



VINYL CHEMICALS (INDIA) LIMITED

CIN: L24100MH1986PLC039837

Regd. Office: Regent Chambers, 7th Floor, Jamnalal Bajaj Marg,
208, Nariman Point, Mumbai 400 021.

Tel: 22822708/69829000 **Email:** cs.vinylchemicals@pidilite.com

Website: www.vinylchemicals.com

NOTICE OF POSTAL BALLOT AND E-VOTING

Dear Member(s),

NOTICE is hereby given pursuant to Sections 108 and 110 of the Companies Act, 2013 ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") and other applicable provisions of the Act and the Rules framed thereunder, General Circulars No.14/2020 dated April 8, 2020 and No. 17/2020 dated April 13, 2020 read with other relevant circulars including General Circular No. 3/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs ("MCA Circulars") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with relevant SEBI Circulars and Secretarial Standards on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and pursuant to other applicable laws and regulations, including any statutory modifications or re-enactment thereof for the time being in force, the two resolutions appended below are proposed to be passed as Ordinary and Special Resolutions for approval of the Members of Vinyl Chemicals (India) Limited ("the Company") through Postal Ballot by voting through electronic means ("remote e-voting") only.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The communication of assent or dissent of the Members would take place only through the remote e-voting system. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to this Notice to receive this Postal Ballot Notice.

Members' consent is requested for the proposals contained for the Ordinary and Special Resolutions appended below. An Explanatory Statement pursuant to Sections 102 and 110 of the Act setting out all material facts and reasons for the proposed resolutions, along with instructions/procedure for remote e-voting is annexed hereto for your consideration.

SPECIAL BUSINESS:

1. APPOINTMENT OF SHRI KAVINDER SINGH (DIN: 06994031) AS A NON-EXECUTIVE AND NON-INDEPENDENT DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and all other applicable provisions of the Companies Act, 2013 (the 'Act') read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17 and all other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and provisions of Articles of Association of the Company and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, Shri Kavinder Singh (DIN: 06994031), who was appointed as an Additional Director of the Company in terms of Section 161 of the Act and Articles of Association of the Company by the Board of Directors with effect from 2nd February, 2026 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director of the Company is hereby appointed as a Non-Executive and Non-Independent Director of the Company whose period of office shall be liable for determination by retirement of Directors by rotation upon such remuneration as detailed in the explanatory statement hereto and as may be determined by the Board of Directors of the Company from time to time within the overall limits of remuneration under the Act.

RESOLVED FURTHER THAT the Board of Directors and/or 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 and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

2. APPOINTMENT OF MS. GIRA SARDESAI (DIN:02610502) AS AN INDEPENDENT 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 149, 150, 152, read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Rules made thereunder (including any statutory modification(s), or re-enactment thereof for the time being in force), Regulation 17 and all other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) and pursuant to the provisions of Articles of Association of the Company, recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the members be and is hereby accorded for appointment of Ms. Gira Sardesai (DIN: 02610502), who has submitted a declaration that she meets the criteria of 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 is eligible for appointment under the provisions of the Act, Rules made thereunder and the Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing her candidature for the office of a Director, and being eligible, be and is hereby appointed as an Independent Director of the Company with effect from 2nd February, 2026 in terms of Section 161 of the Act, to hold office for a first term of 5 (five) consecutive years commencing from 2nd February, 2026 upto 1st February, 2031 and she shall not be liable to retire by rotation.

“RESOLVED FURTHER THAT in accordance with the declaration of independence received by the Company from Ms. Gira Sardesai she shall be considered as an Independent Director as per Listing Regulations.”

“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 and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution

By order of the Board
For VINYL CHEMICALS (INDIA) LTD.

Sd/-
AARTI FALORH
COMPANY SECRETARY
FCS:8726

Place: Mumbai

Date: 20th January, 2026

Registered Office:

Regent Chambers, 7th Floor,
Jamnalal Bajaj Marg,
208 Nariman Point,
Mumbai -400 021
Tel.: 22822708/69829000
E-mail: cs.vinylchemicals@pidilite.com
Website: www.vinylchemicals.com
CIN: L24100MH1986PLC039837

Notes:

1. Explanatory Statement pursuant to Section 102 read with Section 110 of the Act and Regulation 36(3) of Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, stating all material facts and reasons for the proposals set out under the Postal Ballot Notice is annexed hereto.
2. In compliance with the MCA circulars, this Postal Ballot Notice is being sent only through electronic mode to only those Members whose names appear in the Register of Members/List of Beneficial Owners as on 23rd January, 2026 (**cut-off date**) and whose e-mail addresses are registered with the Company/Depositories. Members whose e-mail addresses are not registered with the Depository Participants/Company are requested to read the instructions given in the Notes.
3. Members may note that this Postal Ballot Notice will also be available on the website of the Company at www.vinylchemicals.com, websites of the Stock Exchanges i.e. BSE Ltd. ("BSE") at www.bseindia.com and National Stock Exchange of India Limited ("NSE") at www.nseindia.com, and on the website of National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com.
4. Pursuant to Rule 22(5) of the Rules, the Company has appointed Shri P.N. Parikh, Practising Company Secretary (Membership No. FCS 327, CP No.1228) or failing him, Shri Mitesh Dhaliwala (Membership No. FCS 8331, CP No. 9511) or failing him, Smt. Sarvari Shah (Membership No. FCS 9697, CP No. 11717) as the scrutinizer ("**Scrutinizer**") for conducting the Postal Ballot and voting by electronic means ("**e-voting**") process in a fair and transparent manner.
5. In compliance with Sections 108 and 110 of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations, the Company has provided the facility to the Members to exercise their votes electronically and vote on the resolution through the e-voting services facility provided by NSDL. Members can vote only through the remote e-voting facility provided by NSDL and are requested to read the instructions on the same in Note No. 11 under the Notes to this Postal Ballot Notice. Members whose names appear in the Register of Members/List of Beneficial Owners as on 23rd January, 2026 ("**cut-off date**"), will be considered for the purpose of e-voting. Hence, physical copy of this Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelope are not being sent to the Members.
6. The voting rights for equity shares is one vote per equity share registered in the name of the Members. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the Members as on the cut-off date. A person who is not a shareholder as on the cut-off date should treat this Notice for information purpose only.
7. The remote e-voting period shall commence on Wednesday, 4th February, 2026 at 9.00 a.m.(I.S.T.) and conclude on Thursday, 5th March, 2026 at 5.00 p.m. (I.S.T.). The remote e-voting module shall be disabled by NSDL for voting thereafter. During this period, Members who are holding shares of the Company either in physical form or in dematerialized form as on the cut-off date may cast their vote electronically. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change/modify it subsequently or cast the vote again. Members are requested to cast their vote through the remote e-voting process not later than Thursday, 5th March, 2026 at 5:00 p.m. (I.S.T.) to be eligible for being considered, failing which it will be strictly considered that no vote has been cast by the Member.
8. Members may note that voting through Postal Ballot cannot be exercised through proxy. Non-individual Members (i.e. Institutional/Corporate Members) intending to vote through their authorized representatives are requested to send a scanned copy (in jpeg/pdf format) of a duly certified Board Resolution authorizing their representative(s) to vote on their behalf, pursuant to Section 113 of the Act, to the Scrutinizer at their e-mail address at vinyl.scrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in.
9. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny and the results of postal ballot conducted through the remote e-voting process will be announced by the Chairman or any person authorised by him, on or before Friday, 6th March, 2026 and results alongwith report of scrutinizer will also be displayed on the website of the Company at www.vinylchemicals.com, besides being communicated to the Stock Exchanges, Depositories and MUFG Intime India Pvt. Ltd., the Registrar & Transfer Agents of the Company.

10. The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified for remote e-voting, i.e Thursday, 5th March, 2026 and as if they have been passed at a general meeting of the Members.

11. **How do I vote electronically using NSDL e-Voting system?**

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 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 Id in their demat accounts in order to access 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"> 1. For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. 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. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com 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. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



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 evoting@nsdl.com 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method 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?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. 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 eservices 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.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or 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 folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) 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.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .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'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. 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 available on www.evoting.nsd.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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 also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 key 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 the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Assistant Vice President- NSDL or Mr. Amit Vishal, Deputy Vice President – NSDL at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs.vinylchemicals@pidilite.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs.vinylchemicals@pidilite.com If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing 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 Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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. 1:

APPOINTMENT OF SHRI KAVINDER SINGH (DIN: 06994031) AS A NON-EXECUTIVE AND NON-INDEPENDENT DIRECTOR OF THE COMPANY:

The Board of Directors ("Board") at its meeting held on 20th January, 2026, approved the appointment of Shri Kavinder Singh (DIN: 06994031) as an Additional Director (Non- Executive and Non-Independent Director) of the Company with effect from 2nd February, 2026, liable to retire by rotation, in terms of Section 161 of the Act. As per Regulation 17(1C) of the SEBI Listing obligations and Disclosure Requirements), Regulations 2015 (Listing Regulations), approval of the shareholders for appointment of a Director is to be considered at the next General Meeting, or within a time period of three months from the date of appointment, whichever is earlier.

