folios to the Company or the RTA.

A Separate Communication to the Shareholders in the above regard has been sent by the Company/ R & T Agents.

21. A. Pursuant to Section 205A of the Companies Act, 1956, all unclaimed/unpaid dividend till the Financial Year ended 31<sup>st</sup> March, 1994 have been transferred to the General Revenue Account of the Central Government. Those Members who have so far not claimed their dividends for the said



period may claim the same by submitting an application in the prescribed Form to the Registrar of Companies, Maharashtra.

- B. The Company has transferred all unclaimed/unpaid dividend in respect of Financial Years ended 31<sup>st</sup> March 1995 to 31<sup>st</sup> March 2018 to the Investor Education and Protection Fund ("IEPF").
- C. Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules'), which are applicable with effect from 7<sup>th</sup> September, 2016, also contain similar provisions for transfer of such amounts to IEPF. Accordingly, all dividends remaining unclaimed/unpaid for a period of seven years from the date they became due for payment in relation to the Company, have been transferred to the IEPF established by the Central Government. No claim shall be entertained against the Company for the amounts so transferred.
- D. As per Section 124(6) of the Act read with the IEPF Rules, as amended, all the shares in respect of which dividend has remained unpaid/unclaimed for seven consecutive years or more, as referred to in the said Section read with the relevant Rules, have been transferred to the demat account of IEPF Authority.
- E. Notices to all the Members whose dividends for the Financial Year ended 31<sup>st</sup> March, 2019 are lying unpaid/unclaimed has been sent by the Company. All such Members are requested to claim the same from the Company. As mentioned in the said notice, in case the dividends are not claimed by Monday, 31<sup>st</sup> August, 2026, necessary steps shall be initiated by the Company to transfer the shares and dividend held by the concerned Members to IEPF, without further notice to the Members. Please note that no claim shall lie against the Company in respect of the shares so transferred to IEPF Authority.
- F. In the event of transfer of shares and the unclaimed dividends to IEPF, the Members, whose unclaimed dividends/shares have been transferred to IEPF, may write to the Company/RTA requesting the procedure for claiming the shares/dividend from IEPF Authorities. Upon compliance with the procedure advised and submission of the required documents, the Company shall issue Entitlement Letter to the claimants. The Members can file Form No. IEPF- 5 online by attaching the Entitlement Letter and other required documents as mentioned at [www.iepf.gov.in](http://www.iepf.gov.in) and claim their dividends.
- G. The Company has uploaded the details of unpaid/unclaimed amounts of dividends lying with the Company as on 30<sup>th</sup> July, 2025 (date of the last AGM) on the website of the Company at [www.vinylchemicals.com](http://www.vinylchemicals.com) and also on the website of MCA at [www.iepf.gov.in](http://www.iepf.gov.in).
- H. Members who have not yet encashed their Dividend Warrants for the Financial Years ended 31<sup>st</sup> March, 2019 to 31<sup>st</sup> March, 2025 are requested to contact the Company's R & T Agents viz. MUFG Intime India Pvt. Ltd. (formerly Link Intime India Pvt. Ltd.) (Unit: Vinyl Chemicals (India) Ltd.), C-101, 1<sup>st</sup> Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai 400 083 for claiming their unpaid dividends.
- I. The Company has designated an exclusive e-mail address i.e., [cs.vinylchemicals@pidilite.com](mailto:cs.vinylchemicals@pidilite.com) to enable the investors to register their complaints / send correspondence, if any. Members may note that in case they have any dispute against the Company and / or its RTA, as per SEBI directives, they can file for Online Resolution of Dispute which harnesses online conciliation and online arbitration for resolution of disputes arising in the Indian securities market. Members can use this mechanism only after they have lodged their grievance with the Company and SEBI SCORES and are not satisfied with the outcome.

For more details, please see the following weblinks of the stock exchanges:

BSE Limited: <https://bsecrecs.bseindia.com/ecomplaint/frmlInvestorHome.aspx>

National Stock Exchange of India Limited: <https://www.nseindia.com/static/complaints/online-dispute-resolution>.

**22. Voting through electronic means:**

- A. Pursuant to the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Listing Regulations, the Company is pleased to provide facility to the Members to exercise their right to vote by electronic means through Remote e-voting platform as well as e-voting on the date of AGM provided by National Securities Depository Limited (NSDL) on all the resolutions set out in this Notice. Resolutions passed by the Members through e-voting are deemed to have been passed, as if they have been passed at the AGM.
- B. The Members who have cast their vote by Remote e-voting prior to the AGM may also attend and participate in the AGM through VC/OAVM but shall not be entitled to cast their vote once again on such resolutions.

**THE INSTRUCTIONS FOR REMOTE E-VOTING AND JOINING THE AGM ARE AS UNDER:**





The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

**Step 1: Access to NSDL e-Voting system:**
**A. Login method for e-Voting and joining virtual meeting for Individual Shareholders holding securities in demat mode:**

In terms of SEBI Circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email address in their demat account in order to access the e-Voting facility.

**Login method for Individual Shareholders holding securities in demat mode is given below:**

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> </ol>

	<p>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System My easi Tab and then user your existing my easi username &amp; password.</p> <p>2. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Measi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>

Individual Shareholders (holding securities in demat mode) login through their Depository Participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site. After successful authentication, wherein you can see e-Voting features, click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:**

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B. Login Method for e-Voting and joining virtual meeting for Shareholders other than Individual Shareholders holding securities in demat mode and Shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

- i. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a Mobile.
- ii. Once the home page of e-Voting system is launched, click on the icon “**Login**” which is available under ‘**Shareholder/Member**’ section.
- iii. A new screen will open. You will have to enter your **User ID, your Password/OTP** and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. **IDeAS**, you can log-in at <https://eservices.nsdl.com/> with your existing **IDeAS** login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to **Step 2 i.e. Cast your vote electronically**.

- iv. Your User Id details are given below:

Manner of holding shares i.e. Demat (NSDL/CDSL) or Physical	Your User ID is
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID. For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in physical form	EVEN Number followed by Folio Number registered with the Company For example if your folio number is 001*** and EVEN is 134103 then User ID is 101456001***



- v. Password details for Shareholders other than Individual Shareholders are given below:
- i. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - ii. If you are using NSDL e-Voting system for the first time, you will need to retrieve the '**Initial password**' which was communicated to you. Once you retrieve your '**Initial Password**', you need to enter the '**Initial password**' and the system will force you to change your password.
  - iii. How to retrieve your '**Initial password**'?
    - If your email address is registered in your demat account or with the Company, your '**Initial Password**' is communicated to you on your email address. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment which is a .pdf file. The password to open the .pdf file is your 8 digit Client ID for NSDL account, last 8 digits of Client ID for CDSL account or Folio Number for shares held in physical form. The .pdf file contains your '**User Id**' and your '**Initial Password**'.
    - If your email address is not registered, please follow the steps mentioned below in **process for those shareholders whose email addresses are not registered**.
  - vi. If you are unable to retrieve or have not received the "**Initial Password**" or have forgotten your password:
    - a. Click on "**Forgot User Details/Password?**" (if you are holding shares in your demat account with NSDL or CDSL) option is available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - b. **Physical User Reset Password?**" (if you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - c. If you are still unable to get the password by trying the above two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your Demat Account Number/Folio Number, PAN, Name and Registered address.
    - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
  - vii. After entering your password, tick on "**Agree to Terms and Conditions**" by clicking on the check box.
  - viii. Now, you will have to click on "**Login**" button.
  - ix. After you click on the "**Login**" button, **Home** page of e-Voting will open.

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

- i. After successful login at **Step 1**, you will be able to see all the companies "**EVEN**" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- ii. Select "**EVEN**" of Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "**VC/OAVM**" link placed under "**Join Meeting**".
- iii. Now you are ready for e-Voting as the Voting page will open.
- iv. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "**Submit**" and "**Confirm**" when prompted.
- v. Upon confirmation, the message "**Vote cast successfully**" will be displayed.
- vi. You can also take a printout of the votes cast by you by clicking on the **Print** option on the confirmation page.



vii. Once you **Confirm** your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for Shareholders:**

1. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (.pdf/.jpg format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote to the Scrutinizer by e-mail to vinyl.scrutinizer@gmail.com with a copy marked to evoting@nsdl.com Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on "**Upload Board Resolution/ Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your Password with any other person and take utmost care to keep your Password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to enter in the correct password. In such an event, you will need to go through the "**Forgot User Details/Password?**" or "**Physical User Reset Password?**" option available on www.evoting.nsdl.com to reset the Password.
3. In case of any queries, you may refer to the **Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders** available at the download section at www.evoting.nsdl.com or call on 022- 4886 7000 or send a request to Mr. Amit Vishal, Deputy Vice President, NSDL at evoting@nsdl.com.
4. Any person holding shares in physical form and Non-Individual Shareholders who acquire shares of the Company after despatch of the Notice and holding shares as of the cut-off date i.e. **Friday, 29<sup>th</sup> May, 2026** may obtain the **Login ID** and **Password** by sending a request to NSDL at evoting@nsdl.com or to the Company/R & T Agents. However, if you are already registered with NSDL for Remote e-voting then you can use your existing **User Id and Password** for casting your vote. If you forget your Password, you can reset your Password by using "**Forgot User Details/Password**" or "**Physical User Reset Password**" option available on www.evoting.nsdl.com or call on No. 022-4886 7000 and 022-2499 7000. In case of Individual Members holding securities in demat form who acquire shares of the Company and become Member after despatch of the Notice and holding shares as on the cut-off date viz **Friday, 29<sup>th</sup> May, 2026** may follow steps mentioned in the Notice of the AGM under "**Access to NSDL e-voting System**".
5. The Remote e-voting period shall commence on **Tuesday, 2<sup>nd</sup> June, 2026** and would end on **Thursday, 4<sup>th</sup> June, 2026**. During this period, Members of the Company holding shares either in physical form or in demat form as on **Friday, 29<sup>th</sup> May, 2026** (cut-off date) may cast their vote electronically. The Remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on any resolution is cast, the Shareholder will not be allowed to change/modify it subsequently or cast vote once again.
6. The voting rights of Shareholders shall be in proportion to the shares in the paid-up equity share capital of the Company as on **Friday, 29<sup>th</sup> May, 2026** (Cut-off date). Any person who is not a Member as on the Cut-off date should treat this Notice as sent for information purpose only.

**Process for those shareholders whose email addresses are not registered with the Depositories for procuring User Id and Password and registration of e-mail addresses for e-voting for the resolutions set out in this Notice:**

1. In case shares are held in *physical mode*, the shareholder may send their Folio No., Name of Shareholder, scanned copies of the share certificate (front and back), PAN Card (self attested) and Aadhaar Card (self-attested) by email to the Company at cs.vinylchemicals@pidilite.com.
2. In case shares are held in demat mode, please provide DP ID & Client ID (16 digit DPID + CLID or 16 digit Beneficiary Id), Name, Client Master List or copy of Consolidated Account Statement, PAN Card (self attested) and Aadhaar Card (self attested) by email to the Company at cs.vinylchemicals@pidilite.com. If you are an Individual Shareholder holding securities in *demat mode*, you are requested to refer



to the login method set out at **Step 1(A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual Shareholders holding securities in demat mode.**

3. Alternatively, Shareholders/Members may send a request to NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com) for obtaining **User Id and Password** for e-voting by providing the above-mentioned documents.
4. In terms of SEBI Circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depository Participants. Shareholders are required to update their correct Mobile number and Email address in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:**

- a. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- b. Only those Members/Shareholders, who are present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through Remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system at the AGM.
- c. Members who have already cast their vote through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote once again at the AGM on such resolutions.
- d. The details of the person who may be contacted for any grievances in connections with the facility for e-Voting on the day of the AGM shall be the same as mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

- i. Members will be provided with the facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the AGM by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see the link “**VC/OAVM**” under “**Join Meeting**” menu against company name. You are requested to click on **VC/OAVM** link under **Join General Meeting** menu. The link for **VC/OAVM** will be available in the **Shareholder/ Member** login where the **EVEN** of Company will be displayed. Please note that Members who do not have the **User Id and Password** for e-Voting or have forgotten their **User Id and Password** may retrieve the same by following the Remote e-Voting instructions mentioned in the Notice to avoid last minute rush.
- ii. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.
- iii. Members are encouraged to join the Meeting through Laptops for better experience.
- iv. Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- v. Please note that participants connecting from Mobile devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuations in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- vi. Members who need assistance before or during the AGM, may contact NSDL through email at [evoting@nsdl.com](mailto:evoting@nsdl.com)/ or call on 022 - 4886 7000 or contact Mr. Amit Vishal, Deputy Vice President, NSDL through email at [evoting@nsdl.com](mailto:evoting@nsdl.com).
- vii. Members who would like to express their views or ask questions during the AGM, may register themselves as Speakers by sending their request from their registered email address mentioning their Name, DP ID & Client ID/Folio Number, PAN, Email address and Mobile Number to the email address of the Company at [cs.vinylchemicals@pidilite.com](mailto:cs.vinylchemicals@pidilite.com) from **Friday, 22<sup>nd</sup> May, 2026 to Saturday, 30<sup>th</sup> May, 2026** only. Those Members who have registered themselves as Speakers will only be allowed to express their views/ask questions depending on the availability of time for the AGM. The



Company reserves the right to restrict the number of Speakers and number of questions depending on the availability of time for the AGM.

23. Shri P.N. Parikh (Membership No. FCS 327; CP No. 1228) or failing him Shri Mitesh Dhabliwala (Membership No. FCS 8331; CP No. 9511) or failing him Ms. Sarvari Shah, (Membership No. FCS 9697; CP No.11717) of Parikh and Associates, Practicing Company Secretaries have been appointed as the 'Scrutinizer' to scrutinize the Remote e-voting process and also e-voting at the AGM in a fair and transparent manner.
24. The Scrutinizer shall immediately after the conclusion of voting at the AGM, first scrutinise the votes cast at the AGM, thereafter unlock the votes cast through Remote e-voting and shall make, not later than two working days of conclusion of the Meeting, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him, who shall countersign the same. The Scrutinizer's decision on the validity of votes cast shall be final.
25. The results alongwith the Scrutinizer's Report shall be uploaded on the Company's website at [www.vinylchemicals.com](http://www.vinylchemicals.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) within two working days of conclusion of the 40<sup>th</sup> AGM of the Company and communicated to BSE Ltd. and National Stock Exchange of India Ltd. The results shall also be displayed on the Notice Board at the Registered Office of the Company.



## EXPLANATORY STATEMENT

### EXPLANATORY STATEMENT CONTAINING MATERIAL FACTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS, ALONG WITH THE RATIONALE FOR RECOMMENDATION OF THE ITEMS OF BUSINESS BY THE BOARD OF DIRECTORS PURSUANT TO REGULATION 17(11) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

#### ITEM NO. 3

*Although strictly not required under the provisions of the Companies Act, 2013, Explanatory Statement on this item is being given for information of the Members.*

#### **Re-appointment of Shri N. K. Parekh (DIN: 00111518), as a Director liable to retire by rotation:**

Shri N.K. Parekh (DIN:0011518) aged 88 years, is due to retire by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment as a Non-Executive Director of the Company.

Shri N.K. Parekh is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

In terms of the provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations) the Members had approved, by passing a Special Resolution at the 38<sup>th</sup> AGM held on 08<sup>th</sup> August 2024 the continuation of tenure of Directorship of Shri N. K. Parekh as a Non-Executive Director. It is now proposed to pass Special Resolution for his re-appointment in view of he being more than 75 years.

A brief profile of Shri N. K. Parekh as stipulated under Regulation 36(3) of the Listing Regulations is annexed to this Notice. Shri N. K. Parekh has been serving as a Director of the Company since 1986 and is a promoter of the Company. Considering his expertise and rich experience of over 62 years in the areas of leadership and governance, business and senior management, risk management, finance and accounts, legal and regulatory framework it would be in the interest of the Company to continue to avail his services as a Non- Executive Director of the Company.

Except Shri N. K. Parekh, in respect of whom this resolution pertains, none of the other Directors, Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in this resolution. The Board recommends this Special Resolution for approval by the Members.

#### ITEM NO. 4

#### **Approval for Material Related Party transactions with Pidilite Industries Limited**

Vinyl Chemicals (India) Ltd. (the Company) was promoted, inter alia, by Pidilite Industries Limited (PIL) for procuring regular supply of one of their key raw materials- Chemicals viz; Vinyl Acetate Monomer (VAM). The Company sells/ supplies VAM to PIL on an ongoing and continuous basis pursuant to the approval of shareholders of the Company for entering into RPT. The Company is selling VAM to PIL in its ordinary course of business and at arms' length basis.

In terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended, material related party transactions require prior approval of the shareholders on a year to year basis through ordinary resolutions, even if such transactions are in the ordinary course of business of the Company and at an arm's length basis.

As per the amended Listing Regulations, where the annual consolidated turnover is upto ₹ 20,000 crore, a related party transaction is considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds 10% of the annual consolidated turnover of the company. Accordingly, the Company is seeking shareholders' approval for carrying out ongoing as well as future arrangement with PIL for sale of Chemicals viz. VAM, a material related party transaction which is in the interest of the Company. The said transaction helps in smoothening of business operations for both the companies and ensures consistent flow of raw material, without interruption.

The Audit Committee and Board of Directors of the Company have approved the said arrangement.

The Audit Committee has reviewed the certificate provided by Managing Director and Chief Financial Officer of the Company, as required under the RPT Industry Standards.

Details of the proposed RPTs between the Company and PIL, including the Minimum information to be provided to the Audit Committee and shareholders for approval of Related Party Transactions as per RPT Industry Standards and to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular dated January 30, 2026, read with SEBI circular dated June 26, 2025, is appended hereunder:

**Minimum information to be provided to the Audit Committee and shareholder for approval of Related Party Transactions as per RPT Industry Standards**

<b>Part A - Minimum information of the proposed RPT</b>		
<b>S. No.</b>	<b>Particulars of the information</b>	<b>Information provided by the management</b>
<b>A. Details of the related party and transactions with the related party</b>		
A(1).	Basic details of the related party	
1	Name of the related party	Pidilite Industries Limited ('PIL')
2	Country of incorporation of the related party	India
3	Nature of business of the related party	PIL is manufacturer of consumer & industrial speciality chemicals
<b>A(2). Relationship and ownership of the related party</b>		
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party - including nature of its concern (financial or other wise) and the following:	Vinyl Chemicals (India) Limited is an associate company of Pidilite Industries Limited
	• Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	NIL
	• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable
	• Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	40.64%
<b>A(3). Details of previous transactions with the related party</b>		
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during each of the last financial year. (F.Y. 2025-2026)	
		(₹ in crs.)
	Sale of Goods	560.48
	Reimbursement of expenses paid	-
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the current financial year upto the quarter immediately preceding the quarter in which the approval is sought.	-



3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years.	No
<b>A(4). Amount of the proposed transactions</b>		
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	
		(₹ in crs.)
	Sale of Goods	1,300.00
	License fee (Rentals)	0.02
	Reimbursement of expenses paid	0.25
	Reimbursement of expenses received	0.15
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	218%
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	NA
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	11%
6	Financial Performance of the related party for the immediately preceding FY 2025-2026:	
	Particulars	(₹ in crs.)
	Turnover	13487.59
	Profit After Tax	2073.83
	Net Worth	10665.37
<b>A(5). Basic details of the proposed transactions</b>		
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	
	Sale of Goods	Yes
	Payment of Rent	Yes
	Reimbursement of expenses paid	Yes
	Reimbursement of expenses received	Yes
2	Details of each type of the proposed transaction	
	Sale of Goods	Sale of VAM.
	Payment of Rent	For Vizag office

	Reimbursement of expenses paid	For common/shared services are being paid.
	Reimbursement of expenses received	For the expenses incurred on behalf of Pidilite by the Employees.
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	1 <sup>st</sup> April, 2026 till conclusion of Annual General Meeting for the Financial Year ending on 31 <sup>st</sup> March, 2027
4	Whether omnibus approval is being sought?	
	Sale of Goods	Yes
	Payment of Rent	Yes
	Reimbursement of expenses paid	Yes
	Reimbursement of expenses received	Yes
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	—
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	
	Sale of Goods	The Company is carrying the VAM trading business and have contracts with major international suppliers for years. VAM is a critical raw material for PIL. Vinyl's contract with international suppliers ensures continuous supply of this critical raw material on a sustainable basis to PIL.
	Payment of Rent	Vinyl will start the import operation at Vizag port to facilitate cost effective distribution of VAM in the Southern region. Hence it will use a portion of PIL premises at Hyderabad for administrative purpose on a monthly rental basis.
	Reimbursement of expenses paid	This arrangement is aimed at achieving cost efficiency and operational synergy across the group. PIL procures SAP licenses and other IT application licenses at the group level to leverage volume-based pricing benefits. These licenses are extended to subsidiaries/associates to ensure standardized systems and seamless integration. The cost is allocated to each subsidiary/associate based on the actual number of licenses utilized, ensuring fairness and transparency. This approach optimizes overall IT expenditure and supports group-wide technology alignment.

