
VINYOFLEX LIMITED

VINYOFLEX LIMITED
CIN:L25200GJ1993PLC019830
Reg Office:307 SILVER CHAMBER TAGORE ROAD,RAJKOT-360002
29TH ANNUAL REPORT 2021-22

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the **29TH Annual General Meeting(AGM)** of the members of **VINYOFLEX LIMITED** will be held on **Thursday 29th September, 2022** at registered office situated at 307, Silver Chambers, Tagore Road, Rajkot-360002, Gujarat (India) at 11.00 A. M.(IST) to transact the following business:

ORDINARY BUSINESS:**1. Adoption of Financial Statement**

To consider and adopt the Balance Sheet as at 31st March, 2022, Profit & Loss Account and Cash Flow Statement of the Company for the financial year ended on that date together with reports of the Board of Directors and Auditors thereon.

1. To Appoint a Director in place of Mrs. Nila Uday Tilva (DIN: 07123527), who retires by rotation and being eligible, offers herself for reappointment

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of Section 152(6) of the Companies Act, 2013 and the rules made there under, Mrs. Nila Uday Tilva (DIN: 07123527), who retires by rotation and being eligible for reappointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation.”

“RESOLVED FURTHER THAT Board of Directors and any other KMP be and are hereby authorized to sign and submit all necessary e-Forms and other documents with the Registrar of Companies (ROC), Gujarat and to do all such acts, deeds and things as may be necessary to give effect to the above resolution.”

SPECIAL BUSINESS:**3. Re-appointment of Mr. SANJIVKUMAR VASANTBHAI CHANIARA (DIN: 03602968), Mr. KHUSHAL NARENDRA BARMEDA (DIN: 07704682) and Mr. JASMINBHAI KANTILAL CHAPLA (DIN: 07758545) as an Independent Director of the Company.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

“RESOLVED THAT, pursuant to the provisions of sections 149, 152, and other applicable provisions of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), read with Schedule IV of the Act and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, the consent of the

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members of the Company be and is hereby accorded to re-appoint Mr. SANJIVKUMAR VASANTBHAI CHANIARA (DIN: 03602968) , Mr. KHUSHAL NARENDRA BARMEDA (DIN: 07704682) and Mr. JASMINBHAI KANTILAL CHAPLA (DIN: 07758545), as an Independent Director of the Company for second and final term of five years commencing from the date of members' approval at this 29th Annual General Meeting till the conclusion of 34th Annual General Meeting proposed to be held in the year 2027.”

“**RESOLVED FURTHER THAT** any Director or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things which may be necessary for re-appointment of **Mr. SANJIVKUMAR VASANTBHAI CHANIARA (DIN: 03602968) , Mr. KHUSHAL NARENDRA BARMEDA (DIN: 07704682) and Mr. JASMINBHAI KANTILAL CHAPLA (DIN: 07758545)** as an Independent Director of the Company.”

Date: 01ST September 2022

Place: Rajkot

For and on behalf of Board of Directors

VINYOFLEX LIMITED

Sd/-

Rahul Khokhar

Company Secretary & Compliance officer

EXPLANATORY STATEMENT PURSUANCE TO SECTION 102 OF THE COMPANIES ACT 2013

Item No. 3

In accordance with Section 149(10) and (11) of the Companies Act, 2013 ('the Act'), an Independent Director shall hold office for a term up to five years on the Board of the Company, but shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such re-appointment in the Boards' Report. **Mr. SANJIVKUMAR VASANTBHAI CHANIARA (DIN: 03602968), Mr. KHUSHAL NARENDRA BARMEDA (DIN: 07704682) and Mr. JASMINBHAI KANTILAL CHAPLA (DIN: 07758545)** was appointed as an Independent Director of the Company with the approval of shareholders at the Annual General Meeting ('AGM') of the Company held on September 21, 2017, for a tenure of 5 years until the conclusion of the 29th AGM. Based on his skills, experience, knowledge and performance evaluation and recommendation of the Nomination and Remuneration Committee at its meeting held on Friday, July 22, 2022, the Board, in line with the Company's policy on Director's appointment and remuneration has proposed the re-appointment of **Mr. SANJIVKUMAR VASANTBHAI CHANIARA, Mr. KHUSHAL NARENDRA BARMEDA and Mr. JASMINBHAI KANTILAL CHAPLA** as an Independent Director for a second and final term of five years from the conclusion of this 29th AGM up to the conclusion of 34th AGM to be held in the year 2027.