In the opinion of the Board Shri Kavinder Singh fulfills the conditions for his appointment as a Director as specified in the Act. Keeping in view his expertise and vast knowledge, it will be in the interest of the Company to appoint Shri Kavinder Singh as a Non-Executive and Non-Independent Director of the Company, liable to retire by rotation.

Shri Kavinder Singh is currently the Joint Managing Director of Pidilite Industries Limited and he has more than 38 years of experience in the consumer facing business sectors like FMCG and Hospitality in reputed companies like ITC Ltd., Asian Paints and Mahindra. Shri Kavinder is a B. Tech in Mechanical Engineering from the National Institute of Technology, Warangal. He has attended the General Management Program at Wharton School of Business and various programs at Harvard, Yale and IMD Lausanne Business School. Shri Kavinder is currently the Chairman of India Business and Biodiversity Initiative (IBBI) and also chairs in different committees of Industry bodies. In accordance with the provisions of Regulation 36(3) of the Listing Regulations a brief profile of Shri Kavinder Singh is given as an annexure to this Notice and forms part of this explanatory statement.

The Company has received, inter alia, consent from Shri Kavinder Singh to act as Director of the Company in terms of Section 152 of the Act, a declaration that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and that he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority. Further, in terms of Section 160 of the Act, the Nomination and Remuneration Committee and the Board have recommended the appointment of Shri Kavinder Singh as Director and the Company has also received notice in writing from a Member proposing the candidature of Shri Kavinder Singh to be appointed as a Non-Executive and Non-Independent Director. He shall be paid remuneration as per the remuneration policy of the Company by way of fees for attending meetings of the Board of Directors or Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for attending the Board and other meetings and profit-related Commission within the limits stipulated under Section 197 of the Act.

Except Shri Kavinder Singh, none of the Directors and the Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the Resolution set out in Item No. 1. The Board recommends the Ordinary Resolution set out in Item No. 1 of the Postal Ballot Notice, proposing appointment of Shri Kavinder Singh as a Non-Executive and Non-Independent Director for approval of the Members of the Company. This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board recommends the Ordinary Resolution as set out in Item No. 1 of the Notice, for approval by the Members.

Item No. 2:

APPOINTMENT OF MS. GIRA SARDESAI (DIN:02610502) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

The Board of Directors at their meeting held on 20th January, 2026, based on the recommendation of the Nomination and Remuneration Committee have appointed Ms. Gira Sardesai (DIN:02610502) as an Additional Director (Independent) of the Company for a first term of 5 (five) consecutive years commencing from 2nd February, 2026 upto 1st February, 2031 and she shall not be liable to retire by rotation. As per Regulation 17 (1C) of the SEBI Listing obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), approval of the shareholders for appointment of a director is to be considered at the next General Meeting, or within a time period of three months from the date of appointment, whichever is earlier.

Ms. Gira Sardesai is eligible to be appointed as an Independent Director for the first term of 5 (five) consecutive years.

The Company has received Notice under Section 160 of the Act from a Member proposing her candidature as an Independent Director of the Company.

Ms. Gira Sardesai is a finance professional with more than 35 years of experience across different industries and multiple geographies. She holds extensive hands-on experience in management and business leadership, with an established record of success in significantly growing enterprise value. Ms. Gira Sardesai aged about 66 years is a Commerce Graduate, Chartered Accountant and a Certified Public Accountant from American Institute of Certified Public Accounts.

The Company has received the following from Ms. Gira Sardesai viz.-

1. Consent in writing to act as Director in Form No. DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014;
2. Intimation in Form No. DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014 to the effect that she is not disqualified under Section 164(2) of the Act;
3. Declaration to the effect that she 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 Listing Regulations.

Ms. Gira Sardesai has confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014 with respect to her registration with the Independent Directors' Data Bank maintained by the Indian Institute of Corporate Affairs. Further, she has confirmed that she 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 she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company.