	Reimbursement of expenses received	Getting reimbursement of the expenses paid by employees for Pidilite business purpose.
7	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p>Explanation: Indirect interest shall mean interest held through any person over which an individual has control including interest held through relatives.</p>	
	a. Name of the director / KMP	Mr. M. B.Parekh/ Mr. A. B. Parekh/ Mr. N. K Parekh/ Mr. Kavinder Singh.
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	10.99% / 9.09% / 10.62% / 0.00%.
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee	Not Applicable
9	Other information relevant for decision making	Not Applicable
<b>Part B</b>		
<b>B(1). Disclosure only incase of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances</b>		
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Orders placed as per RPT policy of the Company
2	Basis of determination of price.	
	Sale of Goods	VAM is a global traded product and price is determined basis the rates prevailing in the market at the time of giving the order. Vinyl is supplying to PIL at cost plus certain margin as agreed.
	License fee (Rentals)	As per the negotiated rate based on market standards.
	Reimbursement of expenses paid	Actual cost (without markup)
	Reimbursement of expenses received	Actual cost (without markup)
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following:	Not Applicable
a	Amount of Trade advance	Nil
b	Tenure	Not Applicable
c	Whether same is self-liquidating	Not Applicable

The said transaction, being a material RPT, requires prior approval of the Members of the Company in accordance with Regulation 23 of the Listing Regulations.

Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) are a party to the aforesaid transactions or not), shall not vote to approve this Resolution.

Except Shri M.B. Parekh, Shri A.B. Parekh and Shri Kavinder Singh Directors of the Company who are also Directors in PIL and Shri N. K. Parekh whose relative is a Director in PIL, none of the other Directors or Key Managerial Personnel of the Company and their relatives are interested or concerned in this Resolution. The extent of shareholding of Shri M.B. Parekh, Shri A.B. Parekh, Shri N. K. Parekh and



Shri Kavinder Singh in the equity share capital of PIL as on 31<sup>st</sup> March, 2026 are 10.99%, 9.09%, 10.62% and 0.00% respectively.

The Board recommends the Ordinary Resolution for approval by the Members.

**ITEM NO. 5**

**Re-appointment of Shri M. B. Parekh (DIN: 00180955) as the Managing Director of the Company**

The present term of Shri M.B. Parekh (DIN:00180955) as the Managing Director is valid upto 31<sup>st</sup> March, 2027. On recommendation of the Nomination & Remuneration Committee, the Board of Directors at their meeting held on 24<sup>th</sup> April, 2026 have re-appointed him, subject to approval of members, as Managing Director of the Company for a further period of 5 years with effect from 1<sup>st</sup> April, 2027.

Shri M.B. Parekh is a qualified Chemical Engineer [B. Chem Engg. (Bom), M.S. Chem. Engg. (U.S.A.)] and has vast experience in the industry. He has been associated with the Company since its inception and is instrumental in its progress. Considering his rich experience of over 55 years in the areas of leadership and governance, business and senior management, risk management finance and accounts, legal and regulatory framework, it would be in the interest of the Company to continue to avail the services of Shri M.B. Parekh as Managing Director, who is above 70 years of age.

A brief profile of Shri M.B. Parekh as stipulated under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given separately in this Notice and forms part of this Explanatory Statement.

Shri M.B. Parekh is also Whole Time Director designated as Executive Chairman of M/s. Pidilite Industries Ltd. (Pidilite) drawing remuneration from Pidilite and shall continue to hold the position of Whole Time Director of Pidilite and Managing Director of the Company.

Subject to the limits prescribed in Section I and Section V of Part II of Schedule V of the Companies Act, 2013 (The Act), the Managing Director shall be paid the following remuneration effective from 1<sup>st</sup> April, 2027.

**Remuneration:**

At present, it is proposed not to pay any salary/perquisites to the Managing Director, but he will be entitled to receive commission, the amount of which shall be determined by the Board of Directors each year based on the net profits of the Company for the year, subject to the overall ceiling laid down in Section 197 of the Act.

Further, it is provided that based on the overall performance of the Company, in future the Board of Directors may decide to pay Salary/Perquisites to the Managing Director within the overall ceiling of Section I Part II of Schedule V of the Act.

Shri M.B. Parekh is a fit and proper person for the post of Managing Director. His re-appointment and payment of remuneration have been approved by the Nomination & Remuneration Committee at its meeting held on 24<sup>th</sup> April, 2026.

Members' approval by way of Special Resolution is required for the same under Schedule V and other applicable provisions of the Companies Act, 2013. This shall be treated as written Memorandum setting out the terms of appointment of Shri M.B. Parekh u/s 190 of the Act.

Except Shri M.B. Parekh, in respect of whom this resolution pertains and Shri A. B. Parekh none of the other Directors or Key Managerial Personnel and their relatives are concerned or interested (Financially or otherwise) in this resolution.

A special resolution is proposed as per the provisions of Section 196(3) of the Act and the Board recommends the Special Resolution for approval by the Members.

**ITEM NO. 6**

**Approval for payment of commission to Non-Executive Directors (other than the Managing Director/ Whole time Director) of the Company**

Section 197 read with Schedule V of the Companies Act, 2013 (The Act) permits payment of remuneration to the Non-Executive Directors of a company by way of commission not exceeding 1% per annum of the



net profits of the Company, if members of the company approves such payment by passing a Special Resolution.

Considering the experience and expertise brought to bear by the Non-Executive Directors on corporate decisions, it is appropriate that the Non-Executive Directors be compensated adequately for the services rendered by them to the Company.

It is, therefore, proposed to renew the Special Resolution passed earlier on 12<sup>th</sup> August, 2021 for a further period of 5 years from 1<sup>st</sup> April, 2027 for payment of commission not exceeding 1% of the net profits of the Company for each financial year calculated in accordance with the provisions of the Act and subject to further appropriate ceiling/s which shall be paid and distributed amongst the Non-Executive Directors of the Company (other than the Managing Director/Whole time Director) in accordance with the decision of the Board. Such payment of commission will be in addition to the sitting fees paid for attending Board/ Committee meetings. In case of inadequacy of profits or losses in any financial year, It is proposed to pay remuneration to the Non-Executive Directors as per the provisions of Section II of Part II of Schedule V of the Act.

All the Directors of the Company may be deemed to be concerned or interested in the resolution to the extent of the commission that may be received by them or by their relatives. The Board recommends the Special Resolution for approval by the Members.

#### **ITEM NO. 7**

#### **Approval 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**

The Members at the 36<sup>th</sup> Annual General Meeting held on 12<sup>th</sup> August 2022 had appointed Shri P. D. Shah (DIN:00286277) as an Independent Director of the Company for 1<sup>st</sup> term of 5 (Five) consecutive years and he holds office as an Independent Director upto 5<sup>th</sup> October 2026.

Shri P. D. Shah is B.com, LL.B. Solicitor having experience of over 4 decades. He is practicing mainly in commercial, real estate, direct and indirect tax litigations.

Shri P. D. Shah has been associated with the Company since 2021. Considering his expertise and rich experience of over 4 decades in the areas of leadership and governance, business and senior management, finance and accounts, legal and regulatory framework and his valuable contributions to the Company, the Nomination and Remuneration Committee and the Board at their meetings held on 24<sup>th</sup> April 2026 have recommended the re-appointment of Shri P.D. Shah as an Independent Director for a second term of five consecutive years from 6<sup>th</sup> October 2026 to 5<sup>th</sup> October 2031.

The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background, experience and contributions made by him during his tenure, the continued association of Shri P.D. Shah would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Shri P.D. Shah as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (Five) consecutive years commencing from 6<sup>th</sup> October 2026 to 5<sup>th</sup> October 2031.

The Company has received from Shri P. D. Shah (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (ii) intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act (iii) a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. Shri P. D. Shah has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. Further, he has confirmed that he has not been debarred from holding office of a Director by virtue of any Order passed by SEBI or any other such authority and that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or



impact his ability to discharge his duties as an Independent Director of the Company. The Company has received from a member of the Company a notice under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. P. D. Shah as a Director of the Company. Shri P. D. Shah is independent of the management and possesses appropriate skills, experience and knowledge. Brief profile of Shri P. D. Shah as stipulated under Regulation 36(3) of the Listing Regulations is given as an annexure to this Notice.

In the opinion of the Board, Shri P. D. Shah fulfils the conditions for re-appointment as an Independent Director as specified in the Act and the Listing Regulations.

Shri P. D. Shah shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Sections 197 and 198 of the Act. Copy of draft letter of appointment of Shri P. D. Shah setting out the terms and conditions of his re-appointment is available for inspection on the website of the Company at <https://vinylchemicals.com/pdf/agm/misc/vcil-appointment-letter-for-independent-directors.pdf>.

Except Shri P. D. Shah, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested (financially or otherwise) in this resolution.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board recommends this Special Resolution, for approval by the Members.

BY ORDER OF THE BOARD OF DIRECTORS

Place: Mumbai  
Date: 24<sup>th</sup> April, 2026

**AARTI FALORH**  
**COMPANY SECRETARY**  
**FCS:8726**

**Registered Office:**

Regent Chambers, 7<sup>th</sup> Floor,  
Jamnalal Bajaj Marg,  
208, Nariman Point,  
Mumbai 400 021.  
CIN: L24100MH1986PLC039837

**ADDITIONAL INFORMATION ON THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT  
AT THE 40<sup>TH</sup> ANNUAL GENERAL MEETING**

*[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements)  
Regulations, 2015 and Secretarial Standard -2]*

Resolution/ Item No.	3	5	7
Name of the Director	Shri N.K. Parekh	Shri M.B. Parekh	Shri P.D. Shah
Age	88 years	79 years	72 years
Date of first appointment on the Board	15 <sup>th</sup> May, 1986	15 <sup>th</sup> May, 1986	6 <sup>th</sup> October, 2021
Qualification	Chemical Engineer B.Sc., B.SC (Tech), M.S. Chem, Engg. (USA)]	B. Chem. Engg. (Bom), M.S. Chem Engg. (U.S.A).	B.com, LL.B.
Experience (including expertise in specific functional area)/Brief resume	Experience in chemical industry for over 62 years.	Business Experience of over 55 years. Please see Explanatory Statement.	Solicitor having experience of over 4 decades. He is practicing mainly in commercial, real estate, direct and indirect tax litigations. Please see Explanatory Statement.
Terms and Conditions of appointment/re-appointment	Re-appointment as Non-Executive Director, liable to retire by rotation.	Re-appointment as a Managing Director for a further period of five years.	Re-appointment as a Non-executive Independent Director for a second term term of five consecutive years, not liable to retire by rotation.
Remuneration proposed to be paid	As per the Remuneration Policy of the Company.	As per the Remuneration Policy of the Company.	As per the Remuneration Policy of the Company.
Directorship in other public companies (excluding Directorship in Foreign Companies, Private Companies and Section 8 Companies as on 31.03.2026)	Fevicol Company Limited Parekh Marketing Limited Kalva Marketing and Services Limited	Pidilite Industries Limited Kalva Marketing and Services Limited Fevicol Company Ltd.	Concord Enviro Systems Limited
Chairperson/Membership of Statutory Committee(s) of the Board as on 31.03.2026 (excluding Directorship in Foreign Companies, Private Companies and Section 8 Companies)	Nil	<u>Pidilite Industries Limited</u> <u>Committee Memberships:</u> • Audit Committee	<u>Concord Enviro Systems Limited</u> <u>Committee Memberships:</u> • Audit Committee Chairmanship: • Stakeholders Relationship Committee
Names of the Listed entities from which the Director has resigned in past 3 years	Pidilite Industries Ltd. – Date of cessation – 01.04.2024	Excel Industries Ltd. Date of cessation - 13.08.2024	FYNX Capital Limited (Formerly Rajath Finance Limited ) Date of cessation 22.06.2024
Number of shares held in the Company as on 31.03.2026	75,951*	1,24,763@	-
Relationship with other Directors, Manager or Key Managerial Personnel of the Company, if any	None	Shri M. B. Parekh is related to Shri A. B. Parekh, a Director of the Company	None

**Note:**

For other details such as number of meetings of the Board attended during the year, remuneration last drawn, Committee positions in the Company etc., please refer to the Corporate Governance Report, which forms part of the Annual Report of the Company.

\*includes 28,500 shares as Trustee of Jessica Benefit Trust and 32,500 shares as Partner representing J Ben Company.

@ Includes 35,700 shares as Partner representing Triveni Corporation.

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Vinyl Chemicals (India) Ltd.

**BOARD OF DIRECTORS**

Shri M.B. Parekh - Chairman & Managing Director  
 Shri N.K. Parekh  
 Shri A.B. Parekh  
 Shri P.D. Shah  
 Shri L. Viswanathan  
 Smt. Shailashri Bhaskar  
 Shri Kavinder Singh (w.e.f. 02.02.2026)  
 Smt. Gira Sardesai (w.e.f. 02.02.2026)

**COMPANY SECRETARY**

Ms. Aarti Falorh

**CHIEF FINANCIAL OFFICER**

Shri Sayantan Mallick

**STATUTORY AUDITORS**

M/s. Mehul Gada & Associates

**INTERNAL AUDITOR**

M/s. Mahajan & Aibara

**SOLICITORS**

M/s. Wadia Ghandy & Co.

**REGISTERED OFFICE**

Regent Chambers, 7<sup>th</sup> Floor  
 Jamnalal Bajaj Marg  
 208 Nariman Point  
 Mumbai 400 021

**CORPORATE OFFICE**

Ramkrishna Mandir Road  
 Off Mathuradas Vasanji Road  
 Andheri (East)  
 Mumbai 400 059

**BANKERS**

Indian Overseas Bank  
 Union Bank of India  
 ICICI Bank

**REGISTRAR AND TRANSFER AGENTS**

MUFG Intime India Pvt. Ltd.  
 (Formerly Link Intime India Pvt. Ltd.)  
 C-101, 1<sup>st</sup> Floor, 247 Park  
 L.B.S. Marg, Vikhroli (West)  
 Mumbai 400 083

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## DIRECTORS' REPORT

Your Directors present the Fortieth Annual Report and the Audited Financial Statements for the year ended 31<sup>st</sup> March, 2026

### Financial Results:

(₹ in Lakhs)

Particulars	Current Year (2025-2026)	Previous Year (2024-2025)
<b>Profit before Interest, Depreciation and Tax</b>	2238	3054
Less: Interest & Other Finance Costs	8	4
Depreciation	12	10
<b>Profit before Taxation</b>	<b>2218</b>	<b>3040</b>
Less: Provision for Current Taxation	483	824
(Add)/Less: Provision for Deferred Tax	86	(17)
<b>Profit for the year</b>	<b>1649</b>	<b>2233</b>
Less: Other Comprehensive Income	6	6
Total Comprehensive Income	1643	2227
Add: Profit Brought Forward from Previous Year	11255	10266
<b>Profit available for appropriations</b>	<b>12898</b>	<b>12493</b>
<b>Appropriations:</b>		
Dividend on Equity Shares	#1284	@1238
Transfer to General Reserve \$	-	-
<b>Total</b>	<b>1284</b>	<b>1238</b>
<b>Closing balance of Retained Earnings</b>	<b>11614</b>	<b>11255</b>

#relates to Dividend for F.Y. 2024-2025

@relates to Dividend for F.Y. 2023-2024

\$ It is proposed not to transfer any amount to the General Reserve

### Dividend:

Out of Current Year's profit, the Directors recommend payment of a Dividend of ₹ 7 per equity share of Re. 1 (previous year ₹ 7 per equity share) aggregating to ₹ 12,83,59,777 (Previous Year ₹ 12,83,59,777) on 1,83,37,111 equity shares of Re. 1 each. Dividend is subject to approval of members at the ensuing Annual General Meeting and shall be subject to deduction of income tax at source, as applicable.

### Performance:

- a. The Company's current business is in Chemicals which is trading mainly in Vinyl Acetate Monomer.
- b. During the year, the sales turnover from Trading activity was ₹ 63,193 lakhs as against ₹ 59,687 lakhs in the previous year.
- c. During the year, the Company earned Net Profit of ₹ 1,649 lakhs as against ₹ 2,233 lakhs in the previous year.

### Outlook:

The Company expects to perform reasonably well subject to prevailing market conditions and fluctuations in the exchange rate.

### Directors and Key Managerial Personnel:

In accordance with the provisions of the Companies Act 2013 (the 'Act') and Articles of Association of the Company, Shri N.K. Parekh, a Director of the Company, retires by rotation and being eligible, offers himself for re-appointment.

The current term of Shri M.B. Parekh as Managing Director is valid till 31<sup>st</sup> March, 2027. It is proposed to re-appoint him as Managing Director for a further period of 5 years from 1<sup>st</sup> April, 2027, subject to approval of Members at the ensuing Annual General Meeting.

The members have approved appointment of Shri Kavinder Singh as Non-Executive and Non-Independent Director liable to retire by rotation effective from 2<sup>nd</sup> February 2026 by passing ordinary resolution by means of Postal Ballot process on 5<sup>th</sup> March, 2026 as recommended by the Board, and Nomination and Remuneration Committee.

The members have also approved appointment of Smt. Gira Sardesai as Non- Executive Independent Director for a period of 5 consecutive years effective from 2<sup>nd</sup> February 2026 by passing special resolution by means of Postal Ballot process on 5<sup>th</sup> March, 2026 as recommended by the Board and Nomination and Remuneration Committee. In the opinion of the Board, Smt. Gira Sardesai possess requisite expertise, experience and integrity including proficiency.

Subject to approval of members, the Nomination and Remuneration Committee and Board of Directors have recommended the re-appointment of Shri P. D. Shah as an Independent Director of the Company for a second term of five consecutive years from 6<sup>th</sup> October, 2026 upto 5<sup>th</sup> October, 2031 and whose period of office shall not be liable to retire by rotation. Shri P. D. Shah is independent of the management and possess requisite expertise, experience, knowledge and integrity including proficiency.

The Company has received declarations from Shri P.D. Shah that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements), 2015 (Listing Regulations). 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.

None of the Directors of the Company are disqualified for being appointed as Directors as specified under Section 164(2) of the Act read with Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

#### **Declaration from Independent Directors:**

The Company has, inter alia, received declarations from all the Independent Directors confirming that:

- they meet the criteria of independence as prescribed under the provisions of the Act, read with the Rules made thereunder and the Listing Regulations;
- they have complied with the Code for Independent Directors prescribed under Schedule IV to the Act and
- they have registered themselves with the Independent Directors' Database maintained by the Indian Institute of Corporate Affairs.

#### **Annual Return:**

The Annual Return of the Company on 31<sup>st</sup> March, 2026 is available on the website of the Company at [www.vinylchemicals.com](http://www.vinylchemicals.com).

#### **Number of Board Meetings:**

During the year, the Board of Directors met 4 times. The details of Board Meetings are given in the Corporate Governance Report section of this Annual Report.

#### **Particulars of Loans, Guarantees or Investments:**

Particulars of Loans, Guarantees or Investments under Section 186 of the Act are given in the Notes forming part of the Financial Statements for the year ended 31<sup>st</sup> March, 2026.

#### **Related Party Transactions:**

All related party transactions that were entered into during the Financial Year were at an arm's length basis and in the ordinary course of business and were placed before the Audit Committee for approval.

Particulars of arrangements with related parties as referred to in Section 188(1) of the Act for the Financial Year 2025-2026 are given in the prescribed Form AOC-2, which is annexed as Annexure 1.

Disclosure of related party transactions with the promoter(s)/promoter group which individually holds 10% or more shareholding of the Company, as per Indian Accounting Standards, are set out in Note No. 34 of the Financial Statements of the Company.

At the ensuing Annual General Meeting, it is proposed to pass Special Resolution for entering into transactions with Pidilite Industries Limited as required under the provisions Regulation 23(4) of Listing Regulations for approval of members.



The policy on Related Party Transactions as recommended by the Audit Committee and as approved by the Board is uploaded on the Company's website at <https://vinylchemicals.com/pdf/policies/Policy-on-Related-Party-Transaction.pdf>.

**Risk Management:**

The Company has a structured Risk Management Plan. The Risk Management process is designed to safeguard the organization from various risks through adequate and timely actions.

**Corporate Social Responsibility Report and Policy:**

The Annual Report on Corporate Social Responsibility (CSR) activities as required under Section 135 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended, is annexed as Annexure 2.

The CSR Policy of the Company and details of projects can be accessed on the Company's website at <https://vinylchemicals.com/pdf/policies/VCIL-CSR-Policy.pdf>.

**Remuneration Policy:**

The Remuneration Policy of the Company is available on the Company's website <https://vinylchemicals.com/pdf/policies/remuneration-policy.pdf>. The remuneration paid to the Directors is as per the terms laid out in the Remuneration Policy of the Company.

**Committees of the Board:**

The following statutory Committees constituted by the Board function according to their respective roles and defined scope:

- a. Audit Committee
- b. Nomination and Remuneration Committee
- c. Corporate Social Responsibility Committee
- d. Stakeholders Relationship Committee

The details of the composition, terms of reference and number of meetings held during the year of the above Committees are given in the Corporate Governance Report section of this Annual Report.

All recommendations made by the Audit Committee have been accepted by the Board.

**Statutory Auditors:**

There are no qualifications, reservations, adverse remarks or disclaimers made in the Auditors' Report on the Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2026.

During the year under review, the Auditors have not reported any matter under Section 143(12) of the Act.

At the 38<sup>th</sup> Annual General Meeting of the Company, the Members have appointed M/s. Mehul Gada & Associates, (FRN: 156057W), Chartered Accountants, Mumbai as Statutory Auditors of the Company for a term of five consecutive years upto the conclusion of the 43<sup>rd</sup> Annual General Meeting. The Auditors have confirmed that they are not disqualified from continuing as Statutory Auditors of the Company.

**Subsidiaries, Associates and Joint Ventures:**

The Company has no Subsidiaries, Associates and Joint Venture Companies.

**Vigil Mechanism/Whistle Blower Policy:**

The Company has established a Vigil Mechanism and adopted a Whistle Blower Policy for its Directors and employees. The details of the policy are posted on the Company's website at <https://vinylchemicals.com/pdf/policies/vcil-whistle-blower-policy.pdf> For further details, please refer to the Report on Corporate Governance, which forms a part of this Annual Report.