The Company has received a notice in writing pursuant to Section 160 of the Act, from a Member signifying his intention to propose the candidature of **Mr. Mr. SANJIVKUMAR VASANTBHAI CHANIARA, Mr. KHUSHAL NARENDRA BARMEDA and Mr. JASMINBHAI KANTILAL CHAPLA** as an Independent Director, to be re-appointed under the provisions of Section 149(10) of the Act.

The Company has received requisite consent/declarations for appointment of **Mr. SANJIVKUMAR VASANTBHAI CHANIARA , Mr. KHUSHAL NARENDRA BARMEDA and Mr. JASMINBHAI KANTILAL CHAPLA** as an Independent Director as required under the Act and rules made thereunder.

In the opinion of the Board and based on the Board's evaluation, **Mr. SANJIVKUMAR VASANTBHAI CHANIARA, Mr. KHUSHAL NARENDRA BARMEDA and Mr. JASMINBHAI KANTILAL CHAPLA** fulfils the conditions specified in the SEBI Listing Regulations, the Act and the Rules framed thereunder for his re-appointment as an Independent Director from the Company and he is independent of the Management.

A copy of the draft letter for the re-appointment of **Mr. SANJIVKUMAR VASANTBHAI CHANIARA, Mr. KHUSHAL NARENDRA BARMEDA and Mr. JASMINBHAI KANTILAL CHAPLA** as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on all working days except Saturdays and Sundays up to the date of ensuing AGM.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of **Mr. SANJIVKUMAR VASANTBHAI CHANIARA, Mr. KHUSHAL NARENDRA BARMEDA and Mr. JASMINBHAI KANTILAL CHAPLA** as an Independent Director, the Board recommends the resolution set forth in Item No. 3 relating to the re-appointment of **Mr. SANJIVKUMAR VASANTBHAI CHANIARA, Mr. KHUSHAL NARENDRA BARMEDA and Mr. JASMINBHAI KANTILAL CHAPLA** as an Independent Director of the Company, who shall be not liable to retire by rotation, by way of Special Resolution.

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A brief profile and other information as required under Regulation 36 of SEBI Listing Regulations and Secretarial Standard-2 issued by ICSI is provided as Annexure to this Notice.

Except **Mr. SANJIVKUMAR VASANTBHAI CHANIARA, Mr. KHUSHAL NARENDRA BARMEDA and Mr. JASMINBHAI KANTILAL CHAPLA**, no other director(s) and Key Managerial Personnel(s) or their relatives, is in any way, concerned or interested, financially or otherwise, in this resolution

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING OF THE COMPANY IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF THEMSELVES AND THE PROXY NEED NOT BE A MEMBER.

A person can act as a proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and same person shall not act as Proxy for any other person or shareholder. The instrument appointing the Proxy, duly completed and signed, must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. A Proxy does not have the right to speak at the meeting and can vote only on a poll.

In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.

2. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking Re-appointment at this AGM is annexed.
 3. All documents referred to in the accompanying Notices are open for inspection at the Regd. Office of the Company during the office hours on all working days between 11.00 a.m. to 1.00 p.m. up to the date of the Annual General Meeting.
 4. 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. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
 5. Members are requested to quote Folio Number(s) in their correspondence.
 6. The Register of Members and Share Transfer Book will remain closed from 20TH September 2022 to 29th September 2022 (Both days inclusive).
 7. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
 8. Members are requested to bring their Attendance Slip along with the copy of the Annual Report at the meeting. The Members are further requested to send all their communication relating to the share registry work to the Share Transfer and Registrar Agent of the Company.
 9. Electronic copy of the Annual Report for year 2021-2022 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s)/Registrar & Share Transfer Agent as on 30.08.2022 for communication purposes. The requirements of sending physical copy of the Notice of the AGM and Annual Report' to the Members have been dispensed with vide said MCA Circulars and SEBI
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Circular dated May 12, 2020, January 15, 2021 and May 13, 2022. For members who have not registered their email address and requesting company to provide physical copies of the Annual Report for the year 2021- 2022, copies of same will be send in the permitted mode on payment of such fees as may be decided by board time to time.

