

21<sup>st</sup> September, 2017

To,  
**The Bombay Stock Exchange Limited**  
**The Corporation Relationship Dept.**  
**Phiroze Jeejeebhoy Towers,**  
**Dalal Street**  
**Mumbai-400 001**

Dear Sir,

**Sub. : Summary Of proceeding of the 24<sup>th</sup> Annual General Meeting (AGM) of the company held on 21<sup>st</sup> September 2017 at 11.00 A.M. at the registered office of the company.**

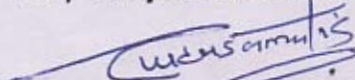
Dear Sir,

With reference to the above, we are pleased to inform you that the 24<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company was held today i.e. Thursday, 21<sup>st</sup> September 2017 at 11.00 A.M. at the registered office of the Company. The summary of proceedings of the AGM is enclosed herewith in compliance with provision of Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015.

Details of voting result as required under Regulation 44(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 is submitted separately.

You are requested to take note of the same and to inform members accordingly.

Thanking you,  
**For, Vinyoflex Limited**

  
**(CS. Hetal Tejash Lodhiya)**  
**Company Secretary / Compliance Officer**

**Encl: As Above.**



ISO 9001



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**VINYOFLEX LIMITED**

PROCEEDING OF THE 24<sup>th</sup> ANNUAL GENERAL MEETING OF VINYOFLEX LIMITED HELD ON 21<sup>ST</sup> SEPTEMBER, 2017 AT 307 SILVER CHAMBER, TAGORE ROAD, RAJKOT - 360 002.

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COMMENCEMENT OF THE MEETING:

There were 15 members present in person and 2 Directors 2 independent directors, a scrutinizer, a company secretary, internal Auditor, Chief Financial Officer were present in the meeting. Auditor of the Company was also present.

CHAIRMAN OF OF THE MEETING:

Mr Vinod Khimji Tilva Director of the Company was elected as a Chairman of the meeting. The Chairman said that it is 11.00 a.m. now and as the quorum is present, we hereby begin the proceedings of 24<sup>th</sup> Annual General Meeting of the Company.

LEAVE OF ABSENCE :

The Chairman consider the leave of absence Mrs. NILA UDAY TILVA Director of the company.

NOTICE & DIRECTORS' REPORT:

As the Notice of the Meeting and the Directors' Report were already circulated to the members the Chairman with the permission of the meeting took the same as read.

AUDITORS' REPORT:

The Chairman thereafter read the Auditors' Report.

CHAIRMAN'S SPEECH:

The Chairman delivered his speech inter-alia to appraise the Members briefly about the working of the Company for the year under review as well as for the current year.

ITEM NO.1 ADOPTION OF ANNUAL ACCOUNT & REPORTS:

The Chairman proposed the following Resolution as an ORDINARY RESOLUTION for the adoption of Reports and Accounts.

"RESOLVED THAT the Audited Balance Sheet as at 31<sup>st</sup> March, 2017 and Profit & Loss Account for the year ended on that date, together with the Auditors and Directors' Report there on is hereby received, considered and adopted."

Mr Rishit Tilva seconded the motion.

The Chairman invited questions & queries from the members on Accounts. After some discussion and after answering all the questions raised by the Shareholders at the meeting the Chairman said that I Put the Resolution to vote.

The resolution on being put to vote, on show of hand, was passed unanimously and the Chairman declared the resolution as passed.

#### ITEM NO.2 – RE-APPOINTMENT OF DIRECTOR:

The Chairman proposed the following Resolution as an ORDINARY RESOLUTION

The Chairman thereafter proceeded for the Item No. 2 of the Notice, which was for the re-appointment of Mr Vinod Khimji Tilva, and Mrs. Nila Uday Tilva - Directors of the company, who retires by rotation and being eligible offers themselves for re-appointment. The Resolution was proposed by Mrs Dipaben R. Patel.

The resolution when put to vote, on show of hands, was passed unanimously and the same was declared by the Chairman as passed unanimously.

The resolution was seconded by Mr Rahul Patel

#### ITEM NO.3 – APPOINTMENT OF AUDITORS:

The Chairman proposed the following Resolution as a SPECIAL RESOLUTION

The Chairman thereafter put the Resolution for to fill the casual vacancy arise due to resignation of M/s. G. N. BHATELIA & CO. the new auditors M/s. Mukund V. Mehta, Chartered Accountant be and hereby appointed as a statutory auditor until the conclusion of the next third Annual General Meeting held for the year 2019-20 (Appointment for the three Year) subject to ratification in every AGM.

The Resolution was proposed by Mrs Jayaben Tilva

The Resolution was seconded by Mr Ranchhoddas Tilva

The resolution when put to vote, on show of hands, was passed unanimously and the same was declared by the Chairman as passed unanimously.

#### ITEM NO.4 – APPOINTMENT OF MANAGING DIRECTOR:

For proposal of the resolution the chairman changed the seat and Mr. Mansukhbhai Patel took the chair with the approval of the member present in the meeting.

The Chairman proposed the following Resolution as an SPECIAL RESOLUTION

The Chairman thereafter proceeded for the Item No.4 of the Notice, which was for the Appointment of Mr. Vinod Khimji Tilva as a Executive Managing Director of the company to fill the casual vacancy of managing director due to resignation of Mr. MANSUKHBHAI PATEL Pursuant to provision of section 196 and 203 of The Companies Act, 2013 read with rule 8 of companies (Appointment and Remuneration of Managerial Personnel) Rule 2014 for the five year.

The Resolution was proposed by Mr Kevan Patel

The resolution when put to vote, on show of hands, was passed unanimously and the same was declared by the Chairman as passed.

The resolution was seconded by Mrs Chandrikaben Makadia.

**ITEM NO.4 – APPOINTMENT OF INDEPENDENT DIRECTORS:**

The Chairman proposed the following Resolution as an SPECIAL RESOLUTION

The Chairman thereafter proceeded for the Item No.5 of the Notice, which was for the Appointment of Mr. SANJIVKUMAR VASANTBHAI CHANIARA, Mr. KHUSHAL NARENDRABHAI BARMEDA and Mr. JASMIN KANTILAL CHAPLA as an Non – Executive Independent Director of the company Pursuant to provision of section of The Companies Act, 2013 and SEBI (Listing obligation and disclosure requirements) Regulation 2015.

The Resolution was proposed by Mr Kishor Tilva.

The resolution when put to vote, on show of hands, was passed unanimously and the same was declared by the Chairman as passed.

The resolution was seconded by Mrs Rita Patel.

**VOTE OF THANKS:**

As there was no other business to transact Mr Kiritkumar Makadia gave a vote of thanks the chair.

The Chairman then declared the meeting as concluded.

**For, Vinyoflex Limited.**



(Vinod Khimji Tilva)

DIN : 00275279

Chairman

Place: Rajkot