**Secretarial Auditor and Secretarial Audit Report:**

At the 39<sup>th</sup> Annual General Meeting, the Members have appointed M/s. Parikh & Associates, Practicing Company Secretaries (FRN : P1988MH009800) as Secretarial Auditors of the Company for a term of five consecutive years. They have confirmed that they are not disqualified from continuing as Secretarial Auditors of the Company.

The Secretarial Audit Report for the Financial Year 2025-2026 under the Act read with Rules made thereunder and Regulation 24A of the Listing Regulations is set out in Annexure 3. There are no qualifications or adverse remarks in their Report.

**Deposits:**

The Company has not accepted any deposit covered under Chapter V of the Act during the Financial Year 2025-2026.

**Internal Financial Controls:**

Adequate internal financial control system and checks are in place commensurate with the size of the Company and nature of its business.

The Company has appointed Internal Auditors who periodically audit the adequacy and effectiveness of the internal controls laid down by the management and suggest improvements.

**Directors' Responsibility Statement:**

As required under the provisions of Section 134 of the Act, your Directors state that:

- in the preparation of the annual accounts, the applicable Accounting Standards have been followed alongwith proper explanations relating to material departures, if any;
- the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2026 and of the profits of the Company for the year ended on that date;
- the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the Directors have prepared the annual accounts on a going concern basis;
- the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively and
- the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

**Corporate Governance:**

The Company is committed to good corporate governance practices. Report on Corporate Governance in accordance with Regulation 34 read with Schedule V of the Listing Regulations alongwith a certificate from M/s. Parikh & Associates, Practicing Company Secretaries, is given separately in this Annual Report. The requisite certificate for no disqualification of Directors received from M/s. Parikh & Associates, Practicing Company Secretaries, is attached to the Report on Corporate Governance.

**Management Discussion and Analysis Report:**

Management Discussion and Analysis Report for the year under review as stipulated under the Listing Regulations is given in a separate section of this Annual Report. For the sake of brevity, the items covered in this Report are not repeated in the Management Discussion and Analysis Report.

**Particulars of Employees and related Disclosure:**

Disclosure pertaining to remuneration as per Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as Annexure 4.

Details of employees remuneration as required under provisions of Section 197 of the Act and Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any modifications thereof) shall be made available on request by any Shareholder.

**Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo:**

The particulars under Section 134 of the Act read with the Companies (Accounts) Rules, 2014, to the extent applicable to the Company, is annexed as Annexure 5.



**Annual Evaluation by the Board of its own performance, its Committees and Individual Directors:**

The Board of Directors of the Company have carried out evaluation of its own performance, its Committees and individual Directors. The result of the evaluation is satisfactory, adequate and meets with the requirements of the Company. For further details, please refer to the Report on Corporate Governance, which forms a part of this Annual Report.

**Familiarisation Programme:**

The Company has put in place a familiarisation programme for all its Directors including Independent Directors and the same is available on its website at <https://vinylchemicals.com/pdf/policies/familiarisation-programme-01.pdf>.

**General:**

**During the year under review-**

- a) The Company has not issued Sweat Equity Shares and Equity Shares with Differential Voting Rights.
- b) The Company does not have Employees' Stock Option Scheme.
- c) No Significant and Material Orders were passed by the Regulators against the Company.
- d) The Company has complied with the provisions relating to formulation of Prevention of Sexual Harassment Policy and constitution of Internal Complaints Committee under the Sexual Harassment of Women at Work Place (Prevention, Prohibition and Redressal) Act, 2013 and Rules framed thereunder and no complaints were received by the Company during the Financial Year 2025-2026 under the said Act.
- e) There have been no material changes and commitments affecting the financial position of the Company after the end of financial year till the date of this Report.
- f) The Company has complied with the Secretarial Standards issued by Institute of Company Secretaries of India on Meetings of Board of Directors and General Meetings.
- g) The Central Government has not specified maintenance of cost records under Section 148(1) of the Companies Act, 2013 for the Company.
- h) No proceedings are made or pending under the Insolvency and Bankruptcy Code, 2016 and there is no instance of one-time settlement with any Bank or Financial Institution.
- i) There has been no change in the nature of business of the Company.
- j) The provisions relating to Maternity Benefits, Act, 1961 are not applicable to the Company.

**Appreciation:**

The Directors wish to place on record their appreciation of the contribution made by the employees at all levels to the working of the Company. The Directors also wish to place on record their appreciation for the shareholders, customers and banks for their continued support.

FOR AND ON BEHALF OF THE BOARD

Place : Mumbai  
Date : 24<sup>th</sup> April, 2026

**M.B. PAREKH**  
CHAIRMAN & MANAGING DIRECTOR  
DIN:00180955

## ANNEXURE 1

## FORM AOC – 2

*[Pursuant to Clause (h) of Sub-Section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014]*

Form for disclosure of particulars of contracts/arrangements entered by the Company with related parties referred to in Sub-Section (1) of Section 188 of the Act including certain arm's length transaction under third proviso thereto.

**1. Details of contracts or arrangements or transactions not at arm's length basis:**

All contracts/arrangements/transactions entered into during the year ended 31<sup>st</sup> March, 2026 were at arm's length basis.

**2. Details of material contracts or arrangements or transactions at arm's length basis:**

**a. Name(s) of the related party and nature of relationship:**

- i. Pidilite Industries Ltd. (Promoter Company)
- ii. Pidilite Speciality Chemicals Bangladesh Pvt. Ltd. (Subsidiary of the Promoter Company)
- iii. Pidilite Lanka Pvt. Ltd. (Subsidiary of the Promoter Company)

**b. Nature of contracts/arrangements/transactions:**

Sale and supply of goods, products & materials viz. chemicals.

**c. Duration of the contracts/arrangements/transactions:**

On ongoing basis.

**d. Salient terms of the contracts or arrangements or transactions including the value, if any:**

Sale of chemicals viz. Vinyl Acetate Monomer (VAM) on commercial terms as per prevailing market price as applicable to bulk industrial consumers with firm commitment for off-take of materials from time to time. For the Financial Year 2025-2026, the values of sales and related income are as follows:

i. Pidilite Industries Ltd.	-	₹ 56,047.60 lakhs
ii. Pidilite Speciality Chemicals Bangladesh Pvt. Ltd.	-	₹ 163.85 lakhs
iii. Pidilite Lanka Pvt.Ltd.	-	₹ 111.16 lakhs

**e. Date(s) of approval by the Board, if any:**

Not Applicable

**f. Amount paid as advances, if any:**

Not Applicable

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Place : Mumbai  
Date : 24<sup>th</sup> April, 2026

**M.B. PAREKH**  
CHAIRMAN & MANAGING DIRECTOR  
DIN:00180955

**ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES****1. Brief outline on Corporate Social Responsibility (CSR) Policy of the Company:**

The key focus areas of the Company's CSR Policy are to support various bodies in carrying CSR activities in the areas of rural development, education, health care, general semantics etc.

**2. Composition of CSR Committee:**

Sr. No.	Name of Director	Designation/Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Shri N. K. Parekh	Chairman of the Committee Non-Executive Director	2	2
2	Shri M.B. Parekh	Chairman & Managing Director	2	2
3	Shri P. D. Shah	Independent Director	2	1

**3. Web-link(s) where Composition of CSR Committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company:**

<http://www.vinylchemicals.com/policies.php>.

**4. Executive Summary alongwith Web-link(s) of Impact assessment of CSR projects carried out in pursuance of Sub-rule (3) of Rule 8 of Companies (CSR Policy) Rules, 2014, if applicable:**

Not Applicable

**5. (a) Average net profit of the Company as per Sub-Section (5) of Section 135 of the Companies Act, 2013:**

₹ 3326.18 lakhs

**(b) Two percent average net profit of the Company as per Sub-Section (5) of Section 135 of the Companies Act, 2013:**

₹ 66.52 lakhs

**(c) Surplus arising out of the CSR Projects or Programmes or activities of the previous Financial Years:**

Nil

**(d) Amount required to be set off for the Financial Year, if any:**

Nil

**(e) Total CSR obligation for the Financial Year [(b)+(c)-(d)]**

₹ 66.52 lakhs

**6. (a) Amount spent on CSR Projects (both Ongoing Projects and Other than Ongoing Projects)**

₹ 67 lakhs

**(b) Amount spent in Administrative Overheads:**

Nil

**(c) Amount spent on Impact Assessment, if applicable:**

Not Applicable

**(d) Total amount spent for the Financial Year [(a)+(b)+(c)]:**

₹ 67 lakhs

**(e) CSR amount spent or unspent for the Financial Year:**

Total Amount spent for the Financial Year 2025-2026 (₹ in lakhs)	Amount Unspent (₹)				
	Total Amount transferred to Unspent CSR Account as per Sub-section (6) of Section 135		Amount transferred to any fund specified under Schedule VII as per second proviso to Sub-section (5) of Section 135		
	Amount (₹ in lakhs)	Date of transfer	Name of the Fund	Amount (₹ in lakhs)	Date of transfer
67.00	-	-	-	-	-

**(f) Excess amount for set off, if any:**

Sr. No.	Particulars	Amount (₹ in lakhs)
i.	2% of average net profits of the Company as per Sub-section (5) of Section 135	66.52
ii.	Total amount spent for the Financial Year	67.00
iii.	Excess amount spent for the Financial Year [(ii)-(i)]	0.48
iv.	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	-
v.	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	0.48

**7. Details of Unspent CSR amount for the preceding three Financial Years:**

Not Applicable

**8. Whether any capital asset have been created or acquired through CSR amount spent in the Financial Year:**

No

**9. Specify the reason(s) if the company has failed to spend two per cent of the average net profit as per Sub-section (5) of Section 135:**

Not Applicable

**M.B. PAREKH**  
(CHAIRMAN & MANAGING DIRECTOR)  
DIN:00180955

**P.D. SHAH**  
(MEMBER OF THE CSR COMMITTEE)  
DIN: 00286277

Place : Mumbai

Date : 24<sup>th</sup> April, 2026



**FORM No. MR-3**

**SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026**

[(Pursuant to Section 204 (1) of the Companies Act, 2013 and rule No. 9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014)]

To,

**The Members,**

**Vinyl Chemicals (India) Limited**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Vinyl Chemicals (India) Limited (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company, to the extent the information provided by the company, its officers, agents and authorised representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2026 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by the Company for the financial year ended on March 31, 2026 according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made thereunder;
- (ii) The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time; (Not applicable to the Company during the audit period);
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable to the Company during the audit period);
  - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable to the Company during the audit period);
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 and The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents)

Regulations, 2025 regarding the Act and dealing with client; (Not applicable to the Company during the audit period);

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (Not applicable to the Company during the audit period) and

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Company during the audit period).

(vi) As represented by the Company, there are no other laws applicable specifically to the Company.

We have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Board and General Meetings.

(ii) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, standards etc. mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice was given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance other than those held at shorter notice, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the Board Meetings were taken unanimously.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period no events occurred which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

**For Parikh & Associates  
Company Secretaries**

**Sarvari Shah  
Partner**

FCS No: 9697 CP No: 11717

UDIN: F009697H000193617

PR No.: 7327/2025

Place : Mumbai

Date : April 24, 2026

*This Report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.*



**Annexure A**

**To,  
The Members,  
Vinyl Chemicals (India) Limited**

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Parikh & Associates  
Company Secretaries**

**Sarvari Shah  
Partner**

FCS No: 9697 CP No: 11717  
UDIN: F009697H000193617  
PR No.: 7327/2025

Place : Mumbai

Date : April 24, 2026

**ANNEXURE 4****DISCLOSURE U/S 197(12) AND RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

1. Ratio of remuneration of each Director to the median remuneration of the employees of the company for the financial year ended 31<sup>st</sup> March 2026:

Sr. No.	Name of Director	Total Remuneration *(₹ in lakhs)	Ratio of Remuneration of Director to the Median Remuneration
1	Shri M.B. Parekh	70.00	3.1:1
2	Shri N.K. Parekh	4.17	0.2:1
3	Shri A.B. Parekh	4.57	0.2:1
4	Shri P.D. Shah	5.57	0.2:1
5	Shri L. Viswanathan	5.47	0.2:1
6	Smt. Shailashri Bhaskar	5.32	0.2:1
7	Shri Kavinder Singh@	0.32	-
8	Smt. Gira Sardesai@	0.32	-

\*Includes Commission for Financial Year 2025-2026 which will be paid during the Financial Year 2026-2027

@Shri Kavinder Singh and Smt. Gira Sardesai were appointed as Directors w.e.f. 2<sup>nd</sup> February, 2026 and commission shall be payable on pro rata basis.

2. The percentage increase in remuneration of each Director and Key Managerial Personnel in the Financial Year 2025-2026:

Sr. No.	Name of Director/KMP	Remuneration ^ (₹ in lakhs)		Increase/(Decrease) (%)
		2025-2026	2024-2025	
1	Shri M.B. Parekh	70.00	152.00	-53.95
2	Shri N.K. Parekh	4.17	7.25	-42.48
3	Shri A.B. Parekh	4.57	7.40	-38.24
4	Shri P.D. Shah	5.57	8.15	-31.66
5	Shri L. Viswanathan	5.47	8.15	-32.88
6	Smt. Shailashri Bhaskar	5.32	7.58	-29.82
7	Shri Kavinder Singh \$	0.32	-	-
8	Smt. Gira Sardesai %	0.32	-	-
9	Shri Mahendra Gayatonde (CFO)*	-	43.86	-
10	Shri Sayantan Mallick (CFO) #	34.64	13.03	-
11	Ms. Aarti Falorh (CS) @	45.13	18.14	-

^Includes Commission to Directors for Financial Year 2025-2026 which will be paid during the Financial Year 2026-2027.

(\*) Retired as Chief Financial Officer w.e.f. 30<sup>th</sup> October 2024

(#) Appointed as Chief Financial Officer w.e.f. 4<sup>th</sup> November 2024

(@) Appointed as Company Secretary w.e.f. 4<sup>th</sup> November 2024

(\$) Appointed as Non-Executive Non- Independent Director w.e.f. 2<sup>nd</sup> February 2026

(%) Appointed as Non- Executive, Independent Director w.e.f. 2<sup>nd</sup> February 2026

3. Percentage increase in the median remuneration of employees in the Financial Year 2025-2026:

Particulars	Median Remuneration (₹ in lakhs)		Increase (%)
	2025-2026	2024-2025	
Median remuneration of all employees (per annum)	22.52	19.68	14.44



4. The number of permanent employees on the rolls of the Company as on 31<sup>st</sup> March, 2026 were 13.

5. **Average percentage increase already made in the salaries of employees other than Managerial Personnel in the last Financial Year and its comparison with the percentage increase in the Managerial Remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the Managerial Remuneration:**

Particulars	Increase/(Decrease) (%)
Average percentage increase in the salaries of all employees (Other than Managerial Personnel)	5.01
Percentage increase in Managerial Remuneration	(18.23)

6. **Affirmation:**

It is affirmed that the remuneration paid is as per the Remuneration Policy of the Company.

**ANNEXURE 5****CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND  
FOREIGN EXCHANGE EARNINGS AND OUTGO**

During the Financial Year 2025-2026, the Company did not have any manufacturing activity. The Company's current business activity is Trading in Chemicals. Hence, information as applicable to trading activity is only given.

**A. Conservation of Energy** - Not Applicable

**B. Technology Absorption** - Not Applicable

**C. Foreign Exchange Earnings & Outgo:**

Total Foreign Exchange earned and used:

(₹ in lakhs)

Particulars	Financial Year 2025-2026	Financial Year 2024-2025
Foreign Exchange earned	2,326.02	2,899.31
Foreign Exchange used	55,988.43	57,701.50

FOR AND ON BEHALF OF THE BOARD

Place : Mumbai  
Date : 24<sup>th</sup> April, 2026

**M.B. PAREKH**  
CHAIRMAN & MANAGING DIRECTOR  
DIN:00180955



## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Company's current business activity is Trading in Chemicals.

### Industry Structure and Developments:

Large number of companies are active in trading of chemicals. About 15 importers are regularly importing Vinyl Acetate Monomer (VAM) for trading into India.

### Opportunities, Threats, Outlook, Risks and Concerns:

The Company is currently engaged in trading of chemicals, mainly VAM.

The price and demand of various chemicals undergo fluctuations. Similarly, there are fluctuations in the foreign currency rates. Hence, there is an inherent risk in trading activities.

### Segment-wise Performance:

The Company's current business activity has only one primary reportable segment, namely trading in chemicals.

### Internal Control Systems and their Adequacy:

The Company has adequate internal control procedures commensurate with the size and nature of its business. The internal control systems provide for policies, guidelines, authorisations and approval procedures.

The Audit Committee of the Board of Directors periodically reviews the internal audit reports, significant risk area assessment and adequacy of internal controls for ensuring checks and balances. The Company has appointed Internal Auditors who regularly check the adequacy and effectiveness of all internal controls and suggest improvements.

### Financial Performance:

The financial results and performance for the year are elaborated in the Directors' Report.

### Human Resources:

Harmonious relations continued to prevail with the employees. The total number of employees as on 31<sup>st</sup> March, 2026 were 13.

### Changes in Key Financial Ratios:

The details of changes in Key Financial Ratios are as under:

Sr. No.	Ratio	As on 31.03.2026	As on 31.03.2025
1	Debtors Turnover Ratio	5.54	5.66
2	Inventory Turnover Ratio	12.94	6.42
3	Current Ratio	2.27	1.93
4	Operating Profit Margin (%age)*	3.35	5.28
5	Net Profit Margin (%age)*	2.49	5.09
6	Return on Networth (%age)*	12.66	18.35

\* Lower as compared to previous year due to lower other operating revenue.

## INDEPENDENT AUDITORS' REPORT

**To the Members of**

**Vinyl Chemicals (India) Limited**

**Report on the Standalone Ind AS Financial Statements**

### **Opinion**

We have audited the accompanying Standalone Ind AS Financial Statements of **Vinyl Chemicals (India) Limited** ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2026, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in the Equity for the year then ended and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as the "Standalone Ind AS Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Ind AS Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read together with the Companies (Indian Accounting Standard) Rules, 2015, (Ind AS) and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2026, and its Profit, Total Comprehensive Income, its Cash Flows and Changes in the Equity for the year ended on that date.

### **Basis for Opinion**

We have conducted our audit of the Standalone Ind AS Financial Statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the Standalone Ind AS Financial Statements under the provisions of the Act and the Rules made thereunder and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Ind AS Financial Statements.

### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. We have determined that there are no key audit matters to communicate in our report.

### **Information Other than the Standalone Ind AS Financial Statements and Auditor's Report thereon**

The Company's Board of Directors are responsible for the preparation of the other information. The other information comprises of the information included in the Management Discussion and Analysis Report, Directors' Report including Annexures to the Directors' Report, Corporate Governance Report and Information for Shareholders but does not include the Standalone Ind AS Financial Statements and Auditor's Report thereon.

Our opinion on the Standalone Ind AS Financial Statements does not cover the other information and we do not express any form of assurance or conclusions thereon.

In connection with our audit of the Standalone Ind AS Financial Statements, our responsibility is to read the other information and in doing so, consider whether the other information is materially inconsistent with the Standalone Ind AS financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Management's Responsibility for the Standalone Ind AS Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these Standalone Ind AS Financial Statements that give a true and fair view of the financial position, financial performance including Other Comprehensive Income, Cash Flows and Changes in Equity of the Company in accordance with the accounting principles generally accepted in India, including Ind AS. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation



and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of accounting records, relevant to the preparation and presentation of the Standalone Ind AS Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Ind AS Financial Statements, Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless Management either intends to liquidate the Company or to cease operations or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

#### **Auditor's Responsibility for the Audit of Standalone Ind AS Financial statements**

Our objectives are to obtain reasonable assurance about whether the Standalone Ind AS Financial Statements as a whole are free from material misstatement, whether due to fraud or error and to issue an Auditor's Report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone Ind AS Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone Ind AS Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial control system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management and Board of Directors.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our Auditor's Report to the related disclosures in the Standalone Ind AS Financial Statements or if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone Ind AS Financial Statements, including the disclosures and whether the Standalone Ind AS Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone Ind AS financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current financial year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure

about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Government of India in terms of Section 143(11) of the Act, we give in the Annexure "A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of accounts as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of accounts.
  - (d) In our opinion, the aforesaid Standalone Ind AS Financial Statements comply with the Accounting Standards specified under Section 133 of the Act.
  - (e) On the basis of the written representations received from the Directors as on 31<sup>st</sup> March 2026 and taken on record by the Board of Directors, none of the Directors are disqualified as on 31<sup>st</sup> March 2026 from being appointed as a Director in terms of Section 164(2) of the Act.
  - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial control over financial reporting.
  - (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended:
 

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its Directors during the year are in accordance with the provisions of Section 197 of the Act.
  - (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its Standalone Ind AS Financial Statements – Refer Note 32 to the Standalone Ind AS Financial Statements;
    - ii. The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise;
    - iii. There has been no delay in transferring amounts required to be transferred, to the Investor Education and Protection Fund.
    - iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
    - (b) The Management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;



- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11 (e), as provided under (a) and (b) above, contain any material misstatement.
- v. (a) The Dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with section 123 of the Companies Act, 2013.
- (b) The Board of Directors have proposed Dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of Dividend proposed is in accordance with section 123 of the Companies Act.
- vi. Based on our examination on test basis of accounting software used by the company for maintaining its books of account for the financial year ended 31<sup>st</sup> March 2026 we are of the opinion that accounting software has feature of recording audit trail (edit log) facility and same was operated throughout the year in respect of all relevant transactions recorded in software. Further, during our audit we did not come across any instance of audit trail feature being tampered with and the audit trail has been preserved by the Company as per the statutory requirements for the record retention.