10. Members may also note that the Notice of the 29th Annual General Meeting and the Annual Report for 2021-2022 will also be available on the Company's website www.vinyoflex.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Rajkot for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post on payment of such fees as may be decided by board time to time. For any communication, the shareholders may also send requests to the Company's email id: info@vinyoflex.com
 11. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or TCPL, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making Requisite changes.
 12. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM
 13. Members seeking clarifications on the Annual Report are requested to send in written queries to the Company at least one week before the date of the Meeting. This would enable the Company to compile the information and provide replies in the meeting.
 14. Pursuant to Section 107 of the Act read with Rule 20 of the Companies Management and Administration) Rules, 2014, there will not be voting by show of hands on any of the agenda items at the Meeting and poll will be conducted in lieu thereof.
 15. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to offer e-voting facility which will enable the Members to cast their votes electronically on all the resolutions set out in the Notice shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 22nd September 2022 (record date).
 16. The Board of Directors has appointed Mr. CHETAN D SHAH, a Practicing Company Secretary– Rajkot (Mem No. of ICSI F-5131) as a Scrutinizer for conducting the electronic voting process in a fair and transparent manner. The Scrutinizer shall submit his report, to the Chairman, on the votes cast in favor or against, if any, within a period of three working days from the date of conclusion of the e-voting period.
 17. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of NSDL within two(2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.
 18. E-voting Facility:

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).

The Company has approached NSDL for providing e-voting services through our e-voting platform. In this
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regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.

The Notice of the AGM of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com> or (www.vinyoflex.com)

The remote e-voting period begins on Saturday, 24th September 2022 at 09 A.M. and ends on Wednesday, 28th September 2022 at 5 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) Thursday, 22nd September 2022 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, 22ND September 2022.

During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Thursday, 22nd September 2022, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

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: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

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

Step 1: Access to NSDL e-Voting system

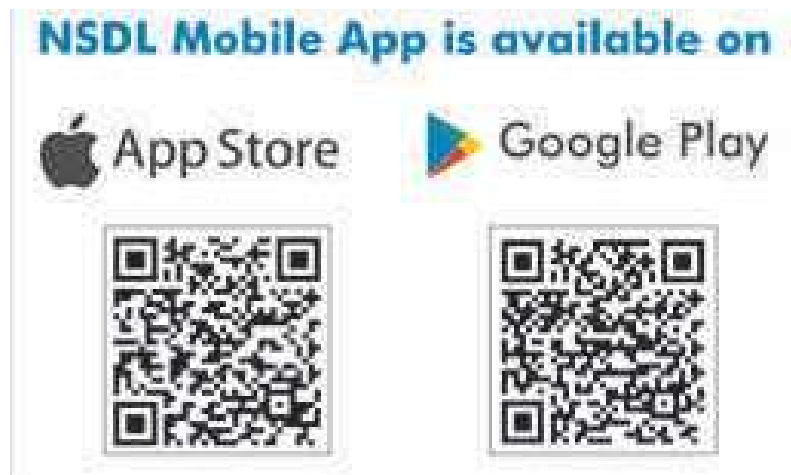
A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com . Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

2. 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. 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.
3. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.



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<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/loginor www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration <p>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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 feature. 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</p>

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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022-23058738 or 022-23058542-43

B) Login Method for e-Voting 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?

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

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<p>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.</p> <p>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.</p>	
<p>4. Your User ID details are given below :</p>	
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 holdshares 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***
<p>5. Password details for shareholders other than Individual shareholders are given below:</p> <p>a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.</p> <p>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.</p> <p>c) How to retrieve your 'initial password'?</p> <p>(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'.</p> <p>(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.</p>	
<p>6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:</p> <p>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.nsdl.com.</p> <p>b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.</p> <p>c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.</p> <p>d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.</p>	
<p>7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.</p>	
<p>8. Now, you will have to click on "Login" button.</p>	
<p>9. After you click on the "Login" button, Home page of e-Voting will open.</p>	

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 Now you are ready for e-Voting as the Voting page opens.
3. 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.
4. Upon confirmation, the message "Vote cast successfully" will be displayed.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. 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 cdcf@rediffmail.com with a copy marked to evoting@nsdl.co.in.
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. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at info@vinyoflex.com from September 24, 2022 (9:00 a.m. IST) to September 26, 2022(5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM
4. 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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories/ company 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 info@vinyoflex.com
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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 **info@vinyoflex.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.co.in** 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.