In the opinion of the Board, Ms. Gira Sardesai fulfils the conditions as set out in Section 149(6) and Schedule IV of the Act and Listing Regulations and is eligible for appointment as an Independent Director.

The requisite details and information pursuant to Regulation 36(3) of the Listing Regulations, the Act and Secretarial Standards as on the date of the Notice are provided in the "Annexure" to the Notice. Ms. Gira Sardesai shall be paid remuneration as per the remuneration policy of the Company by way of fees for attending meetings of the Board of Directors or Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for attending the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act. Copy of draft letter of appointment of Ms. Gira Sardesai setting out the terms and conditions of her appointment is available on the website of the Company www.vinylchemicals.com.

Except Ms. Gira Sardesai, 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 special resolution.

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

The Board recommends the Special Resolution as set out in Item No. 2 of the Notice, for approval by the Members.

By Order of the Board
For VINYL CHEMICALS (INDIA) LTD.

Sd/-
AARTI FALORH
COMPANY SECRETARY
FCS:8726

Place: Mumbai

Date: 20th January, 2026

Registered Office:

Regent Chambers, 7th Floor,
Jamnalal Bajaj Marg,
208, Nariman Point,
Mumbai -400 021

Tel.: 22822708/69829000

E-mail: cs.vinylchemicals@pidilite.com

Website: www.vinylchemicals.com

CIN: L24100MH1986PLC039837

ANNEXURE TO NOTICE

Additional Information as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards -2 on General Meetings issued by the Institute of Company Secretaries of India:

Resolution /Item No.	1
Name of the Director	Shri Kavinder Singh
DIN	06994031
Date of Birth	28/09/1964
Age	62
Qualification	B.Tech Mechanical Engineer
Date of first appointment on the Board	2 nd February, 2026
Experience including Expertise in specific functional area/ brief resume	For details, please refer to the Explanatory Statement to the Postal Ballot Notice.
Terms and conditions of appointment	Appointment as Non-Executive and Non- Independent Director, liable to retire by rotation
Remuneration last drawn	Nil
Remuneration proposed to be paid	As per Remuneration Policy of the Company
Other Companies in which he is a Director excluding Directorship in Private and Section 8 Companies	Pidilite Industries Limited Building Envelope Systems India Limited Pidilite Grupo Puma Manufacturing Limited Nina Percept Private Limited
Other Companies in which he ceased to be Director in the last 3 years	Mahindra Holidays & Resort India Limited Fifth Gear Ventures Limited
Chairperson/Membership of the Statutory Committee(s) of Board of Directors of the Company	Nil
Chairperson/Membership of the Statutory Committee(s) of Board of Directors of other Listed Companies in which he is a Director	Nil
Number of Meetings of the Board attended during the year	NA
Shareholding in the Company as on 20 th January, 2026	Nil
Relationship with other Directors, Manager or Key Managerial Personnel, if any	None

Resolution /Item No.	2
Name of the Director	Ms. Gira Sardesai
DIN	02610502
Date of Birth	26-06-1959
Age	66
Qualification	CPA, CA, B.com
Date of first appointment on the Board	2 nd February, 2026
Experience including Expertise in specific functional area/ brief resume	For details, please refer to the Explanatory Statement to the Postal Ballot Notice.
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	For details, please refer to the Explanatory Statement to the Postal Ballot Notice.
Terms and conditions of appointment	Apointed as Non- Executive and Independent Director for a period of 5 (five) years with effect from 2 nd February, 2026 upto 1 st February, 2031.
Remuneration last drawn	Nil
Remuneration proposed to be paid	As per Remuneration Policy of the Company
Other Companies in which she is a Director excluding Directorship in Private and Section 8 Companies	Novartis India Limited ICA Pidilite Private Limited
Other Companies in which she ceased to be Director in the last 3 years	Nil
Chairperson/Membership of the Statutory Committee(s) of Board of Directors of the Company	Nil
Chairperson/Membership of the Statutory Committee(s) of Board of Directors of other Listed Companies in which she is a Director	<u>Novartis India Limited</u> Audit Committee- Chairperson Risk Committee- Member Remuneration Committee- Member
Number of Meetings of the Board attended during the year	NA
Shareholding in the Company as on 20 th January, 2026	Nil
Relationship with other Directors, Manager or Key Managerial Personnel, if any	None