**For Mehul Gada & Associates**

Chartered Accountants  
Firm Reg. No. 156057W

**Mehul Gada**

Proprietor  
Membership No. 159997

**UDIN : 26159997PUHHUS3296**

**Place : Mumbai,**

**Date : 24<sup>th</sup> April 2026**

## Annexure “A” to the Independent Auditor’s Report

**(Referred to in Paragraph 1 under the heading of “Report on Other Legal and Regulatory Requirements” of our report of even date)**

- (i) In respect of the Company’s Property, Plant and Equipment and Intangible Assets:
- (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) The Company has a phased program of physical verification of Property, Plant and Equipment so to cover all the assets which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to information and explanations given by the management, the title deeds of immovable properties are held in the name of the Company.
- (d) The Company has not revalued any of its Property, Plant and Equipment and intangible assets during the year.
- (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2026 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- (ii) (a) The physical verification of inventory has been conducted at reasonable intervals by the Management during the year and, in our opinion, the coverage and procedure of such verification by Management is appropriate. The discrepancies noticed on physical verification of inventory as compared to book records were not 10% or more in aggregate for each class of inventory.
- (b) During the year, the Company has been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate from banks or financial institutions on the basis of security of current assets and the quarterly returns or statements filed by the company with such Banks or financial institutions are in agreement with the books of account of the Company.
- (iii) According to the information and explanations given to us, during the year, the Company has neither made any investments in, companies, firms, Limited Liability Partnerships, and nor granted unsecured loans to other parties. Further, the Company has not provided any guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Hence reporting under clause 3(iii), (iii)(a), (iii)(b), (iii)(c), (iii)(d), (iii)(e) and (iii)(f) of the Order are not applicable.
- (iv) According to the information and explanations given to us, the Company has not granted any loans, made investment or provided guarantee, which are covered by the provisions of Sections 185 and 186 of the Companies Act, 2013. Hence, reporting under Clause 3(iv) of the Order is not applicable.
- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, Clause 3(v) of the Order is not applicable.
- (vi) The Cost records prescribed under Section 148(1) of the Act is not applicable to the Company and hence, Clause 3(vi) of the Order is not applicable.
- (vii) (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company has generally been regular in depositing undisputed statutory dues including Goods and Services Tax, Provident Fund, Employees’ State Insurance, Income Tax, Sales Tax, Custom duty, Excise duty, value added tax, cess and other statutory dues as applicable with the appropriate authorities. There were no undisputed amounts payable in respect of Goods and Services Tax, Provident Fund, Employees’ State Insurance, Income tax, Sales Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other statutory dues in arrears as at March 31, 2026 for a period of more than six months from the date they become payable.
- (b) According to information and explanations given to us and the records of the Company examined by us, in our opinion, there were no dues which have not been deposited in respect of statutory dues referred to in sub-clause (a) above on account of any dispute except as mentioned below-



Name of Statute	Nature of Dues	Amount in Rs.	Period to which the amount relates	Forum where dispute is pending
Sales Tax Act	Sales Tax in Various States	6,44,71,632	2005-06 to 2007-08, 2009-10, 2010-11,2017-18	Joint Commissioner (Appeals), Maharashtra Sales Tax Tribunal and JC Appeal, Mumbai

- (viii) There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- (ix) (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c). The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.
- (d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- (x) (a) In our opinion and according to information and explanation given to us, the Company has not raised any moneys by way of initial Public Offer or further public offer (including debt instruments) during the year. Accordingly, Clause 3(x) (a) of the Order is not applicable.
- (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x) (b) of the Order is not applicable.
- (xi) (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year.
- (c) According to information and explanations given to us there were no whistle blower complaints received by the Company during the year.
- (xii) As the Company is not Nidhi Company, the reporting under Clause 3(xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, the Company is in compliance with Sections 177 and 188 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.
- (xiv) (a) In our opinion and according to the information and explanation given to us, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) The reports of the Internal Auditor for the period under audit have been considered by us.
- (xv) In our opinion and according to the information and explanations given to us, during the year, the Company has not entered into any non-cash transactions with its Directors or persons connected with them and hence provisions of Section 192 of the Companies Act, 2013 are not applicable.
- (xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the reporting under Clause 3(xvi)(a) of the Order is not applicable to the Company.

- (b) The Company has not conducted non-banking financial / housing finance activities during the year. Accordingly, the reporting under Clause 3(xvi)(b) of the Order is not applicable to the Company.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, the reporting under Clause 3(xvi)(c) of the Order is not applicable to the Company.
- (d) In our opinion, there is no Core Investment Company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.

(xvii) The Company has not incurred cash loss during the current financial year or in the immediately preceding financial year.

(xviii) There has been no resignation of the Statutory Auditors of the Company during the year.

(xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) (a) There is no unspent amount towards Corporate Social Responsibility (CSR) requiring a transfer to a fund specified in Schedule VII to the Companies Act 2013 in compliance with second proviso to sub-section (5) of Section 135 of the Companies Act 2013. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable.

(b) There is no unspent amount in respect of ongoing projects of CSR under sub-section (5) of Section 135 of the Companies Act 2013 requiring a transfer to a special account in compliance with second proviso to sub-section (6) of Section 135 of the Companies Act 2013. Accordingly, reporting under clause 3(xx)(b) of the Order is not applicable.

**For Mehul Gada & Associates**

Chartered Accountants  
Firm Reg. No. 156057W

**Mehul Gada**

Proprietor  
Membership No. 159997

**UDIN : 26159997PUHHUS3296**

**Place : Mumbai,**

**Date : 24<sup>th</sup> April 2026**



**Annexure “B” to the Independent Auditor’s Report**  
(Referred to in Paragraph 2(f) under the heading of “Report on Other Legal and Regulatory Requirements’ of our report of even date)

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of **Vinyl Chemicals (India) Limited** (“the Company”) as of March 31, 2026 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Management’s Responsibility for Internal Financial Controls**

The Company’s Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial control system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial control system over financial reporting.

**Meaning of Internal Financial Controls over Financial Reporting**

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles and that receipts and expenditures of the Company are being made only in accordance with authorisations of Management and Directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company’s assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper Management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, to the best of information and explanations given to us, the Company has, in all materials respects, an adequate internal financial control system over financial reporting and such financial controls over financial reporting are operating effectively as at March 31, 2026 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Mehul Gada & Associates**

Chartered Accountants

Firm Reg. No. 156057W

**Mehul Gada**

Proprietor

Membership No. 159997

**UDIN : 26159997PUHHUS3296**

**Place : Mumbai,**

**Date : 24<sup>th</sup> April 2026**



**BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2026**

				(₹ In Lakhs)	
				As at 31 <sup>st</sup> March, 2026	As at 31 <sup>st</sup> March, 2025
<b>ASSETS</b>					
<b>1. Non-current assets</b>					
a)	Property, Plant and Equipment	3	75.65		51.96
b)	Intangible assets	4	9.17		13.13
c)	Deferred tax asset (net)	18	-		19.41
d)	Other non-current assets	6	83.49		88.34
e)	Income Tax Asset (net)	5	196.81		-
Total Non-current assets				365.12	172.84
<b>2. Current assets</b>					
a)	Inventories	7	3,255.83		6,326.70
b)	Financial Assets				
i)	Investments	8	5,210.99		6,832.81
ii)	Trade receivables	9	12,341.11		10,478.49
iii)	Cash and cash equivalents	10	228.63		996.81
iv)	Bank balances other than (iii) above	11	763.11		160.03
v)	Other financial assets	12	331.78		0.15
c)	Other current assets	13	836.44		1,249.18
Total Current assets				22,967.89	26,044.17
<b>Total assets</b>				<b>23,333.01</b>	<b>26,217.01</b>
<b>EQUITY AND LIABILITIES</b>					
<b>1. Equity</b>					
<b>Shareholders' funds</b>					
a)	Equity Share Capital	14	183.44		183.44
b)	Other Equity	15	12,842.46		12,483.25
Equity attributable to owners of the Company & Total Equity				13,025.90	12,666.69
<b>LIABILITIES</b>					
<b>2. Non-current liabilities</b>					
a)	Financial Liabilities				
i)	Borrowings	16	49.47		49.47
b)	Provisions	17	84.98		25.45
c)	Deferred tax liabilities (net)	18	64.79		-
Total Non-current liabilities				199.24	74.92
<b>3. Current liabilities</b>					
a)	Financial liabilities				
i)	Trade payables	19			
Total outstanding dues of micro & small enterprises			5.04		1.97
Total outstanding dues of others			9,581.08		12,514.17
ii)	Other financial liabilities	20	494.40		707.47
b)	Other current liabilities	21	10.36		13.32
c)	Provisions	22	16.99		12.93
d)	Current tax liabilities (net)	23	-		225.54
Total Current liabilities				10,107.87	13,475.40
<b>Total Equity and Liabilities</b>				<b>23,333.01</b>	<b>26,217.01</b>
Summary of significant accounting policies					
2					
The accompanying notes are an integral part of the financial statements.					

As per our report of even date  
**For Mehul Gada & Associates**  
Chartered Accountants

Firm Reg. No. 156057W

**Mehul Gada**  
Proprietor  
Mem.No.159997

Mumbai  
Date: 24<sup>th</sup> April, 2026

**For and on behalf of the Board of Directors  
of Vinyl Chemicals (India) Limited**  
CIN L24100MH1986PLC039837

**Aarti Falorh**  
Company Secretary  
FCS: 8726

**Sayantn Mallick**  
Chief Financial Officer  
ACA: 305190

**M.B. Parekh**  
Chairman & Managing Director  
DIN: 00180955

**A.B. Parekh**  
Director  
DIN: 00035317

Mumbai  
Date: 24<sup>th</sup> April, 2026

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2026**

		(₹ In Lakhs)	
		As at 31 <sup>st</sup> March, 2026	As at 31 <sup>st</sup> March, 2025
	<b>Notes</b>		
<b>Income</b>			
Revenue from operations	24	65,243.74	62,525.00
Other income	25	1,119.18	500.59
<b>Total Income</b>		<b>66,362.92</b>	<b>63,025.59</b>
<b>Expenses</b>			
Purchase of traded goods	26	58,940.36	53,478.15
(Increase)/decrease in inventories of traded goods	27	3,070.87	5,285.99
Cost of traded goods sold		62,011.23	58,764.14
Employee benefits expenses	28	650.79	590.73
Finance costs	29	8.07	4.00
Depreciation and amortization	30	11.61	9.99
Other Expenses	31	1,462.95	616.60
<b>Total Expenses</b>		<b>64,144.65</b>	<b>59,985.46</b>
<b>Profit before tax</b>		<b>2,218.27</b>	<b>3,040.13</b>
<b>Tax expense</b>			
Current tax	38	482.43	823.99
Deferred tax	38	86.42	(17.20)
Total tax expenses		568.85	806.79
<b>Profit for the year</b>		<b>1,649.42</b>	<b>2,233.34</b>
<b>Other Comprehensive Income</b>			
<b>Items that will not be reclassified to profit or loss</b>			
Remeasurement of Defined Benefit Plan		(8.83)	(8.67)
Income tax relating to items that will not be reclassified to profit or loss		2.22	2.18
<b>Total Other Comprehensive Loss for the year, net of tax</b>		<b>(6.61)</b>	<b>(6.49)</b>
<b>Total Comprehensive Income for the year</b>		<b>1,642.81</b>	<b>2,226.85</b>
<b>Earnings per share (In ₹)</b>			
Basic		8.99	12.17
Diluted		8.99	12.17

Summary of significant accounting policies 2  
The accompanying notes are an integral part of the financial statements.

As per our report of even date  
**For Mehul Gada & Associates**  
Chartered Accountants

Firm Reg. No. 156057W

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Mem.No.159997

Mumbai  
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**Syantant Mallick**  
Chief Financial Officer  
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**M.B. Parekh**  
Chairman & Managing Director  
DIN: 00180955

**A.B. Parekh**  
Director  
DIN: 00035317

Mumbai  
Date: 24<sup>th</sup> April, 2026



**STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2026**

a. Equity Share Capital:	(₹ in Lakhs) Amount
<b>Balance at 1<sup>st</sup> April, 2024</b>	<b>183.44</b>
Changes in equity share capital during the year	-
<b>Balance at 31<sup>st</sup> March, 2025</b>	<b>183.44</b>
Changes in equity share capital during the year	-
<b>Balance at 31<sup>st</sup> March, 2026</b>	<b>183.44</b>

**b. Other Equity**

(₹ in Lakhs)

	Reserves and Surplus			
	Capital Reserve	General Reserve	Surplus in Statement of Profit and Loss	Total
<b>Balance at 1st April, 2024</b>	<b>54.47</b>	<b>1,173.40</b>	<b>10,266.28</b>	<b>11,494.15</b>
Profit for the year			2,233.34	2,233.34
Other comprehensive income for the year, net of income tax			(6.49)	(6.49)
Transfer to General Reserve			-	-
Payment of dividends			(1,237.75)	(1,237.75)
<b>Balance at 31<sup>st</sup> March, 2025</b>	<b>54.47</b>	<b>1,173.40</b>	<b>11,255.38</b>	<b>12,483.25</b>
Profit for the year			1,649.42	1,649.42
Other comprehensive income for the year, net of income tax			(6.61)	(6.61)
Transfer to General Reserve			-	-
Payment of dividends			(1,283.60)	(1,283.60)
<b>Balance at 31<sup>st</sup> March, 2026</b>	<b>54.47</b>	<b>1,173.40</b>	<b>11,614.59</b>	<b>12,842.46</b>

As per our report of even date  
**For Mehul Gada & Associates**  
 Chartered Accountants  
 Firm Reg. No. 156057W

**Mehul Gada**  
 Proprietor  
 Mem.No.159997

Mumbai  
 Date: 24<sup>th</sup> April, 2026

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 Chairman & Managing Director  
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Mumbai  
 Date: 24<sup>th</sup> April, 2026

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2026**

(₹ In Lakhs)

Notes	As at 31 <sup>st</sup> March, 2026	As at 31 <sup>st</sup> March, 2025
<b>Cash flows from operating activities</b>		
<b>Profit/(loss) for the year after tax</b>	1,649.42	2,233.34
Add: Income tax expense recognised in profit or loss	568.85	806.79
<b>Profit/(loss) before tax</b>	<b>2,218.27</b>	<b>3,040.13</b>
<b>Adjustments for:</b>		
Interest income	(41.81)	(23.34)
Net (gain)/loss on sale of current investments	(494.89)	(307.29)
Net (gain)/loss on financial liabilities designated as at fair value through profit or loss	(582.21)	275.70
Net (gain)/loss on financial assets mandatorily measured at fair value through profit or loss	347.88	(156.08)
(Profit)/ Loss on disposal of Property, Plant and Equipment (net)	4.95	-
Finance costs	8.07	4.00
Remeasurement of defined benefit obligations through OCI (Gross)	(8.83)	(8.67)
Depreciation & amortization of non-current assets	11.61	9.99
	<b>1,463.04</b>	<b>2,834.44</b>
<b>Movements in working capital:</b>		
Decrease/(increase) in inventories	3,070.87	5,655.99
Decrease/(increase) in trade & other receivables	(1,862.64)	146.67
(Increase)/decrease in other assets	(132.73)	(141.55)
Increase/(decrease) in trade payables	(3,277.91)	(5,572.43)
Increase/(decrease) in provisions	63.59	3.20
Increase/(decrease) in other liabilities	(324.00)	3.46
<b>Cash generated from Operations</b>	<b>(999.78)</b>	<b>2,929.78</b>
Interest and other finance expenses	(8.07)	(4.00)
Income taxes paid	(600.00)	(555.00)
<b>Cash Flow before extraordinary items</b>	<b>(1,607.85)</b>	<b>2,370.78</b>
Extraordinary items	-	-
<b>Net Cash from Operating Activities (A)</b>	<b>(1,607.85)</b>	<b>2,370.78</b>

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2026**

(₹ In Lakhs)

	Notes	As at 31 <sup>st</sup> March, 2026	As at 31 <sup>st</sup> March, 2025
<b>Cash flows from investing activities</b>			
Payments for acquisition of Investments		(61,556.37)	-
Proceeds from sale of Investments		63,673.08	(625.31)
Payment for acquisition of Property, Plant & Equipement including CWIP and capital advance		(89.25)	(5.00)
Proceed from Sale of Property, Plant & Equipement		54.00	-
Interest received		41.81	23.34
<b>Net cash flows from/(used in) investing activities (B)</b>		<b>2,123.27</b>	<b>(606.97)</b>
<b>Cash flows from financing activities</b>			
Proceeds from/(Repayment of) borrowing		-	-
Dividend paid (including dividend tax, where applicable) on equity shares		(1,283.60)	(1,237.76)
<b>Net cash flows from/(used in) financing activities (C)</b>		<b>(1,283.60)</b>	<b>(1,237.76)</b>
Net increase/(decrease) in cash and cash equivalents (A+B+C)		(768.18)	526.05
Cash and cash equivalents at the beginning of the year		996.81	470.76
<b>Cash and cash equivalents at the end of the year</b>		<b>228.63</b>	<b>996.81</b>
<b>Components of cash and cash equivalents</b>			
Cash on hand		-	-
Balances with banks - in current accounts		228.63	996.81
<b>Total cash and cash equivalents</b>		<b>228.63</b>	<b>996.81</b>
Summary of significant accounting policies	2		

As per our report of even date  
**For Mehul Gada & Associates**  
Chartered Accountants  
Firm Reg. No. 156057W

**Mehul Gada**  
Proprietor  
Mem.No.159997

Mumbai  
Date: 24<sup>th</sup> April, 2026

**For and on behalf of the Board of Directors  
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**A.B. Parekh**  
Director  
DIN: 00035317

Mumbai  
Date: 24<sup>th</sup> April, 2026

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2026****Note 1****Corporate Information**

The Company was incorporated in 1986 and is dealing in chemicals, mainly Vinyl Acetate Monomer (VAM). The equity shares of the Company are listed on BSE Ltd. (BSE) and National Stock Exchange of India Ltd. (NSE).

The address of its registered office is Regent Chambers, 7th Floor, Jamnalal Bajaj Marg, 208 Nariman Point, Mumbai 400021. The address of principal place of business is Ramkrishna Mandir Road, Off Mathuradas VasANJI Road, Andheri (E), Mumbai 400059.

**Note 2****Significant Accounting Policies****2.1 Basis of accounting & preparation of financial statements**

The financial statements of the Company have been prepared in accordance with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the Companies (Indian Accounting Standards) Amendment Rules, 2016.

The financial statements have been prepared on the historical cost basis except for certain Financial Assets/Liabilities (including derivative instruments) which have been measured at fair values.

**2.2 Property, plant and equipment acquired separately & Depreciation**

Freehold land is stated at cost and not depreciated.

Plant and Equipments and furniture are stated at cost less accumulated depreciation and accumulated impairment losses.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Depreciation is recognised so as to write off the cost of assets (other than freehold land and capital work in progress) less their residual values over their useful lives, using the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

The estimated useful lives are as given below:

Type of asset	Useful Life
Plant & Machinery	15 years
Furniture & Fixtures	10 years
Vehicles	8 years
Office Equipments	5 years

**Impairment of tangible assets**

At the end of each reporting period, the Company reviews the carrying amounts of its assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

Recoverable amount is the higher of fair value less costs of disposal and value in use.

If the recoverable amount of the asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised in profit or loss.

**Impairment of assets acquired separately**

Intangible assets with finite useful lives that are acquired separately, are carried at cost less accumulated amortization and accumulated impairment losses. Amortization is recognized on a straight line basis over their estimated useful lives. The estimated useful lives and amortization method are reviewed at the end of each



reporting period, with effect of any changes in estimate being accounted for on a prospective basis. Estimated useful life of intangible assets is 6 years for computer software.

### **2.3 Inventories**

Inventories are valued at lower of cost and net realisable value. Cost of inventories is determined on FIFO basis. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and estimated costs necessary to make the sale. Obsolete, defective and slow / non-moving stocks are duly provided for.

### **2.4 Provisions (other than employee benefits)**

A provision is recognised when as a result of past event, the Company has a present legal or constructive obligation which can be reliably estimated and it is probable that an outflow of economic benefit will be required to settle the obligation.

Provisions (excluding retirement benefits) are determined based on the best estimate required to settle the obligation at the balance sheet date, taking into account the risks and uncertainties surrounding the obligation. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent liabilities are not recognised but disclosed in the Notes to the Financial Statements.

Contingent assets are not recognised but disclosed in the Notes to the Financial Statements, where an inflow of economic benefits is probable.

### **2.5 Financial instruments**

#### **2.5.1 Initial recognition & measurement**

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

At initial recognition, financial assets and financial liabilities are initially measured at fair value, except for trade receivables and payables which are measured at their transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised in profit or loss.

#### **2.5.2 Subsequent measurement of financial assets**

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Interest income is recognised in profit or loss and is included in the "Other income" line item.

#### **2.5.3 Impairment of financial assets**

For Trade receivables, the Company measures loss allowance at an amount equal to lifetime expected credit losses. The Company computes expected credit loss allowance based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information.

#### **2.5.4 Financial Liabilities**

All financial liabilities (other than derivative financial instruments) are classified as subsequently measured at amortised cost using effective interest method where applicable. Interest expense is included in the " Finance costs" line item.

#### **2.5.5 Derecognition of financial assets and liabilities**

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or when the Company transfers the contractual rights to receive the cash flows of the financial asset in which substantially all the risks and rewards of ownership of the financial asset are transferred, or in which the Company neither transfers nor retains substantially all the risks and rewards of ownership of the financial asset and does not retain control of the financial asset.

The Company derecognises a financial liability (or a part of financial liability) when the contractual obligation is discharged, cancelled or expires.