Date : 01st September 2022
Place : Rajkot

For and on behalf of Board of Directors
VINYOFLEX LIMITED

Sd/-
Rahul Khokhar
Company Secretary & Compliance Officer

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FOR KIND ATTENTION OF THE MEMBERS OF THE COMPANY

1. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all 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 dematerialized form.
2. The company is sending communications including Notices for AGM and EGM, Explanatory Statements thereto, Balance Sheets, Directors' Reports, Auditor's Reports, Financial Results etc. through email to shareholders whose emails are registered with the Company/Depository Participants(s)/Registrar & Share Transfer Agent as on 30.08.2022 for communication purposes. While going through the Register of Members, we have noticed that there are members who have not registered their email IDs with the Company. Consequently, we are unable to send communications to them electronically. In compliance with provisions of Rule 18 of the Companies (Management and Administration) Rules, 2014 and applicable provisions of the Companies Act, 2013 and Rules made thereunder, we request the members to register their email IDs with the Company or their Depository Participants if they are holding shares in electronic form by adhering to the following procedure:
3. Shareholders holding shares in electronic/demat mode may kindly register their email IDs with their respective DPs.

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

Particulars	Nila Uday Tilva
Date Of Birth	09/10/1967
Date Of Appointment	07/03/2015
Expertise In Specific Fictional Areas	Working Experience In Management Since Last 7 Years
Directorship Held In Other Companies	Nil
Membership/Chairmanship Of Committees Of Other Companies	Nil
Number Of Shares Held In The Company	36000 Shares (0.83%)

BRIEF PROFILE OF INDEPENDENT DIRECTORS SEEKING THEIR RE- APPOINTMENT AT THE ANNUAL GENERAL MEETING

Sr. No.	Particulars	Sanjivkumar Vasantbhai Chaniara	Khushal Narendra Barmeda	Jasminbhai Kantilal Chapla
1	Reason for change viz. appointment, resignation, removal, death or otherwise;	Based on the recommendation of the Nomination and remuneration Committee, The Board of Directors has approved the Re-appointment of Mr. Sanjivkumar	Based on the recommendation of the Nomination and remuneration Committee, The Board of Directors has approved the Re-appointment of Mr. Khushal Narendra	Based on the recommendation of the Nomination and remuneration Committee, The Board of Directors has approved the Re-appointment of Mr. Jasminbhai Kantilal

VINYOFLEX LIMITED

Sr. No.	Particulars	Sanjivkumar Vasantbhai Chaniara	Khushal Narendra Barmeda	Jasminbhai Kantilal Chapla
2	Date of Appointment & Terms of appointment	<p>Vasantbhai Chaniara as Independent Director on the Board of Directors of the Company.</p> <p>Re-appointment For a Period of 5 consecutive years with effect from 22nd July, 2022, subject to approval of shareholders at the ensuing Annual General Meeting.</p>	<p>Barmeda as Independent Director on the Board of Directors of the Company.</p> <p>Re-appointment For a Period of 5 consecutive years with effect from 22nd July, 2022, subject to approval of shareholders at the ensuing Annual General Meeting.</p>	<p>Chapla as Independent Director on the Board of Directors of the Company.</p> <p>Re-appointment For a Period of 5 consecutive years with effect from 22nd July, 2022, subject to approval of shareholders at the ensuing Annual General Meeting.</p>
3	Brief Profile	<p>Mr. Sanjivkumar Vasantbhai Chaniara has done Diploma in mechanical engineering . He is serving as Independent Director of Company since 5 year.</p>	<p>Mr. Khushal Narendra Barmeda has done Master of Business Administration. He is serving as Independent Director of Company since 5 year.</p>	<p>Mr. Jasminbhai Kantilal Chapla has Completed Higher Secondary Education. He is serving as Independent Director of Company since 5 year.</p>
4	Disclosure of relationships between directors (in case of appointment of Company a director)	<p>Mr. Sanjivkumar Vasantbhai CHANIARA is not related to any of the Directors of the Company</p>	<p>Mr. Khushal Narendra Barmeda is not related to any of the Directors of the Company</p>	<p>Mr. Jasminbhai Kantilal Chapla is not related to any of the Directors of the Company</p>
5	Information as required under Circular No. LIST/COMP/14/2018-19. and NSE/CMI/2018/02 dated June 20, 2018 issued by the BSE and NSE, respectively.	<p>Mr. Sanjivkumar Vasantbhai Chaniara is not debarred from holding office of a Director by virtue of any SEBI Order or any other such authority.</p>	<p>Mr. Khushal Narendra Barmeda is not debarred from holding office of a Director by virtue of any SEBI Order or any other such authority.</p>	<p>Mr. Jasminbhai Kantilal Chapla is not debarred from holding office of a Director by virtue of any SEBI Order or any other such authority.</p>

ATTENDANCE SLIP

(To be filled in and handed over at the entrance of the meeting room)

I hereby record my/our presence at the 29th Annual General Meeting of the Members of the Company on Thursday, September 30, 2021 at 11.00 A.M. registered office situated at 307, Silver Chambers, Tagore Road, Rajkot 360 002, GUJARAT (INDIA).

Name of Shareholder / Proxy / Authorised Representative*	
DPID * :	Folio No. :
Client Id * :	No. of Shares :

* Applicable for investors holding shares in electronic form.

* In case of Body Corporate is Shareholder.

* Strike out whichever is not applicable.

Signature of shareholder(s)/proxy/Authorised Representative

FORM MGT-12**POLLING PAPER**

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the companies Act, (Management and Administration) Rules, 2014]

Name of the Company: VINYOFLEX LIMITED				
Registered Office: 307, Silver Chambers, Tagore Road, Rajkot-360002, Gujarat (India)				
CIN: L25200GJ1993PLC019830				
BALLOT PAPER				
Sr.No.	Particulars	Details		
01.	Name of the first shareholder (in block letter)			
02.	Postal address			
03.	Client ID Number			
04.	Class of Share	Equity Share		
I hereby exercise my vote in respect of Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:				
Sr. No.	Item No.	No. of share held	I assent to the resolution	I dissent to the resolution
1.	To receive, consider and adopt the Audited Financial Statements for the Financial Year ending on March 31, 2022. (Ordinary Resolution)			
2.	To re-appoint Mrs. Nila Uday Tilva (DIN: 07123527) as a Women Director (Ordinary Resolution)			
3.	To re-appoint Mr. Sanjivkumar Vasantbhai Chaniara (DIN: 03602968), Mr. Khushal Narendra Barmeda (DIN: 07704682) and Mr. Jasminbhai Kantilal Chapla (DIN: 07758545) as Independent Directors of company. (Special Resolution)			
Place:		Signature of the Shareholder		
Date:				

FORM FOR UPDATION/REGISTRATION OF E-MAIL ADDRESS

To,
Vinyoflex Limited,
307, Silver Chambers,
Tagore Road, 360002
Dist.: Rajkot, (Gujarat), India

Sub: Sending of Notices, Annual Reports and Accounts & other documents through Electronic Mode

Dear Sir,

I hereby update/register my e-mail address provided below for receiving the Notices, Annual Reports and Accounts and other documents from the Company through electronic mode:-

E-mail Address:

Name of the Sole /First Holder:

DP ID/Client ID/ Registered Folio No.:

Contact Nos.:

Mobile: _____

Landline: _____

Signature of the Sole/First Holder

Date: _____

Notes:

- (1) The Notices, Annual Reports and Accounts and other documents are sent in electronic mode to those Shareholders who have registered their e-mail addresses with the Company or with the Depositories.
 - (2) This Form can also be downloaded from the Company's website www.vinyoflex.com
-

FORM MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	L25200GJ1993PLC019830
Name of the company	VINYOFLEX LIMITED
Registered office	307 SILVER CHAMBER TAGORE ROAD, RAJKOT-360002
Name of the member(s)	
Registered address	
Email Id	
Folio No.	