### 2.5.6 Derivative financial instruments

The Company holds derivative financial instruments such as currency options or foreign exchange forward contracts to hedge its exposure to foreign currency exchange rate risks.

Derivatives are initially recognised at fair value at the date the contracts are entered into. Subsequent to initial recognition, these contracts are measured at fair value and changes are recognised in profit or loss.

### 2.6 Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit / loss before extraordinary items and tax for the period is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments. Cash flows from operating, investing and financing activities of the Company are segregated.

Cash and cash equivalents for the purpose of cash flow statement comprise of cash at bank & cash in hand, as reduced by bank overdrafts (if any).

### 2.7 Employee benefits

Employee benefits include Provident Fund, Superannuation Fund, Employee State Insurance Scheme, Gratuity Fund, Compensated Absences, Anniversary Awards, Premature Death Pension Scheme and Total Disability Pension Scheme.

#### 2.7.1 Defined contribution plans

The Company's contribution to Provident Fund, Superannuation Fund and Employee State Insurance Scheme are considered as defined contribution plans and are charged as an expense based on the amount of contribution required to be made and when services are rendered by the employees.

#### 2.7.2 Defined benefit plans

For Defined Benefit Plans in the form of Gratuity Fund, the cost of providing benefits is determined using the Projected Unit Credit method, with actuarial valuations being carried out at each balance sheet date. Remeasurement, comprising actuarial gains and losses and the return on plan assets (excluding net interest) is reflected immediately in the Balance Sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss. Past service cost is recognised immediately for both vested and the non-vested portion. The retirement benefit obligation recognised in the Balance Sheet represents the present value of the defined benefit obligation, as reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited taking into account the present value of available refunds and reductions in future contributions to the schemes.

#### 2.7.3 Short term and other long term employee benefits

A liability is recognised for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave in the period in which the related service is rendered, at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Company in respect of services provided by employees up to the reporting date.

### 2.8. Taxation

- i. **Current tax:** The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using applicable tax rates that have been enacted or substantively enacted by the end of the reporting period and the provisions of the Income Tax Act, 1961 and other tax laws, as applicable.
- ii. **Deferred tax :**Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.



The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

- iii. **Current & Deferred tax for the year** :Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

### 2.9. Revenue Recognition

Revenue is recognised at a point in time when the performance obligation is satisfied & control of promised goods is transferred to customers, for an amount that reflects the consideration which the Company expects to receive in exchange for those goods.

Revenue is based on the transaction price which is the consideration taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government, except otherwise mentioned. Thus, it excludes Sales Tax/ VAT/Goods and Services Tax (GST). It is measured at transaction price, net of returns, rebates and discounts.

Claims which are not of material nature/insurance claims etc. are accounted for when no significant uncertainties are attached to their eventual receipt. Negotiated price reduction obtained from supplier is accounted for as a part of 'Other operating revenue'.

### 2.10 Foreign currency

At the end of each reporting period, monetary items (including financial assets and liabilities) denominated in foreign currencies are re-translated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not re-translated. Gains or losses arising from these translations are recognised in the Statement of Profit and Loss.

### 2.11 Earnings Per Share

In determining the earnings per share, the Company considers the net profit after tax and post tax effect of any extra-ordinary/exceptional item is shown separately. The number of shares considered in computing basic earnings per share is the number of shares outstanding at the end of the year.

### 2.12 Critical accounting judgements and key sources of estimation of uncertainty

The preparation of the Company's financial statements requires Management i.e. the directors of the Company to make judgements, estimates and assumptions that affect the application of accounting policies, reported amounts of assets, liabilities, income and expenses and accompanying disclosures and the disclosure of contingent liabilities. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

	As at 31 <sup>st</sup> March, 2026	(₹ in Lakhs) As at 31 <sup>st</sup> March, 2025			
<b>Note 3</b>					
<b>Property, plant and equipment and capital work-in-progress (Net Block)</b>					
<b>Carrying amounts of:</b>					
<b>Tangible assets</b>					
Freehold land	18.57	18.57			
<b>Plant &amp; Equipment</b>					
Plant & Equipment	0.33	0.33			
Furniture & Fixtures	0.05	0.08			
Vehicles	56.70	32.98			
	<u>75.65</u>	<u>51.96</u>			
(₹ in Lakhs)					
	Freehold land	Plant & equipment	Furniture & Fixtures	Vehicles	Total
<b>Cost or deemed cost (Gross Block)</b>					
<b>Balance at 31<sup>st</sup> March, 2024</b>	18.57	4.32	0.50	50.57	73.96
Additions	-	-	-	-	-
Disposals/ Adjustments	-	-	-	-	-
<b>Balance at 31<sup>st</sup> March, 2025</b>	18.57	4.32	0.50	50.57	73.96
Additions				63.29	63.29
Disposals/ Adjustments				50.57	50.57
<b>Balance at 31<sup>st</sup> March, 2026</b>	18.57	4.32	0.50	63.29	86.68
<b>Accumulated depreciation and impairment</b>					
<b>Balance at 31<sup>st</sup> March, 2024</b>	-	3.99	0.40	11.58	15.97
Depreciation expense	-	-	0.02	6.01	6.03
Accumulated depreciation on Disposals/ Adjustments				-	-
<b>Balance at 31<sup>st</sup> March, 2025</b>	-	3.99	0.42	17.59	22.00
Depreciation expense	-	-	0.03	7.63	7.66
Accumulated depreciation on Disposals/ Adjustments				18.63	18.63
<b>Balance at 31<sup>st</sup> March, 2026</b>	-	3.99	0.45	6.59	11.03
<b>Carrying amount (Net Block)</b>					
<b>Balance at 31<sup>st</sup> March, 2024</b>	18.57	0.33	0.10	38.99	57.99
Additions	-	-	-	-	-
Disposals/ Adjustments (W.D.V.)	-	-	-	-	-
Depreciation expense	-	-	0.02	6.01	6.03
<b>Balance at 31<sup>st</sup> March, 2025</b>	18.57	0.33	0.08	32.98	51.96
Additions				63.29	63.29
Disposals/ Adjustments (W.D.V.)				31.94	31.94
Depreciation expense			0.03	7.63	7.66
<b>Balance at 31<sup>st</sup> March, 2026</b>	18.57	0.33	0.05	56.70	75.65



	As at 31 <sup>st</sup> March, 2026	(₹ in Lakhs) As at 31 <sup>st</sup> March, 2025
<b>Note 4</b>		
<b>Intangible assets</b>		
<b>Carrying amounts of:</b>		
Computer Software	9.17	13.13
	<u>9.17</u>	<u>13.13</u>
<b>Cost or deemed cost (Gross Block)</b>		<b>Computer Software</b>
<b>Balance at 31<sup>st</sup> March, 2024</b>		<b>25.00</b>
Additions		-
Disposals/ Adjustments		-
<b>Balance at 31<sup>st</sup> March, 2025</b>		<b>25.00</b>
Additions		-
Disposals/ Adjustments		-
<b>Balance at 31<sup>st</sup> March, 2026</b>		<b>25.00</b>
<b>Accumulated depreciation and impairment</b>		
<b>Balance at 31<sup>st</sup> March, 2024</b>		<b>7.91</b>
Depreciation expense		3.96
Accumulated depreciation on Disposals/Adjustments		-
<b>Balance at 31<sup>st</sup> March, 2025</b>		<b>11.87</b>
Depreciation expense		3.96
Accumulated depreciation on Disposals/Adjustments		-
<b>Balance at 31<sup>st</sup> March, 2026</b>		<b>15.83</b>
<b>Carrying amount (Net Block)</b>		
<b>Balance at 31<sup>st</sup> March, 2024</b>		<b>17.09</b>
Additions		-
Disposals/ Adjustments (W.D.V.)		-
Depreciation expense		3.96
<b>Balance at 31<sup>st</sup> March, 2025</b>		<b>13.13</b>
Additions		-
Disposals/ Adjustments (W.D.V.)		-
Depreciation expense		3.96
<b>Balance at 31<sup>st</sup> March, 2026</b>		<b>9.17</b>

	As at 31 <sup>st</sup> March, 2026	(₹ In Lakhs) As at 31 <sup>st</sup> March, 2025
<b>Note 5</b>		
<b>Income Tax Asset (Net)- Non Current</b>		
Advance Payment of Taxes (Net of provisions Rs.485.03 lakhs)	196.81	-
	<b>196.81</b>	<b>-</b>
<b>Note 6</b>		
<b>Other Non-current assets</b>		
<b>Loans &amp; Advances- Non Current</b>		
Unsecured, considered good		
Capital Advance	-	5.00
Loans and Advances to Employees & Others	19.78	19.63
	<b>19.78</b>	<b>24.63</b>
<b>Non-financial Assets - Others - Non-current</b>		
VAT Refund	63.71	63.71
	<b>63.71</b>	<b>63.71</b>
<b>Total other Non-current assets</b>	<b>83.49</b>	<b>88.34</b>
<b>Note 7</b>		
<b>Inventories (At lower of cost and net realizable value)</b>		
Stock in Trade (acquired for trading)	3,255.83	6,326.70
	<b>3,255.83</b>	<b>6,326.70</b>

**Note 8**  
**Financial Assets - Investments - Current**

Investments in Mutual Funds	As at 31 <sup>st</sup> March,2026		As at 31 <sup>st</sup> March,2025	
	Qty.	(₹ In Lakhs)	Qty.	(₹ In Lakhs)
<b>Un-quoted</b>				
<b>Other investments</b>				
ABSL Arbitrage Fund-Growth Fund	-	-	60,09,280	1,689.61
ABSL Money Manager Fund-Growth Fund	-	-	6,31,283	2,321.04
ICICI Overnight Fund- Growth Fund	-	-	54,548	750.55
ICICI Prudential-Money Market-Growth Fund	12,96,203	5,210.99	5,49,984	2,071.61
<b>Total</b>		<b>5,210.99</b>		<b>6,832.81</b>

**Note 9**  
**Financial Assets - Trade Receivables - Current**

	As at 31 <sup>st</sup> March, 2026	(₹ In Lakhs) As at 31 <sup>st</sup> March, 2025
- Unsecured, considered good	12,341.11	10,478.49
- Considered doubtful	-	-
	<b>12,341.11</b>	<b>10,478.49</b>
Less: Provision for doubtful receivables	-	-
	<b>12,341.11</b>	<b>10,478.49</b>

Before accepting any new customer, the Company uses market information & checks financial position to assess the potential customer's credit quality.

The Company has a policy of writing off bad debts on case to case basis since there are no major cases of defaults in the last five years.



**Trade Receivables aging schedule is given below:**

**(A) Particulars (including Group Companies)**

(₹ In Lakhs)

	Outstanding as on 31.03.2026 from due date of payment					Outstanding as on 31.03.2025 from due date of payment								
	Not Due	Less than six months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total	Not Due	Less than six months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	12,177.47	163.64	-	-	-	-	12,341.11	10,361.86	116.63	-	-	-	-	10,478.49
(ii) Undisputed Trade receivables – considered doubtful	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(iii) Disputed Trade receivables – considered good	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(iv) Disputed Trade receivables – considered doubtful	-	-	-	-	-	-	-	-	-	-	-	-	-	-

**(B) Particulars (excluding Group Companies)**

	Outstanding as on 31.03.2026 from due date of payment					Outstanding as on 31.03.2025 from due date of payment								
	Not Due	Less than six months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total	Not Due	Less than six months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	1,493.48	163.64	-	-	-	-	1,657.12	1,189.40	116.63	-	-	-	-	1,306.03
(ii) Undisputed Trade receivables – considered doubtful	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(iii) Disputed Trade receivables – considered good	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(iv) Disputed Trade receivables – considered doubtful	-	-	-	-	-	-	-	-	-	-	-	-	-	-

	As at 31 <sup>st</sup> March, 2026	(₹ In Lakhs) As at 31 <sup>st</sup> March, 2025
<b>Note 10</b>		
<b>Cash and Cash Equivalents</b>		
Cash on Hand	-	-
<b>Balance with banks</b>		
In Current Account (including Remittance In Transit)	<u>228.63</u>	<u>996.81</u>
	<b><u>228.63</u></b>	<b><u>996.81</u></b>
<b>Note 11</b>		
<b>Bank Balances other than Cash and Cash Equivalents</b>		
<b>Other Bank Balances</b>		
In Fixed Deposit Accounts with original maturity of more than 3 months but upto 12 months	600.00	-
<b>Earmarked Account</b>		
In unpaid dividend accounts	<u>163.11</u>	<u>160.03</u>
	<b><u>763.11</u></b>	<b><u>160.03</u></b>
<b>Note 12</b>		
<b>Financial Assets - Others - Current</b>		
<b>Security deposit</b>		
Unsecured, Considered good	0.15	0.15
Derivative asset	<u>331.63</u>	<u>-</u>
	<b><u>331.78</u></b>	<b><u>0.15</u></b>
<b>Note 13</b>		
<b>Non financial Assets - Others - Current</b>		
Prepaid Expenses	18.82	8.87
Advances given to Suppliers/Others	6.98	3.21
Other Assets	<u>810.64</u>	<u>1,237.10</u>
	<b><u>836.44</u></b>	<b><u>1,249.18</u></b>
<b>Note 14</b>		
<b>Share Capital</b>		
<b>Authorised Capital</b>		
3,49,66,001 Equity Shares of ₹ 1 each (3,49,66,001 Equity Shares of ₹ 1 each as at 31 <sup>st</sup> March, 2024)	<u>349.66</u>	<u>349.66</u>
	<b><u>349.66</u></b>	<b><u>349.66</u></b>
<b>Issued Capital</b>		
1,83,43,984 Equity Shares of ₹ 1 each, fully paid-up (1,83,43,984 Equity Shares of ₹ 1 each as at 31 <sup>st</sup> March, 2024)	<u>183.44</u>	<u>183.44</u>
	<b><u>183.44</u></b>	<b><u>183.44</u></b>
<b>Subscribed and Paid up Capital</b>		
1,83,37,111 Equity Shares of ₹ 1 each, fully paid-up (1,83,37,111 Equity Shares of ₹ 1 each as at 31 <sup>st</sup> March, 2025)	<u>183.37</u>	<u>183.37</u>
Add: Amount received on 6,873 forfeited equity shares (6,873 forfeited equity shares as at 31 <sup>st</sup> March, 2025)	<u>0.07</u>	<u>0.07</u>
	<b><u>183.44</u></b>	<b><u>183.44</u></b>



**Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period**

Particulars	Number of Shares	As at 31 <sup>st</sup> March, 2026 (₹ In Lakhs)	Number of Shares	As at 31 <sup>st</sup> March, 2025 (₹ In Lakhs)
Balance	1,83,37,111	183.44	1,83,37,111	183.44

**Terms / Rights attached to equity shares**

The Company has only one class of equity shares having a par value of ₹ 1 per share. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in the proportion of their shareholding.

During the year ended 31<sup>st</sup> March, 2025, the Company had paid Final Dividend of ₹ 6.75 per equity share of ₹ 1 each for the financial year 2023-24.

During the year ended 31<sup>st</sup> March, 2026, the Company had paid Final Dividend of ₹ 7 per equity share of ₹ 1 each for the financial year 2024-25.

On 24th April 2026, the Board of Directors of the Company have proposed a dividend of ₹ 7 per equity share of ₹ 1 each in respect of the year ended 31<sup>st</sup> March 2026 subject to the approval of shareholders at the Annual General Meeting. If approved, the dividend would result in a cash outflow of ₹ 1283.60 Lakhs.

**Details of shareholders holding more than 5% shares in the Company:**

Particulars	As at 31 <sup>st</sup> March,2026		As at 31 <sup>st</sup> March,2025	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Pidilite Industries Ltd.	74,51,540	40.64%	74,51,540	40.64%

**Shareholding of Promoters/Promoter Group is given below:**

**Details of Equity Shares held by Promoters/Promoter Group Members at the end of the Financial Year 2025-26 are given below:**

S. No	Promoter Name	No. of Shares	% of total shares	% Change during the year
1	Mala Madhukar Parekh	1,25,500	0.68	-
2	Madhukar Balvantray Parekh	89,063	0.49	-
3	Madhukar Balvantray Parekh partner representing Triveni Corporation@	35,700	0.19	-
4	Ajay Balvantray Parekh	62,083	0.34	-
5	Ajay Balvantray Parekh partner representing PBS Business Corporation@	32,500	0.18	-
6	Narendrakumar Kalyanji Parekh	14,951	0.08	-
7	Narendrakumar Kalyanji Parekh partner representing J Ben & Company@	32,500	0.18	-
8	Narendrakumar Kalyanji Parekh Trustee of Jessica Benefit Trust @	28,500	0.16	-
9	Bharati Narendrakumar Parekh	42,750	0.23	-
10	Jasna Raoul Thackersey	42,750	0.23	-
11	Ami Ajay Parekh	35,650	0.19	-
12	Apurva Narendrakumar Parekh	28,500	0.15	-
13	Darshana Bimal Mody	21,575	0.12	-
14	Kalpana Apurva Parekh	21,502	0.12	-
15	Rashmikant Himatlal Parekh	1,001	0.01	-
16	Mrudula Sushilkumar Parekh	1	*	-
17	Mrudula Sushilkumar Parekh partner representing Kalva Commercial Company@	14,400	0.08	-
18	Harish Himatlal Parekh	22	*	-
19	Harshada Harvadan Vakil	8,245	0.04	*

S. No	Promoter Name	No. of Shares	% of total shares	% Change during the year
20	Parul Harish Parekh	5,505	0.03	-
21	Panna Deepak Sanghavi	3,545	0.02	-
22	Pidilite Industries Limited	74,51,540	40.64	-
23	Parekh Marketing Limited	4,30,200	2.34	-
24	Kalva Marketing And Services Ltd.	3,93,770	2.14	-
25	Pidichem Pvt Ltd.	1,33,175	0.73	-
26	Ishijas Chemicals Private Limited	64,550	0.35	-
27	Harton Private Limited	47,000	0.26	-
28	The Vacuum Forming Company Pvt Ltd.	40,000	0.22	-
29	Parkem Dyes & Chemicals Pvt Ltd.	38,100	0.21	-
	* Negligible			

@ Due to updation of PAN in Demat, shares have been bifurcated under individual holding and individual representing partnership firm.



	As at 31 <sup>st</sup> March, 2026	(₹ In Lakhs) As at 31 <sup>st</sup> March, 2025
<b>Note 15</b>		
<b>Other Equity</b>		
Capital Reserve	54.47	54.47
General Reserve	1,173.40	1,173.40
Surplus in Statement of Profit and Loss	<u>11,614.59</u>	<u>11,255.38</u>
	<b><u>12,842.46</u></b>	<b><u>12,483.25</u></b>
<b>a. Capital Reserve</b>		
Balance as per last financial statements	<u>54.47</u>	<u>54.47</u>
	<b><u>54.47</u></b>	<b><u>54.47</u></b>
<b>b. General Reserve</b>		
Balance as per last financial statements	<u>1,173.40</u>	<u>1,173.40</u>
<b>Closing Balance</b>	<b><u>1,173.40</u></b>	<b><u>1,173.40</u></b>
<b>c. Surplus in Statement of Profit and Loss</b>		
Balance as per last financial statements	11,255.38	10,266.28
Add: Profit for the year	1,649.42	2,233.34
Less: Equity Dividend of 2024-25 paid in 2025-26 & of 2023-24 paid in 2024-25	(1,283.60)	(1,237.75)
Add/(Less): Other comprehensive income	<u>(6.61)</u>	<u>(6.49)</u>
<b>Closing Balance</b>	<b><u>11,614.59</u></b>	<b><u>11,255.38</u></b>
<b>Note 16</b>		
<b>Financial Liabilities - Borrowings - Non-current</b>		
Deferred sales tax loan (unsecured)	<u>49.47</u>	<u>49.47</u>
	<b><u>49.47</u></b>	<b><u>49.47</u></b>
<b>Note 17</b>		
<b>Provisions - Non Current</b>		
Provision for leave benefits (long term)	35.20	19.90
Provision for gratuity (long term)	<u>49.78</u>	<u>5.55</u>
	<b><u>84.98</u></b>	<b><u>25.45</u></b>
<b>Note 18</b>		
<b>Deferred Tax (Liabilities)/Assets (Net)</b>		
Tax effect of items constituting Deferred Tax Liabilities	(90.45)	(53.32)
Tax effect of items constituting Deferred Tax Assets	<u>25.66</u>	<u>72.73</u>
	<b><u>(64.79)</u></b>	<b><u>19.41</u></b>
<b>Note 19</b>		
<b>Financial Liabilities - Trade Payables - Current</b>		
<b>Trade Payables</b>		
Total outstanding dues of micro enterprises and small enterprises	5.04	1.97
Total outstanding dues of creditors other than micro enterprises and small enterprises	<u>9,581.08</u>	<u>12,514.17</u>
	<b><u>9,586.12</u></b>	<b><u>12,516.14</u></b>

Trade Payables aging schedule is given below:

**(A) Particulars (including Group Companies)**

(₹ In Lakhs)

	Outstanding as on 31.03.2026 from due date of payment					Outstanding as on 31.03.2025 from due date of payment						
	Not Due	Less than 6 months - 6 months	1 - 2 years	2 - 3 years	More than 3 years	Total	Not Due	Less than 6 months - 6 months	1 - 2 years	2 - 3 years	More than 3 years	Total
(i) MSME	5.04	-	-	-	-	5.04	1.97	-	-	-	-	1.97
(ii) Others	9,581.08	-	-	-	-	9,581.08	12,514.17	-	-	-	-	12,514.17
(iii) Disputed Dues - MSME	-	-	-	-	-	-	-	-	-	-	-	-
(iii) Disputed Dues - Others	-	-	-	-	-	-	-	-	-	-	-	-

**(B) Particulars (excluding Group Companies)**

	Outstanding as on 31.03.2026 from due date of payment					Outstanding as on 31.03.2025 from due date of payment						
	Not Due	Less than 6 months - 6 months	1 - 2 years	2 - 3 years	More than 3 years	Total	Not Due	Less than 6 months - 6 months	1 - 2 years	2 - 3 years	More than 3 years	Total
(i) MSME	5.04	-	-	-	-	5.04	1.97	-	-	-	-	1.97
(ii) Others	9,581.08	-	-	-	-	9,581.08	12,514.17	-	-	-	-	12,514.17
(iii) Disputed Dues - MSME	-	-	-	-	-	-	-	-	-	-	-	-
(iii) Disputed Dues - Others	-	-	-	-	-	-	-	-	-	-	-	-



	As at 31 <sup>st</sup> March, 2026	(₹ In Lakhs) As at 31 <sup>st</sup> March, 2025
<b>Note 20</b>		
<b>Financial Liabilities - Others - Current</b>		
Unpaid Dividend	163.11	160.03
Accrued liabilities for expenses	255.25	116.54
Employee related liabilities	76.04	180.31
Derivative Liability	-	250.59
	<u>494.40</u>	<u>707.47</u>
<b>Note 21</b>		
<b>Non financial Liabilities - Others - Current</b>		
Statutory remittances	10.36	13.09
Advances from customers	-	0.23
	<u>10.36</u>	<u>13.32</u>
<b>Note 22</b>		
<b>Provisions-Current</b>		
Provision for gratuity (short term)	-	12.04
Provision for leave benefits (short term)	16.99	0.89
	<u>16.99</u>	<u>12.93</u>
<b>Note 23</b>		
<b>Current Tax Liabilities</b>		
Provision for Tax (net of Advance Tax Rs.598.45 Lakhs)	-	225.54
	<u>-</u>	<u>225.54</u>
<b>Note 24</b>		
<b>Revenue from operations</b>		
<b>Sale of products (traded goods)</b>		
Vinyl Acetate Monomer	63,192.63	59,686.50
<b>Other operating revenue</b>		
Discount received	2,032.89	2,764.60
Insurance claims received	18.22	73.90
	<u>65,243.74</u>	<u>62,525.00</u>
<b>Note 25</b>		
<b>Other income</b>		
Interest income on Deposit	41.81	23.34
Net gain arising on financial assets/liabilities designated as at FVTPL		
-Current Investment	-	156.08
-Derivative Asset/Liabilities	582.21	-
Net gain on sale of current investments	494.89	307.29
Miscellaneous income	0.27	13.88
	<u>1,119.18</u>	<u>500.59</u>
<b>Note 26</b>		
<b>Purchase of traded goods</b>		
Vinyl Acetate Monomer	58,940.36	53,478.15
	<u>58,940.36</u>	<u>53,478.15</u>

	As at 31 <sup>st</sup> March, 2026	(₹ In Lakhs) As at 31 <sup>st</sup> March, 2025
<b>Note 27</b>		
<b>(Increase)/Decrease in inventories of traded goods</b>		
Inventories at the beginning of the year	6,326.70	11,982.69
Less : Inventories at the end of the year	3,255.83	6,326.70
Less : Insurance claim against materials	-	370.00
	<u>3,070.87</u>	<u>5,285.99</u>
<b>Note 28</b>		
<b>Employee benefits expenses</b>		
Salary,wages,allowances, bonus etc.	541.16	563.76
Contribution to provident and other funds	108.01	25.42
Staff welfare expenses	1.62	1.55
	<u>650.79</u>	<u>590.73</u>
<b>Note 29</b>		
<b>Finance costs</b>		
Interest expense	0.09	0.13
Bank charges	7.98	3.87
	<u>8.07</u>	<u>4.00</u>
<b>Note 30</b>		
<b>Depreciation &amp; amortization</b>		
a) on tangible assets	7.65	6.03
b) on intangible assets	3.96	3.96
	<u>11.61</u>	<u>9.99</u>
<b>Note 31</b>		
<b>Other expenses</b>		
Insurance	43.91	18.97
Rent	1.57	0.53
Rates & Taxes	0.10	0.03
Repairs to others	0.36	0.34
Printing and stationery	1.01	0.21
Postage and telephone	0.20	0.29
Travelling and conveyance	4.39	3.93
Motor car expenses	7.73	6.06
Directors' sitting fees	11.75	8.53
Commission to non-executive directors	14.00	30.00
Payments to auditor (refer details below)	8.00	6.80
Exchange loss on foreign currency transaction and translation (net)	1,006.90	102.82
Net loss arising on financial assets/liabilities designated as at FVTPL:		
-Current Investment	179.89	-
-Derivative Asset/Liabilities	-	275.70
Contribution towards Corporate Social Responsibility (CSR)	67.00	78.00
Professional fees	60.97	60.61
Loss on disposal of Property, Plant and Equipment	4.95	-
Miscellaneous expenses	50.22	23.78
	<u>1,462.95</u>	<u>616.60</u>



**Payments to auditor**

**As auditor**

Audit fee	5.00	5.00
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**In other capacity**

For other services-Limited review, certification fees.	3.00	1.80
	<u>8.00</u>	<u>6.80</u>

**Note 32**

**Contingent liabilities not provided for**

Claims against the Company not acknowledged as debts comprise of:

Sales Tax claims disputed by the Company relating to issue of declaration forms, set-off & classification of sales	644.72	644.72
	<u>644.72</u>	<u>644.72</u>

**Note 33**

**Details of dues to micro and small enterprises**

The Company did not have any time during the year, amount due to small and medium enterprises (SME) which is outstanding for more than 45 days. Further, no interest is paid/payable to such SME creditors. The above information has been determined to the extent such parties have been identified on the basis of information available with the Company.

**Note 34**

**Related party disclosure :**

i. Names of related parties and relationship

Pidilite Industries Ltd.	- Promoter Company (holds 40.64 % of equity shares of the Company)
Pidilite Speciality Chemicals Bangladesh Pvt Ltd.	- Subsidiary of Promoter Company
Pidilite Lanka Pvt. Ltd.	- Subsidiary of Promoter Company

ii. Key Managerial Personnel

- Shri M.B.Parekh, Chairman and Managing Director  
 Shri P.C.Patel, President & Company Secretary till 4th November 2024  
 Ms Aarti Falorh, Company Secretary w.e.f 4th November 2024  
 Shri M.S.Gayatonde, Chief Financial Officer till 30th October 2024  
 Shri Sayantan Mallick, Chief Financial Officer w.e.f 4th November 2024

iii. Other Directors-

- Shri N.K.Parekh, Shri A.B. Parekh, Shri L. Viswanathan, Shri P.D.Shah & Smt. Shailashri Bhaskar, Shri Kavinder Singh, Smt. Gira Sardesai

iv. Transactions with related party are as follows:	<b>As at 31<sup>st</sup> March, 2026</b>	<b>(₹ In Lakhs) As at 31<sup>st</sup> March, 2025</b>
a. Sales and related income (excluding tax)		
i) Pidilite Industries Ltd.	56,047.60	55,518.69
ii) Pidilite Speciality Chemicals Bangladesh Pvt Ltd.	163.85	60.81
iii) Pidilite Lanka Pvt. Ltd.	111.16	-
b. Sitting fees to directors	11.75	8.53
c. Commission to directors	14.00	30.00
d. Commission to managing director	70.00	152.00
e. Payment to Chief Financial Officer/Officers	34.64	56.89
f. Payment to Company Secretary	45.13	18.14
g. Outstanding balance :		
<b>Trade Receivables</b>		
i) Pidilite Industries Limited	10,634.80	9,172.45
ii) Pidilite Speciality Chemicals Bangladesh Pvt Ltd.	66.60	-
iii) Pidilite Lanka Pvt. Ltd.	16.15	-

**Trade Payables**

Except 35(iv)(b),( c),(d) & (e),the rest of the above transactions are with Pidilite Industries Ltd. & its subsidiaries.

No amounts have been written off or written back during the year in respect of debts due from or to related parties.

**Note 35****Earnings per share (EPS)**

	<b>As at 31<sup>st</sup> March, 2026</b>	<b>As at 31<sup>st</sup> March, 2025</b>
Computation for both basic and diluted earning per share of ₹ 1 each (previous year ₹ 1/- each):		
a. Profit as per statement of profit & loss available for equity shareholders (₹ In Lakhs)	1,649.42	2,233.34
b. Number of equity shares for basic and diluted earnings per share computation	1,83,37,111	1,83,37,111
c. Basic and diluted earnings per share in ₹	8.99	12.17

**Note 36****Segment information**

The Company's current business activity has only one primary reportable segment, namely trading in chemicals.

**Note 37****Gratuity**

The Company has classified various employee benefits as under :

**A) Defined Contribution Plans**

(a) Provident Fund

(b) Superannuation Fund

The Provident Fund is operated by the Regional Provident Fund Commissioner and the Superannuation Fund is administered by the LIC of India as applicable for all eligible employees. Under the schemes, the Company is required to contribute a specified percentage of payroll cost to the retirement benefit schemes to fund the benefits. These funds are recognised by the Income Tax Authorities.

	<b>(₹ In Lakhs)</b>	
<b>The Company has recognised the following amounts in the Statement of Profit and Loss :</b>	<b>As at 31<sup>st</sup> March, 2026</b>	<b>As at 31<sup>st</sup> March, 2025</b>
(i) Contribution to Provident Fund	17.28	15.91
(ii) Contribution to Employees' Pension Scheme 1995	1.51	1.63
(iii) Contribution to National Pension Scheme	4.00	2.07
<b>TOTAL</b>	<b>22.79</b>	<b>19.61</b>

**B) Defined Benefit Plans**

(a) Gratuity

(b) Compensated Absences

Valuations in respect of above have been carried out by independent actuary, as at the balance sheet date, based on the following assumptions :

	<b>Valuations as at</b>	
	<b>As at 31<sup>st</sup> March, 2026</b>	<b>As at 31<sup>st</sup> March, 2025</b>
(i) Discount Rate (per annum)	7.13%	6.73%
(ii) Rate of increase in Compensation levels (per annum)	6.50%	6.50%
(iii) Expected Rate of Return on Assets	7.13%	6.73%
(iv) Attrition Rate	2.00%	2.00%
(v) Retirement Age	60 years	60 years



- (vi) The expected rate of return on plan assets is determined after considering several applicable factors such as the composition of the plan assets, investment strategy, market scenario, etc.. In order to protect the capital and optimise returns within acceptable risk parameters, the plan assets are well diversified.
- (vii) The discount rate is based on the prevailing market yields of Government of India securities as at the balance sheet date for the estimated term of the obligations.
- (viii) The estimate of future salary increases considered, takes into account the inflation, seniority, promotion, increments and other relevant factors.

	(₹ In Lakhs)	
	<b>Gratuity Funded</b>	
	<b>As at 31<sup>st</sup> March, 2026</b>	<b>As at 31<sup>st</sup> March, 2025</b>
<b>Changes in Present value of Obligation</b>		
(a) Opening Present value of Obligation	80.88	76.64
(b) Interest Cost	7.26	5.52
(c) Current Service Cost	4.62	2.62
(d) Past Service Cost	76.69	-
(d) Liability Transferred In/ Acquisitions	-	1.87
(e) Benefits Paid	-	(14.31)
(f) Actuarial (Gains)/Loss	9.06	8.55
(g) Closing Present value of Obligation	178.51	80.88
<b>Changes in Fair value of Plan Assets</b>		
(a) Opening Fair value of Plan Assets	63.29	58.28
(b) Expected Return on Plan Assets	0.21	(0.13)
(c) Actuarial Gain/(Loss)	-	-
(d) Employer's Contributions	60.97	15.25
(e) Interest income	4.26	4.20
(f) Benefits Paid	-	(14.31)
(g) Closing Fair value of Assets	128.73	63.29
<b>Actual Return on Plan Assets</b>		
(a) Expected Return on Plan Assets	0.21	(0.13)
(b) Actuarial Gains/(Losses) on Plan Assets	-	-
(c) Actual Return on Plan Assets	0.21	(0.13)
<b>Percentage of each category of Plan Assets to total closing fair value</b>		
(a) Administered by Life Insurance Corporation of India	128.73	63.29
<b>Reconciliation of the Present Value of Defined Present Obligations and Fair Value of Assets</b>		
(a) Closing Present value of Funded Obligation	178.51	80.88
(b) Closing Fair value of plan Assets	128.73	63.29
(c) Funded Asset / (Liability) recognised in the Balance Sheet (b-a)	(49.78)	(17.59)
<b>Amounts recognized in the Balance Sheet</b>		
(a) Closing Present value of Obligation	(178.51)	(80.88)
(b) Closing Fair value of Plan Assets	128.73	63.29
(c) Asset / (Liability) recognized in the Balance Sheet (a+b)	(49.78)	(17.59)
<b>Expenses recognized in the Statement of Profit and Loss and OCI</b>		
(a) Service Cost	4.62	2.62
(b) Past Service Cost	76.69	-
(c) Interest Cost	3.00	1.32
(d) Total Expenses recognized in the Statement of Profit and Loss	84.31	3.94
(e) Expected Return on Plan Assets	(0.21)	0.13

(f) Net Actuarial (Gain) / Loss recognised in OCI	9.06	8.55
(g) Total Expenses recognized in Comprehensive Income	8.85	8.67
(h) Total Expenses recognized in Profit & Loss & OCI (c+f)	<b>93.16</b>	<b>12.61</b>

**Sensitivity Analysis**

Defined Benefit Obligation

**Discount Rate**

Discount Rate - 1%	3.97	3.93
Discount Rate + 1%	(3.59)	(3.51)

**Salary Increase Rate**

Rate - 1%	(3.81)	(2.90)
Rate + 1%	3.50	3.23

Actuarial gains and losses in respect of defined benefit plans are recognised in the Financial statements through other comprehensive income.

Through its defined benefit plans the Company is exposed to a number of risks, the most significant of which are detailed below:

**Asset volatility**

The plan liabilities are calculated using a discount rate set with references to government bond yields; if plan assets under perform compared to the government bonds discount rate, this will create or increase a deficit.

As the plans mature, the Company intends to reduce the level of investment risk by investing more in assets that better match the liabilities.

**Changes in bond yields**

A decrease in government bond yields will increase plan liabilities, although this is expected to be partially offset by an increase in the value of the plans' bond holdings.

**Life expectancy**

The majority of the plan's obligations are to provide benefits for the service life of the member, so increases in service life expectancy will result in an increase in the plan's liabilities. This is particularly significant in the Company's defined benefit plans, where inflationary increases result in higher sensitivity to changes in service life expectancy.

**Note 38****Current Tax & Deferred taxation**

	As at 31 <sup>st</sup> March, 2026	(₹ In Lakhs) As at 31 <sup>st</sup> March, 2025
<b>Current Tax</b>		
Current Tax for current year	482.43	823.99
Current Tax for earlier years-write off/(write back)	-	-
	482.43	823.99
<b>Deferred tax liability</b>		
Balance as per last financial statement	19.41	0.03
Due to depreciation on fixed assets	1.06	0.20
Provision for leave encashment	7.90	1.00
Provision for gratuity	8.10	(5.62)
Due to Ind AS adjustments	(101.27)	23.80
Net (debit)/credit to Profit & Loss	(84.20)	19.38
<b>Closing balance</b>	<b>(64.79)</b>	<b>19.41</b>

The above working of deferred tax is based on assessment orders where assessments are completed and on return of income in other cases.

**Note 39**

(₹ In Lakhs)

**Details of Option/Forward Contracts and Unhedged foreign currency exposure**

a. Details of option/forward contracts outstanding as at the balance sheet date

Particulars	Purpose	As at 31 <sup>st</sup> March, 2026	As at 31 <sup>st</sup> March, 2025
US\$ 119,89,843.76 (previous year US\$ 146,66,464.99)	Import of trading goods	11,081.38	12,824.82

b. Details of unhedged foreign currency exposure as at the balance sheet date

Particulars	Purpose	As at 31 <sup>st</sup> March, 2026	As at 31 <sup>st</sup> March, 2025
US\$ NIL (previous year NIL)	Import trade payables	-	-

(₹ In Lakhs)  
As at 31<sup>st</sup>  
March, 2026      As at 31<sup>st</sup>  
March, 2025

**Note 40****Expenditure in foreign currency**

C.I.F. value of traded goods	55,988.43	57,701.50
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**Note 41****Earnings in foreign exchange**

Export of goods on FOB basis	275.01	60.81
Insurance claims received	18.22	73.90
Rebate/Price adjustment received	2,032.89	2,764.60
	<b>2,326.12</b>	<b>2,899.31</b>

**Note 42****Financial Instruments**i. **Capital Management**

The Company manages its capital to ensure that entities in the Company will be able to continue as going concerns while maximising the return to stakeholders through the optimum utilisation of the equity balance.

The capital structure of the Company consists of only equity of the Company. The Company is not subject to any externally imposed capital requirements.

ii. **Categories of financial instruments**

(₹ In Lakhs)  
As at 31<sup>st</sup>  
March, 2026      As at 31<sup>st</sup>  
March, 2025

**Financial assets**

Measured at Fair Value Through Profit or Loss (FVTPL)

(i) Investments in Mutual funds	5,210.99	6,832.81
(ii) Foreign exchange option/forward contracts	331.63	-

Measured at amortised cost

(i) Trade Receivables	12,341.11	10,478.49
(ii) Cash and cash equivalents	228.63	996.81
(iii) Bank balances other than (ii) above	763.11	160.03
(iv) Loans	-	-
(v) Security deposits *	0.15	0.15

<b>Total</b>	<b>18,875.62</b>	<b>18,468.29</b>
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**Financial liabilities**

Measured at Fair Value Through Profit or Loss (FVTPL)

(i) Foreign exchange option/forward contracts - 250.59

Measured at amortised cost

i) Borrowings 49.47 49.47

ii) Trade payables 9,581.08 12,514.17

iii) Other financial liabilities 494.40 707.47

**Total** **10,124.95** **13,521.70**

\* Included in "other current assets"

**iii. Financial risk management objectives**

The Company's Corporate Treasury function provides services to the business, co-ordinates access to domestic and international financial markets, monitors and manages the financial risks relating to the operations of the Company through internal risk reports which analyse exposures by degree and magnitude of risks. These risks include market risk, credit risk and liquidity risk.

The Company seeks to minimise the effects of these risks by using derivative financial instruments to hedge risk exposures. The use of financial derivatives is governed by the Company's policies approved by the board of directors, which provide written principles on foreign exchange risk, credit risk, the use of financial derivatives and non-derivative financial instruments, and the investment of excess liquidity. Compliance with policies and exposure limits is reviewed by the internal auditors on a continuous basis. The Company does not enter into or trade financial instruments, including derivative financial instruments, for speculative purposes.

**iv. Market risk**

The Company's activities expose it primarily to the financial risk of changes in foreign currency exchange rates (see note below). The Company enters into vanilla currency options or forward foreign exchange contracts to manage its exposure to foreign currency risk of imports.

**v. Foreign currency sensitivity analysis**

The Company undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. Exchange rate exposures are managed within approved policy parameters.

The carrying amounts of the Company's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows.

Particulars	Forward contract value in Foreign Currency		Value in INR (Rs. In Lakhs)	
	As at 31 <sup>st</sup> March, 2026	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2026	As at 31 <sup>st</sup> March, 2025
Amounts payable in foreign currency on account of the following:				
USD	1,00,18,298	1,46,66,465	9,199.49	12,824.82
Average Exchange Rate USD Buy (Rs per USD)			91.83	87.44

The Company is mainly exposed to the USD.

The following table details the Company's sensitivity to a 2% increase and decrease in the ₹ against the relevant foreign currency. 2% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 2% change in foreign currency rates.

A negative number below indicates a decrease in profit or equity where the ₹ weakens 2% against USD. For a 2% strengthening of the Rs. against USD, there would be a comparable impact on the profit or equity, and the balances below would be positive.



(₹ In Lakhs)

Particulars	USD impact	
	As at 31 <sup>st</sup> March, 2026	As at 31 <sup>st</sup> March, 2025
Impact on profit or loss for the year	(184.00)	(250.69)

This is mainly attributable to the exposure outstanding on USD payables towards imports.

In Management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk because the exposure at the end of the reporting period does not reflect the exposure during the year.

The line-items in the balance sheet that include the above hedging instruments are "Other financial assets".

The aggregate amount of MTM loss/gain under options/forward foreign exchange contracts recognised in profit or loss for the year, is Gain of ₹ 331.63 Lakhs (Loss of ₹ 250.59 Lakhs in 2024-25).

**vi Credit risk management**

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company.

Trade receivables consist of customers spread across diverse industries and geographical areas.

Apart from Pidilite Industries Ltd., the largest customer of the Company, the Company does not have significant credit risk exposure to any single counterparty.

The credit risk on liquid plus funds and derivative financial instruments is limited because the counterparties are fund houses and banks with high credit-ratings assigned by international credit-rating agencies.

In addition, the Company is exposed to credit risk in relation to guarantees given by banks on behalf of the Company. The Company's maximum exposure in this respect is the maximum amount the Company could have to pay if the guarantee is called on & the bank recovers the amount from the Company.

These financial guarantees have been issued by banks on behalf of the Company, to Sales Tax Department.

**vii Liquidity risk management**

As the Company is engaged in trading of chemicals, it enjoys a higher credit period from its suppliers as compared to the credit period extended to its customers. Consequently, the Company's liquidity position is normally strong thereby substantially reducing the requirement of obtaining external finances.