I/We _____ being a Member/Members of _____ shares of Vinyoflex Limited hereby appoint:

Name- _____

Address- _____

Email ID- _____

Signature- _____

as my/our proxy to attend for me / us and on my / our behalf at the 29th Annual General Meeting of the Company on Thursday 29TH September, 2022 at registered office situated at 307, Silver Chambers, Tagore Road, Rajkot- 360002, Gujarat (India) at 11.00 A. M. (IST) and at any adjournment(s) thereof in respect of such resolutions as are indicated below:

S.No.	Ordinary Resolution	For*	Against*
1	To receive, consider and adopt audited Financial Statements for the Financial year ended 31 March 2022 and reports of Board of Directors and Auditors thereon.		
2	To re-appoint a Director in place of Mrs. Nila Uday Tilva (DIN: 07123527) who retires by rotation and being eligible, offers herself for reappointment.		
3.	To re-appoint Mr. Sanjivkumar Vasantbhai Chaniara (DIN: 03602968), Mr. Khushal Narendra Barmeda (DIN: 07704682) and Mr. Jasminbhai Kantilal Chapla (DIN: 07758545) as Independent Directors of company.		

Signed this _____ day of _____ 2022

Signature of Member _____

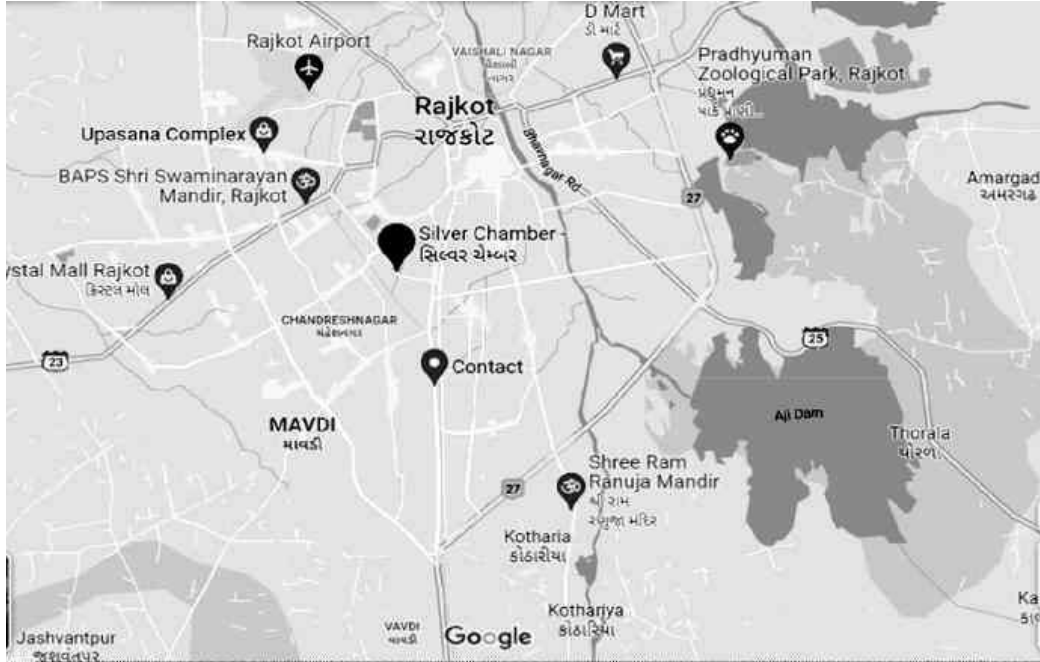
Signature of proxy holder _____

Affix Re.1/- Revenue Stamp

Note:

1. The proxy form should be signed by the member across the stamp.
2. A member intending to appoint a proxy should complete the Proxy Form and deposit it at the Company's Registered Office, at least 48 hours before the meeting.
3. *It is optional to put "X" in the appropriate column against the resolution indicated in the box.

Route Map of the Venue of the 29th Annual General Meeting



Registered Office:
307, Silver Chambers, Tagore Road,
Rajkot - 360002, (Gujarat), India