Ultimate responsibility for liquidity risk management rests with the board of directors, which has established an appropriate liquidity risk management framework for the management of the Company's short-term, medium-term and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities. Note below sets out details of additional undrawn facilities that the Company has at its disposal to further reduce liquidity risk

(₹ In Lakhs)

Financing facilities	As at 31 <sup>st</sup> March, 2026	As at 31 <sup>st</sup> March, 2025
Secured Bank Overdraft / WCDL facility / Term Loan		
- amount used	-	-
- amount unused	900	900
	<b>900</b>	<b>900</b>

**viii Fair value measurements**

Some of the Company's financial assets and financial liabilities are measured at fair value at the end of each reporting period.

This note provides information about how the Company determines fair values of various financial assets and financial liabilities.

Financial assets / financial liabilities	Fair value as at		Fair value	valuation technique(s) and key input(s)
	As at 31 <sup>st</sup> March, 2026	As at 31 <sup>st</sup> March, 2025		
Foreign currency option/ forward contracts	₹ 11081.38 Lakhs (Liability) inclusive of MTM Gain of ₹ 331.63 Lakhs	₹ 12824.82 Lakhs (Liability) net of MTM Loss of ₹ 250.59 Lakhs	Level 2	Mark to market values acquired from banks, with whom the Company contracts.
Investment in Mutual Funds	5,210.99	6,832.81	Level 1	Unquoted bid prices in active market

**Note 43****Taxes****Deferred Tax**i. **2025- 2026**

Deferred tax assets/(liabilities) in relation to:

(₹ In Lakhs)

	Opening Balance	Recognised in Profit or loss	Closing balance
Investments (FVTPL)	(50.93)	45.28	(5.65)
Derivatives (FVTPL)	63.08	(146.54)	(83.46)
Provision for leave encashment	5.23	7.90	13.13
Provision for gratuity	4.42	8.10	12.52
Property, plant and equipment	(2.40)	1.06	(1.34)
<b>Total</b>	<b>19.41</b>	<b>(84.20)</b>	<b>(64.79)</b>

ii. **2024-2025**

Deferred tax assets/(liabilities) in relation to:

(₹ In Lakhs)

	Opening Balance	Recognised in Profit or loss	Closing balance
Investments (FVTPL)	(11.65)	(39.28)	(50.93)
Derivatives (FVTPL)	-	63.08	63.08
Provision for leave encashment	4.23	1.00	5.23
Provision for gratuity	10.04	(5.62)	4.42
Property, plant and equipment	(2.60)	0.20	(2.40)
<b>Total</b>	<b>0.02</b>	<b>19.38</b>	<b>19.41</b>

iii. **Income taxes relating to continuing operations**

Income tax recognised in profit or loss

(₹ In Lakhs)

Particulars	For year ended 31 <sup>st</sup> March, 2026	For year ended 31 <sup>st</sup> March, 2025
<b>Current tax</b>		
In respect of the current year	482.43	823.99
<b>Deferred tax</b>		
In respect of the current year	84.20	(17.20)
<b>Total income tax expense recognised in the current year relating to continuing operations</b>	<b>566.63</b>	<b>806.79</b>



iv. The income tax expense for the year can be reconciled to the accounting profit as follows: (₹ In Lakhs)

Particulars	For year ended 31 <sup>st</sup> March, 2026	For year ended 31 <sup>st</sup> March, 2025
<b>Profit before tax from continuing operations</b>	<b>2,218.27</b>	<b>3,040.13</b>
Income tax expense calculated at 25.17%	558.34	765.20
Effect of expenses that are not deductible in determining taxable profit		
CSR Expenses	16.86	19.63
Effect of lower tax rate	(17.54)	-
Additional provision made during the year	8.97	21.96
<b>Income tax expense recognised in profit or loss (relating to continuing operations)</b>	<b>566.63</b>	<b>806.79</b>

**Note 44**

The ratios as required under Schedule III are given below:

Particulars	As at 31 <sup>st</sup> March, 2026	As at 31 <sup>st</sup> March, 2025	% Change	Reasons for variations above 25%
Current Ratio	2.27	1.93	18%	-
Debt Service Coverage Ratio	25,156.17	23,850.82	5%	-
Return on Equity Ratio	0.13	0.18	(-30%)	Due to lower other operating revenue.
Inventory turnover ratio	12.94	6.42	102%	Higher amount of quantity sales in 2025-26 as compared to 2024-2025 with lower closing inventory.
Trade Receivables turnover ratio	5.54	5.66	(-2%)	
Trade payables turnover ratio	5.61	3.84	46%	Hgher amount of COGS in 2025-2026 as compared to 2024-2025 & Lower trade payables as at 31.03.2026 as against 31.3.2025.
Net capital turnover ratio	4.91	4.75	3%	
Net profit ratio	3.51%	5.09%	(-31%)	Due to lower other operating revenue.
Return on Capital employed	17.20%	24.88%	(-31%)	Due to lower other operating revenue.
Return on investment	6.69%	6.69%	0%	

**Note 45**

Details of expenditure related to Corporate Social Responsibility (CSR) as required under Schedule III is given below:

(₹ In Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2026	As at 31 <sup>st</sup> March, 2025
a) amount required to be spent by the Company during the year	66.52	76.98
b) amount of expenditure incurred	67.00	78.00
c) shortfall at the end of the year	-	-
d) total of previous year's shortfall	-	-
e) reason for shortfall	-	-
f) nature of CSR activities	*	*
g) details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard	N.A.	N.A.

h)where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year should be shown separately.	N.A.	N.A.
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\*In discharge of its CSR obligations, the Company has made contribution of the required amount to Trivenikalyan Foundation, a registered public trust (Implementing Agency) for undertaking projects which are in line with the Company's CSR Policy and Annual Action Plan.

#### **Note 46**

##### **Events after the reporting period**

There was no significant event after the end of the reporting period which requires any adjustment or disclosure in the financial statement other than the proposed dividend of ₹7 per equity share of ₹ 1 each recommended by Board of Directors at its meeting held on 24th April 2026. The proposed dividend amounting to ₹ 1283.60 Lakhs is subject to approval at the ensuing Annual General Meeting of the Company and hence, is not recognised as a liability.

#### **Note 47**

There are no cases of any undisclosed income in the financial statements.

#### **Note 48**

The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
- provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

#### **Note 49**

The Company has not received any funds from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

#### **Note 50**

There are no registrations of any charges or satisfactions pending with Registrar of Companies.

#### **Note 51**

The Company has not traded or invested in crypto currency or virtual currency during the current year and Previous year.

#### **Note 52**

The Company has not entered any transactions in companies that were struck off under the relevant sections of the Companies Act 2013.

#### **Note 53**

The Company has utilized borrowings from Banks for the specific purpose for which it was taken. There are no borrowings from financial institutions. Quarterly returns or statements of current assets filed by the Company with Banks are in agreement with the Books of accounts.

#### **Note 54**

The Company has not given any loans and advance to Promoters, Directors, KMPs or Related parties.

#### **Note 55**

No proceedings have been initiated or pending against the Company for holding any benami property under the Benami Transactions Act, 1988 & the Rules made thereunder.



**Note 56**

The Company is not declared wilful defaulter by any bank or financial institution or other lender.

**Note 57**

These financial statements have been approved by the Board of Directors of the Company in the meeting held on 24th April, 2026.

**Note 58**

In the opinion of the Management, all assets other than Fixed Assets and Non- Current investments have a realisable value in the ordinary course of business, at least equal to the amount at which they are stated in the Balance Sheet.

**Note 59**

On November 21, 2025, the Government of India notified the four Labour Codes - the Code on Wages, 2019, the Industrial Relations Code, 2020, the Code on Social Security, 2020, and the Occupational Safety, Health and Working Conditions Code, 2020 - consolidating 29 existing labour laws. The Ministry of Labour & Employment published draft Central Rules and FAQs to enable assessment of the financial impact due to changes in regulations. The Company has assessed and disclosed the incremental impact of these changes on the basis of information available, consistent with the guidance provided by the Institute of Chartered Accountants of India. The incremental impact consisting of gratuity of Rs.80.01 Lakhs and long-term compensated absences of Rs.16.31 Lakhs primarily arises due to change in wage definition has been considered under Employee Benefit Expenses in the Statement of Profit & Loss account for the quarter and period ended 31.03.2026. The Company continues to monitor the finalisation of Central / State Rules and clarifications from the Government on other aspects of the Labour Code and would provide appropriate accounting effect on the basis of such developments as needed.

**Note 60**

Previous year's figures have been regrouped to make them comparable with those of current year, wherever necessary.

## CORPORATE GOVERNANCE REPORT

In compliance with Regulation 34(3) read with Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company submits the following report:

### 1. Company's Philosophy on Code of Governance:

The Company is committed to adopting good corporate governance practices and has complied in all material respects with the requirements specified in the Listing Regulations. The Company endeavors to ensure that highest standards of ethical and responsible conduct are met.

### 2. Board of Directors:

During the Financial Year 2025-2026, four Board Meetings were held on 5<sup>th</sup> May, 2025, 30<sup>th</sup> July, 2025, 27<sup>th</sup> October, 2025 and 20<sup>th</sup> January, 2026.

The composition of the Board is in conformity with the provisions of the Companies Act, 2013 read with the Rules framed thereunder and Regulation 17 of the Listing Regulations. The Independent Directors constitute 50% of the Board's strength.

The details of composition of the Board, category, attendance of Directors at Board Meetings and at the last Annual General Meeting (AGM), details of other Directorships and Committee positions held in other Listed Companies as on 31<sup>st</sup> March, 2026 are given below:

Sr. No.	Name & Director Identification Number (DIN)	Category	No. of Board Meetings attended	Attendance at last AGM	No. of Directorships held in other companies*	No. of Committee positions held in other companies@		Directorship in other Listed Companies & category of Directorship
						Memberships	Chairmanships	
1	Shri M.B. Parekh (DIN: 00180955)	ED(P)	4	Yes	6	1	-	• Pidilite Industries Ltd. (Executive Chairman)
2	Shri N.K. Parekh (DIN: 00111518)	NED(P)	4	Yes	7	-	-	Nil
3	Shri A.B. Parekh (DIN: 00035317)	NED(P)	3	Yes	12	2	-	• Pidilite Industries Ltd. (Non-Executive Vice Chairman)
4	Shri P.D. Shah (DIN: 00286277)	NED(I)	3	Yes	2	1	-	• Concord Enviro Systems Ltd. (Independent Director)
5	Shri L. Viswanathan (DIN:00193056)	NED(I)	4	Yes	2	1	2	• Indo Count Industries Ltd. (Independent Director) • Solar Industries India Limited (Independent Director)
6	Smt. Shailashri Bhaskar (DIN: 08071081)	NED(I)	4	Yes	-	-	-	Nil
7	Shri Kavinder Singh (DIN: 06994031)	NED(NI)	-	NA	4	-	-	• Pidilite Industries Ltd. (Joint Managing Director)
8	Smt. Gira Sardesai (DIN: 02610502)	NED(I)	-	NA	2	-	1	• Novartis India Limited (Independent Director)

\* Includes Directorships in Private Limited Company, Foreign Company and Company incorporated under Section 8 of Companies Act 2013, if any

@ Includes positions in Audit Committee and Stakeholders Relationship Committee only



ED(P) – Executive Director, Promoter; NED(P) – Non Executive Director, (Promoter); NED N(I) – Non Executive Director, (Non- Independent)

NED (I) – Non Executive Director, (Independent)

Shri M. B. Parekh and Shri A. B. Parekh are related to each other. None of the other Directors are related to each other.

The number of equity shares of face value of Re.1 each of the Company held by Non-Executive Directors as on 31<sup>st</sup> March, 2026 are as follows:

Shri N. K. Parekh - 75,951\*; Shri A. B. Parekh- 94,583@; Shri P.D. Shah – Nil, Shri L. Viswanathan- Nil, Smt. Shailashri Bhaskar-Nil, Shri Kavinder Singh- Nil and Smt. Gira Sardesai- Nil.

\* Includes 28,500 shares as Trustee of Jessica Benefit Trust and 32,500 shares as Partner representing J Ben & Company.

@ Includes 32,500 shares as partner representing PBS Business Corporation.

The familiarisation programme for Independent Directors in terms of the provisions of the Listing Regulations is uploaded on the Company’s website <https://vinylchemicals.com/pdf/policies/familiarisation-programme-01.pdf>.

**Core skills/expertise/competencies identified by the Board of Directors:**

The core skills/expertise/competencies as required in the context of the Company’s business for effective functioning, which are available with the Board, are given below:

Sr. No.	Name of the Director	General Management & Business Leadership	Strategic Thinking & Govern-ance	Experience at Senior Level	Risk Management	Finance & Accounts	Legal & Regulatory Matters
1	Shri M.B. Parekh	✓	✓	✓	✓	✓	✓
2	Shri N.K. Parekh	✓	✓	✓	✓	✓	✓
3	Shri A.B. Parekh	✓	✓	✓	✓	✓	✓
4	Shri P.D. Shah		✓	✓	✓		✓
5	Shri L. Viswanathan		✓	✓	✓	✓	
6	Smt. Shailashri Bhaskar		✓	✓	✓		✓
7	Shri Kavinder Singh	✓	✓	✓	✓	✓	✓
8	Smt. Gira Sardesai		✓	✓	✓	✓	

**3. Independent Directors’ Meeting:**

In accordance with the provisions of Schedule IV (Code for Independent Directors) of the Companies Act, 2013 and Regulation 25(3) of the Listing Regulations, two meetings of the Independent Directors of the Company were held on 19<sup>th</sup> May, 2025 and 16<sup>th</sup> January, 2026.

In the opinion of the Board, the Independent Directors fulfill the conditions specified in the Listing Regulations and are Independent of the management of the Company. The Company has received declarations from Independent Directors that they meet the criteria of Independence laid down under the Companies Act, 2013 and the Listing Regulations. The draft letter of appointment/re-appointment containing the terms and conditions issued to the Independent Directors is uploaded on the Company’s website at <https://vinylchemicals.com/pdf/agg/misc/vcil-appointment-letter-for-independent-directors.pdf>.

**4. Audit Committee:**

The composition of the Committee, its powers and terms of reference are in conformity with the provisions of Section 177 of the Companies Act, 2013 read with the Rules framed thereunder and Regulation 18 of the Listing Regulations. The terms of the Committee, inter alia, includes review of financial statements of the Company and Auditors Report thereon, to recommend appointment, remuneration and terms of appointment of Statutory Auditors and Internal Auditors, review the performance of Statutory Auditors and Internal Auditors, review and approve related party transactions entered into by the Company (including modifications) and evaluation of internal financial controls and risk management systems, review of management discussion and analysis and internal audit

report. The Members of the Audit Committee are financially literate and have experience in financial management. All recommendations made by the Audit Committee were accepted by the Board.

During the Financial Year 2025-2026, four meetings of the Committee were held on 5<sup>th</sup> May, 2025, 30<sup>th</sup> July, 2025, 27<sup>th</sup> October, 2025 and 20<sup>th</sup> January, 2026.

The details of composition of the Committee and attendance of the members at the meetings of the Committee are given below:

Sr. No.	Name of the Member	Designation	Category	No. of Meetings attended
1	Shri L. Viswanathan	Chairman	NED(I)	4
2	Shri M.B. Parekh	Member	ED(P)	4
3	Smt. Shailashri Bhaskar	Member	NED(I)	4

NED(I) - Non-Executive Director, Independent; ED(P) - Executive Director, Promoter

The Company Secretary is the Secretary of the Committee. The Chief Financial Officer, Internal Auditors and Statutory Auditors are also invited to attend the meetings of the Committee.

The Chairman of Audit Committee was present at 39<sup>th</sup> Annual General Meeting of the Company held on 30<sup>th</sup> July, 2025.

#### 5. Nomination & Remuneration Committee:

The constitution of the Committee and its terms of reference are in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 and Part D of Schedule II of the Listing Regulations. The terms of reference of the Committee, inter alia, includes identification of persons who are qualified to become Directors and appointment at Senior Management Level and to recommend to the Board their appointment and removal, evaluate the balance of skills, knowledge and experience required for Independent Directors, specify the manner for evaluation of performance of the Board, its Committees and Individual Directors, recommend to the Board Remuneration Policy and devise a policy on diversity of Board. The Remuneration Policy for Directors, Key Managerial Personnel (KMPs) and all Senior Management Personnel is available on the website of the Company at <https://vinychemicals.com/pdf/policies/remuneration-policy.pdf>.

The Remuneration Policy of the Company is directed towards time commitment and responsibilities of the Directors, desirability of performance-based remuneration and salaries paid by comparable companies. During the Financial Year 2025-2026, two meetings of the Committee were held on 5<sup>th</sup> May, 2025 and 20<sup>th</sup> January, 2026.

The details of composition of the Committee and attendance of the Members at the meetings of the Committee are given below:

Sr. No.	Name of the Member	Designation	Category	No. of Meetings attended
1	Shri L. Viswanathan	Chairman	NED(I)	2
2	Shri N.K. Parekh	Member	NED(P)	2
3	Shri P.D. Shah	Member	NED(I)	1
4	Smt. Shailashri Bhaskar	Member	NED(I)	2

NED(I) – Non- Executive Director, Independent; NED(P) – Non- Executive Director, Promoter

#### Remuneration of Directors:

The Commission payable to Shri M.B. Parekh for the Financial Year 2025-2026 is ₹ 70,00,000/-. The Managing Director is not paid any other performance linked incentives.

Notice period for the Managing Director is as applicable to the senior employees of the Company. No severance fee is payable to the Directors on termination of employment. The Company does not have a scheme for stock options for the Directors or the employees of the Company.

The criteria for performance evaluation cover the areas relevant to the functioning of Independent Directors such as preparation, participation, conduct and effectiveness. The Board evaluation for the Financial Year 2025-2026 was completed and summary of the findings and recommendations were discussed by the Directors.



The details of sitting fees paid for attending the Board/Committee meetings and commission payable to the Non-Executive Directors for the Financial Year ended 31<sup>st</sup> March, 2026 are as follows:

Sr. No.	Name of the Director	Sitting Fees (₹)	Commission Payable (₹)	Total (₹)
1	Shri N.K. Parekh	1,50,000	2,67,000	4,17,000
2	Shri A.B. Parekh	1,90,000	2,67,000	4,57,000
3	Shri P.D. Shah	2,90,000	2,67,000	5,57,000
4	Shri L. Viswanathan	2,80,000	2,67,000	5,47,000
5	Smt. Shailashri Bhaskar	2,65,000	2,67,000	5,32,000
6	Shri Kavinder Singh *	NA	32,000	32,000
7	Smt. Gira Sardesai*	NA	32,000	32,000

\*Shri Kavinder Singh and Smt. Gira Sardesai were appointed with effect from 2<sup>nd</sup> February, 2026.

The Non-Executive Directors did not have pecuniary relationships or transactions vis-a-vis the Company. The Company has not granted any stock options to any of the Non-Executive Directors.

In terms of Special Resolution passed by the Members at the Annual General Meeting held on 12<sup>th</sup> August, 2021, the Company has paid commission to Non-Executive Directors at a rate not exceeding 1% per annum of the net profit of the Company computed in accordance with Section 198 of the Companies Act, 2013 as determined by the Board of Directors based on consideration of time spent in attending Board Meetings, Committee Meetings and advice given to the Company, whenever approached.

#### 6. Stakeholders Relationship Committee:

The composition and role of the Committee are in compliance with the provisions of Section 178 of the Companies Act, 2013 read with Rules framed thereunder and Regulation 20 of the Listing Regulations. During the Financial Year 2025-2026, twelve meetings of the Share Transfer Committee were held and one meeting of the Stakeholders Relationship Committee was held on 16<sup>th</sup> January, 2026, which was attended by all the members of the Committee.

The details of composition of the Committee are as follows:

Sr. No.	Name of the Member	Designation	Category
1	Smt. Shailashri Bhaskar	Chairperson	NED(I)
2	Shri A.B. Parekh	Member	NED(P)
3	Shri P.D. Shah	Member	NED(I)
4	Shri L. Viswanathan	Member	NED(I)

NED(I) – Non- Executive Director, Independent; NED(P) – Non- Executive Director, Promoter

The Committee is empowered to look into redressal of Shareholders'/Investors' grievances such as complaints relating to transfer/transmission of shares, non-receipt of declared dividends and Annual Reports, effective exercise of voting rights by shareholders, service standards of the Company's Registrar and Transfer (R & T) Agents etc.

The Secretarial Department of the Company, under the supervision of Ms. Aarti Falorh, Company Secretary and Compliance Officer as required by Securities & Exchange Board of India (SEBI)/Listing Regulations and M/s. MUFG Intime India Private Limited (formerly Link Intime India Private Limited), the Company's R & T Agents, attend to all shareholders/investors grievances received directly or through SEBI, Stock Exchanges, Ministry of Corporate Affairs and Registrar of Companies, as applicable.

Barring certain cases pending with Courts, mainly relating to disputes over the title to shares in which the Company had been made a party, the Company/R & T Agents have attended to all the shareholders/investor grievances/ correspondence generally within a period of 15 days from the date of receipt. Except where the matter required detailed investigation, coordination with the shareholders due to discrepancies/deficiencies in the documents submitted, requiring submission of additional documents or rectification by shareholders etc.

The total number of letters received from the shareholders were 988 out of which 12 were in the nature of complaints. All the letters have been replied to and out of 209 transfers/demats requests, 2 transfer/demat requests which were pending as on 31<sup>st</sup> March, 2026 have been processed subsequently on 10<sup>th</sup> April, 2026.

As per SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has framed a Code of Conduct for Prevention of Insider Trading. All the Directors and other Designated Persons specified therein are governed by the Code. Ms. Aarti Falorh, Company Secretary, is the Compliance Officer for the purpose of the Code.

#### 7. Corporate Social Responsibility (CSR) Committee:

The composition of the Committee is in compliance with the provisions of Section 135 of the Companies Act, 2013.

During the Financial Year 2025-2026, two meetings of the Committee were held on 5<sup>th</sup> May, 2025 and 27<sup>th</sup> October, 2025.

The details of composition of the Committee and attendance of the Members at the meetings are given below:

Sr. No.	Name of the Member	Designation	Category	No. of Meetings attended
1	Shri N. K. Parekh	Chairman	NED(P)	2
2	Shri M.B. Parekh	Member	ED(P)	2
3	Shri P.D. Shah	Member	NED(I)	1

NED (P) – Non- Executive Director; Promoter, ED (P) - Executive Director, Promoter; NED(I) – Non- Executive Director, Independent

The Company Secretary is the Secretary of the Committee.

Pursuant to its terms of reference, the Committee is empowered, inter alia, to:

- Formulate and recommend to the Board a CSR Policy indicating the activities to be undertaken by the Company.
- Recommend to the Board Annual Action Plan in pursuance of CSR Policy.
- Recommend to the Board the amount of expenditure to be incurred on CSR activities.
- Monitor implementation of the CSR Policy.

The composition of the Committee, details of the projects being undertaken by the Implementing Agency on behalf of the Company and CSR Policy of the Company are uploaded on the Company's website <https://vinylchemicals.com/pdf/policies/VCIL-CSR-Policy.pdf>.

#### 8. General Body Meetings:

The details of location, date and time of the Annual General Meeting (AGM) held during the last three years are given below:

Financial Year	Venue	Date & Time	Details of Special Resolution passed, if any
2024-2025	Through Video Conferencing/ Other Audio Visual Means	30 <sup>th</sup> July, 2025 at 3:30 p.m.	Nil
2023-2024	Through Video Conferencing/ Other Audio Visual Means	8 <sup>th</sup> August, 2024 at 12:00 noon	Re-appointment of Shri N. K. Parekh as a Director.
2022-2023	Through Video Conferencing/ Other Audio Visual Means	8 <sup>th</sup> August, 2023 at 3:00 p.m.	Nil



**Postal Ballot**

During the year 2025-2026 the Company passed the following Ordinary & Special Resolutions by postal ballot:

Description of the Resolution	Particulars of Votes cast						Results declared
	Electronic Voting						
	Votes cast in favour of the resolution		Votes cast against the resolution		Invalid Votes		
	No. of Shares	%age	No. of Shares	%age	No. of Shares	%age	
<b>Special Business</b>							
Ordinary Resolution: Appointment of Shri Kavinder Singh DIN: 06994031) as a Non-Executive and Non-Independent Director of the Company.	93,21,500	99.97	3,043	0.032	-	-	Approved by requisite majority
Special Resolution: Appointment of Ms. Gira Sardesai (DIN: 02610502) as an Independent Director of the Company.	93,21,500	99.97	3,043	0.032	-	-	Approved by requisite majority

The Company successfully completed the process of obtaining approval of shareholders by passing Ordinary and Special Resolutions on the items detailed above vide Postal Ballot the results of which were declared on 5<sup>th</sup> March, 2026.

Shri Mitesh Dhaliwala of M/s. Parikh & Associates, Practicing Company Secretaries, was appointed as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

**Procedure for Postal Ballot:**

In compliance with Regulation 44 of the Listing Regulations, Section 108,110 and other applicable provisions of the Act read with Rules framed thereunder and the General Circulars issued in this regard by the Ministry of Corporate Affairs (“MCA”), the Company provided electronic voting facility to all its Members.

The Company engaged the services of National Securities Depository Limited (“NSDL”) for the purpose of providing e-voting facility to all its Members. The Postal Ballot Notice were sent to Members in electronic form at their email addresses registered with the Depositories/MUFG India Private Limited, the Company’s Registrar and Transfer Agents. The Company also published Notice in the newspapers giving the details of completion of dispatch, e-voting details and other requirements in terms of the Act and Rules framed thereunder and the Secretarial Standard issued by the Institute of Company Secretaries of India. Voting rights were reckoned on the paid-up value of the shares of the Company registered in the names of the shareholders as on the cut-off date.

The Scrutinizer submitted his report to the Chairman or the person authorised by the Chairman, after completion of scrutiny of the votes cast by the Members. The results of the Postal Ballot were announced by the Chairman or the person authorised by the Chairman. The results were also displayed at the Registered Office of the Company, intimated to NSDL and the Stock Exchanges and also displayed, along with the Scrutinizer’s Report on the Company’s website at [www.vinylchemicals.com](http://www.vinylchemicals.com).

There is no immediate proposal of passing any special resolution through postal ballot.

**9. Particulars of Senior Management and changes therein since the close of the previous Financial Year:**

There are no changes during the Financial Year and the details of Senior Management Personnel of the Company are given below:

Sr. No.	Name	Designation
1	Shri A. D. Ubhayakar	President (Corporate Affairs & Special Projects)
2	Ms. Aarti Falorh	Company Secretary & Compliance Officer
3	Shri Sayantan Mallick	Chief Financial Officer

**10. Means of Communication:**

The extracts of quarterly financial results of the Company are normally published in Business Standard (English) and Tarun Bharat (Marathi) newspapers. The results are also displayed on the Company's website at <https://vinylchemicals.com/financials.php>.

The Company makes timely disclosures of necessary information to the Stock Exchanges in terms of Listing Regulations and other SEBI Regulations.

The Annual Report alongwith Audited Financial Statements of the Company are available on the Company's website at [www.vinylchemicals.com](http://www.vinylchemicals.com). The Annual Report with Audited Financial Statements of the Company are also available on the website of the Stock Exchanges.

**11. Information for Shareholders:**

Detailed information in this regard is provided in the "Information for Shareholders" section, appearing in this Annual Report.

**12. Disclosures:**

During the Financial Year 2025-2026:

- The Company has entered into material Related Party Transactions with Pidilite Industries Limited (its Promoter Company). There were no materially significant Related Party Transactions which had potential conflict with the interest of the Company at large. The details of Related Party Transactions are set out in Note No. 34 to Financial Statements which forms part of this Annual Report.
- The Company has complied with all requirements of the Listing Regulations as well as the Regulations/Guidelines of SEBI. Consequently, no penalties were imposed, or strictures were passed against the Company by SEBI, Stock Exchanges or any other Statutory Authority on any matter related to capital markets during the last 3 years.
- The Company has a Vigil Mechanism and Whistle Blower Policy for Directors and employees to report violations of applicable laws and regulations and Code of Conduct. During the year, no employee was denied access to the Chairman of the Audit Committee.
- The Company has paid total fees of ₹ 8,00,000 lakhs to the Statutory Auditors for all the services rendered by them to the Company.
- The Company has complied with all the applicable mandatory requirements of the Listing Regulations.
- There are no instances of non-compliance of any requirement of the Corporate Governance Report as per Sub-Paras (2) to (10) of Schedule V Part C of the Listing Regulations.
- The Company's Policy on Related Party Transactions is uploaded on its website : <https://vinylchemicals.com/pdf/policies/Policy-on-Related-Party-Transaction.pdf>.
- The Company has not given any loans or advances in the nature of loans to firms/ Companies in which the Directors of the Company are interested.
- The Company does not have any Subsidiary.
- The Company has complied with all the requirements of Corporate Governance as specified in Regulation 17 to 27 (wherever applicable) and Clauses (b) to (i) and (t) of Regulation 46(2) and Para C, D and E of Schedule V of the Listing Regulations.
- The Company has not made any preferential allotment or qualified institutional placement of shares.
- No complaints were received under The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.
- There are no instances wherein the Board has not accepted recommendations made by any Committee of the Board.



**13. Compliance of discretionary requirements under Regulation 27 of the Listing Regulations:**

- (a) The Chairman of the Company is an Executive Chairman.
- (b) As the financial results of the Company are published in the newspapers and also uploaded on the website of the Company, the same are not being sent to the Shareholders.
- (c) The Company's financial statements for the Financial Year ended 31<sup>st</sup> March, 2026 does not contain any modified audit opinion.
- (d) Shri M.B. Parekh is the Chairman and Managing Director of the Company.
- (e) The Internal Auditor reports to the Audit Committee of the Company.
- (f) Two meetings of Independent Directors were held during financial year 2025-2026 without presence of Non-Independent Directors.

**14. Information relating to Directors:**

Information relating to Directors seeking re-appointment as required under Regulation 36(3) of the Listing Regulations, is given in the Notice of the 40<sup>th</sup> AGM.

**15. Certificate from Practicing Company Secretary:**

Certificate as required under Part C of Schedule V of Listing Regulations from M/s. Parikh & Associates, Practicing Companies Secretaries that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of the Company by the SEBI/Ministry of Corporate Affairs or any such Statutory Authority was received by the Company which is annexed as Annexure to this Report.

**16. Declaration by the Managing Director under Schedule V(D):**

"Pursuant to Schedule V(D) of the Listing Regulations, I hereby declare that all Board Members and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct of Board of Directors and Senior Management for the year ended 31<sup>st</sup> March, 2026."

**ANNEXURE****CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

*[Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015]*

**To,  
The Members of  
Vinyl Chemicals (India) Limited**

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Vinyl Chemicals (India) Limited** having CIN L24100MH1986PLC039837 and having registered office at Regent Chambers, 7th Floor, 208, Nariman Point, Mumbai 400021 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31<sup>st</sup> March, 2026 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

S. No.	Name of Director	DIN	Date of Appointment in Company*
1	Narendrakumar Kalyanji Parekh	00111518	15.05.1986
2	Madhukar Balvantray Parekh	00180955	15.05.1986
3	Ajay Balvantray Parekh	00035317	28.01.2020
4	Prakash Dharshibhai Shah	00286277	06.10.2021
5	Shailashri Bhaskar	08071081	06.03.2024
6	Viswanathan Lakshmanan	00193056	06.03.2024
7	Kavinder Singh	06994031	02.02.2026
8	Gira Sardesai	02610502	02.02.2026

\*the date of appointment is as per the MCA Portal.

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Parikh & Associates  
Company Secretaries**

**Sarvari Shah  
Partner**

FCS No: 9697 CP No: 11717  
UDIN: F009697H000193529  
PR No.: 7327/2025

Place : Mumbai  
Date : April 24, 2026



**PRACTISING COMPANY SECRETARIES' CERTIFICATE  
ON CORPORATE GOVERNANCE**

To

**The Members of**

**Vinyl Chemicals (India) Limited**

We have examined the compliance of the conditions of Corporate Governance by Vinyl Chemicals (India) Limited ('the Company') for the year ended on March 31, 2026, as stipulated under Regulations 17 to 27, clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and para C, D & E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring compliance with conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, the representations made by the Directors and the management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India, we certify that the Company has generally complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended on March 31, 2026.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Parikh & Associates  
Company Secretaries**

**Sarvari Shah  
Partner**

FCS No: 9697 CP No: 11717

UDIN: F009697H000193529

PR No.: 7327/2025

Place : Mumbai

Date : April 24, 2026

## INFORMATION FOR SHAREHOLDERS

### 1. Annual General Meeting:

- Day, Date & Time** : Friday, 5<sup>th</sup> June, 2026 at 3:30 p.m.
- Venue** : Through Video Conferencing/Other Audio Visual Means, as permitted under Circulars issued by the Ministry of Corporate Affairs

### 2. Financial Year : 1<sup>st</sup> April, 2025 to 31<sup>st</sup> March, 2026

### 3. Record Date : Friday, 22<sup>nd</sup> May, 2026

### 4. Dividend Payment:

Credit for dividend will commence on or after 15<sup>th</sup> June, 2026, subject to the approval of payment of dividend by the shareholders at 40<sup>th</sup> Annual General Meeting of the Company.

### 5. Listing of shares on Stock Exchanges:

The equity shares of the Company are listed on BSE Ltd. (BSE) and National Stock Exchange of India Ltd. (NSE). The Annual Listing fees for the Financial Year 2025-2026 has been paid to BSE & NSE.

#### Stock Codes:

Name of Stock Exchanges	Stock Codes
BSE Limited	524129
National Stock Exchange of India Limited	VINYLINDIA

#### Address of Stock Exchanges:

BSE Limited	National Stock Exchange of India Limited
Phiroze Jeejeeboy Tower Dalal Street Mumbai 400 001	Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051.

### 6. Registrar and Share Transfer Agents:

MUFG Intime India Private Limited  
(formerly Link Intime India Private Limited)  
Unit: Vinyl Chemicals (India) Limited,  
C-101, 1<sup>st</sup> Floor, 247 Park,  
Lal Bahadur Shastri Marg, Vikhroli (West),  
Mumbai 400 083  
Tel: 810 811 8484  
Fax: (022) 6656 8494  
E-mail: investor.helpdesk@in.mpms.mufg.com  
Website: www.in.mpms.mufg.com

### 7. Share Transfer System:

SEBI has mandated that all requests for transfer of shares shall be processed in dematerialised form only. Further, SEBI has vide its Circular No. SEBI/HO/MIRSD\_RTAMB/P/CIR/2022/8 dated 25<sup>th</sup> January, 2022 mandated issue of securities in demat form only while processing various service requests viz. issue of duplicate share certificates, renewal/exchange of share certificates, consolidation of shares, sub-division of share certificates, transmission of shares and transposition. Accordingly, shareholders are required to make service requests in Form ISR-4, the format of which is available on the Company's website at [www.vinylchemicals.com](http://www.vinylchemicals.com) and on the website of MUFG Intime India Private Limited at [www.in.mpms.mufg.com](http://www.in.mpms.mufg.com).



**8. Details of Demat/Unclaimed Suspense Account:**

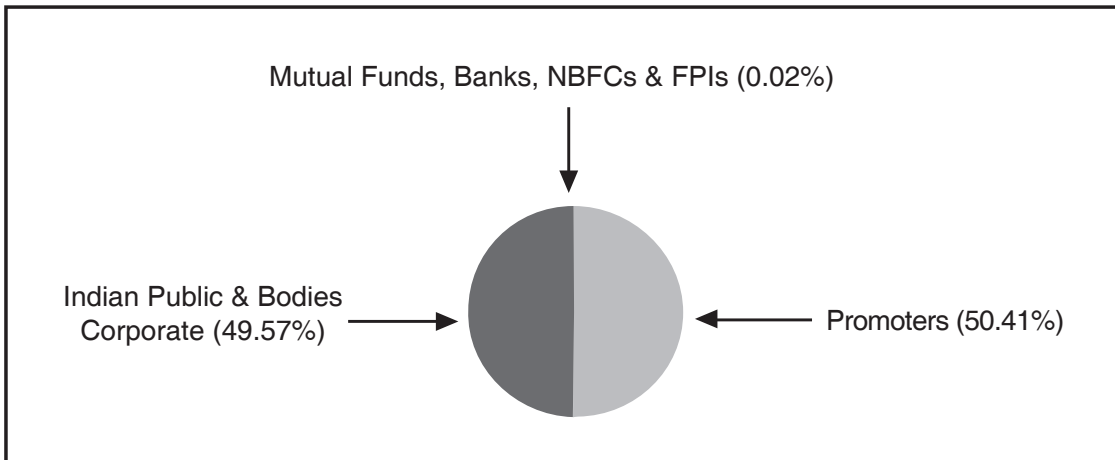
SEBI vide Circular dated 25<sup>th</sup> January, 2022, mandated that the Company/RTA shall verify and process the Investor service requests and thereafter issue a 'Letter of Confirmation (LOC)' in lieu of physical share certificate(s). The LOC shall be valid for a period of one hundred twenty days from the date of issuance within which the Member/Claimant shall make a request to the Depository Participants for dematerialising the said shares. In case, the demat request is not submitted within the aforesaid period, the shares shall be credited to the Company's Suspense Escrow Demat Account.

During the year, the Company has transferred 500 equity shares pertaining to 1 shareholder to its Suspense Escrow Demat Account and 1636 Equity shares are lying in the Company's Suspense Escrow Demat Account as at 31<sup>st</sup> March, 2026. The Member/Claimant can claim back the said shares by submitting the required documents to the Company's R&T Agents as per SEBI Advisory dated 30<sup>th</sup> December, 2022.

**9. Distribution of Shareholding as on 31<sup>st</sup> March, 2026:**

No. of Equity Shares held	No. of Folios	%age	No. of Shares	%age
Upto 5,000	39612	99.64	6827566	37.23
5,001 – 10,000	69	0.17	498502	2.72
10,001 – 20,000	39	0.09	553442	3.02
20,001 – 30,000	14	0.04	340988	1.86
30,001 – 40,000	8	0.02	286025	1.56
40,001 – 50,000	4	0.01	181373	0.99
50,001 – 1,00,000	4	0.01	275696	1.50
1,00,001 and above	6	0.02	9373519	51.12
<b>Total</b>	<b>39756</b>	<b>100</b>	<b>18337111</b>	<b>100</b>
No. of shareholders and shares in physical form	2507	6.31	419076	2.28
No. of beneficial owners and shares in electronic form	37249	93.69	17918035	97.72
<b>Total</b>	<b>39756</b>	<b>100</b>	<b>18337111</b>	<b>100</b>

**10. Shareholding Pattern as on 31<sup>st</sup> March, 2026:**



**11. Dematerialisation of shares & liquidity:**

As on 31<sup>st</sup> March, 2026 1,79,18,035 (97.71%) equity shares of the Company were held in dematerialised form with National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL). The Company's equity shares are required to be compulsorily traded in dematerialised form only. The shares are available for dematerialisation under ISIN INE250B01029. Requests for dematerialisation of shares are processed and

generally confirmed within a period of 15 days of receipt, subject to the documents being valid and complete in all respects. During the year, the shares of the Company were not suspended from trading on stock exchanges.

**12. Employee Stock Option Scheme:**

The Company does not have any Employees Stock Option Scheme.

**13. Outstanding GDRs/ADRs/Warrants/Convertible Instruments:**

The Company has no outstanding GDRs/ADRs/Warrants/Convertible instruments.

**14. Commodity Price Risk/Foreign Exchange Risk/Hedging Activities:**

The Company does not have exposure in the Commodities Market. The Company enters into currency hedging contracts by way of forward cover or zero cost option for import of Vinyl Acetate Monomer (VAM) to overcome the risk of adverse exchange fluctuations.

**15. Plant Locations:** Nil

**16. CEO & CFO Certification:**

In terms of Regulation 17(8) of the Listing Regulations, the Managing Director and Chief Financial Officer of the Company have given a Certificate to the Board of Directors for the Financial Year ended 31<sup>st</sup> March, 2026, which was reviewed by the Audit Committee and taken on record by the Board.

**17. Address for Correspondence:**

**Registered Office:**

Regent Chambers, 7<sup>th</sup> Floor, Jamnalal Bajaj Marg,  
208, Nariman Point, Mumbai 400 021.

Tel: (022) 22822708, (022) 6982 9000

E-mail: [cs.vinylchemicals@pidilite.com](mailto:cs.vinylchemicals@pidilite.com)

Website: [www.vinylchemicals.com](http://www.vinylchemicals.com)

CIN: L24100MH1986PLC039837

**Corporate Office:**

Ramkrishna Mandir Road,  
Off. Mathuradas VasANJI Road,  
Andheri (E), Mumbai – 400 059

Tel No : (022) 28357000/7949

E-mail: [cs.vinylchemicals@pidilite.com](mailto:cs.vinylchemicals@pidilite.com)

Website: [www.vinylchemicals.com](http://www.vinylchemicals.com)

**18. Credit Rating:**

The Company has obtained credit rating from India Ratings and Research Private Limited which has affirmed long term issuer rating of 'IND A+'. There was no revision in the ratings during the Financial Year 2025-2026.

**19. Corporate Secretarial/Investors' Assistance Department:**

The Company's Secretarial Department headed by Ms. Aarti Falorh, Company Secretary, is situated at the Corporate Office of the Company as mentioned above. Investors may contact Ms. Aarti Falorh at the Corporate Office of the Company for any assistance they may need.

**20. Disclosure under Regulation 39 read with Schedule VI of the Listing Regulations:**

There are no equity shares lying in Unclaimed Suspense Account of the Company as on 31<sup>st</sup> March, 2026.

**21. Transfer of Shares to Investor Education and Protection Fund Authority:**

Pursuant to the applicable provisions of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (the Rules), all unpaid or unclaimed dividends



and shares in respect of which dividends are unpaid or unclaimed by the shareholders for seven consecutive years or more have been transferred by the Company to the Investor Education and Protection Fund (IEPF) Authority. However, this requirement is not applicable to shares in respect of which there is an order of any Court, Tribunal or Statutory Authority restraining transfer of shares.

During the Financial Year 2025-2026, the Company has sent notices to the concerned shareholders and also published advertisement in newspapers seeking necessary action from the shareholders in this regard. Subsequently, the Company has transferred unpaid/unclaimed dividend of ₹ 13,59,257 and corresponding 42,873 shares pertaining to the Financial Year 2017-2018 to the IEPF Authority. The Company has uploaded the above details on its website at [www.vinylchemicals.com](http://www.vinylchemicals.com) and also on website of IEPF Authority at [www.iepf.gov.in](http://www.iepf.gov.in). The voting rights on the shares transferred to the IEPF Authority shall remain frozen till the rightful owner claims the shares from the IEPF Authority.

Shareholders whose unpaid/unclaimed dividends and shares have been transferred to IEPF are required to claim the same from the IEPF Authority by submitting an online application in the prescribed Form No. IEPF-5, which is available on the website of Ministry of Corporate Affairs at [www.iepf.gov.in](http://www.iepf.gov.in). The Company has appointed Ms. Aarti Falorh, Company Secretary, as the Nodal Officer in this regard.



