

To,
The Dept. of Corporate Services
The Bombay Stock Exchange Ltd.
1 st Floor, New Trading Ring Rotunda Building,
P. J. Tower, Dalal Street, Fort,
Mumbai – 400 023

05th September, 2024

SUB.: NOTICE OF 31st ANNUAL GENERAL MEETING
Scrip Code No. 530401

Dear Sir/Madam,

In terms of Regulation 30 read with Para A, Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby intimate that 31st Annual General Meeting of Members of the Company is scheduled to be held on Friday, 27th September, 2024 at registered office situated at 307, Silver Chambers, Tagore Road, Rajkot-360002, Gujarat (India) at 10.30 A. M. (IST) to transact the businesses set out in the Notice.

Kindly note that in accordance with MCA circulars dated May 5, 2020, April 8, 2020 and April 13, 2020, the Notice of the 30th AGM and Annual Report has been sent by email to those Members whose email addresses were registered with the Depository Participant(s)/ Registrar & Share Transfer Agent as on 30.08.2023. 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 Circular dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023. Additionally, the Notice of the AGM and the Annual Report are also being uploaded on the website of the Company www.vinyoflex.com.

The company has provided the facility to vote by electronic means (remote e-voting) on all the resolutions set out in the AGM Notice to the members, who are holding shares on the Cut-off date. i.e Friday, September 20, 2024. The remote e-voting will commence at 9.00 a.m. (IST) on Monday, September 23, 2024 and end at 5.00 p.m. (IST) on Thursday, September 26, 2024. Detailed instructions for registering email addresses(s) and voting/attendance at the AGM are given in the AGM Notice.

In view of our above stated submission kindly do the needful.

Thanking you

Yours truly,
For VINYOFLEX LIMITED

Rahul Khokhar
Company Secretary & Compliance Officer

Encl.: As above



VINYOFLEX LIMITED

VINYOFLEX LIMITED
CIN:L25200GJ1993PLC019830

Reg. Office:307 SILVER CHAMBER TAGORE ROAD,RAJKOT-360002
31ST ANNUAL REPORT 2023-24

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the **31ST Annual General Meeting (AGM)** of the members of **VINYOFLEX LIMITED** will be held on **Friday 27th September, 2024** at registered office situated at 307, Silver Chambers, Tagore Road, Rajkot-360002, Gujarat (India) at 10.30. 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, 2024, 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.

2. "RESOLVED THAT 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. Appointment of Mr. Rahul Mansukhbhai Patel (DIN: 03018874) as an Executive Director and CEO of the Company:

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

"RESOLVED THAT the approval of members be and is hereby accorded in terms of provisions of Sections 2(18), 2(51), 152, 161(1),196,197 and 203 any other applicable provisions, if any, of the Companies Act, 2013 ('the Act') (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, if any (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), for the appointment of Mr. Rahul Mansukhbhai Patel (DIN: 03018874) as an executive Director and CEO of the Company at a remuneration and other terms as mentioned in the explanatory statement annexed to this notice."

"RESOLVED FURTHER THAT the total managerial remuneration paid and/or payable to the single Executive Director and all Executive Director taken together in any financial year does not exceed the overall managerial remuneration paid and/or payable to all Director(s) as prescribed under Section 197 of the Act read with rules made thereunder or other applicable provisions or any statutory modifications thereof."

"RESOLVED FURTHER THAT the Chairman of the Company be and is hereby authorized to do all such acts, deeds, things and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto."

Date: 04th September 2024
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****Experience and Background details:**

Mr. Rahul Mansukhbhai Patel (03018874) by his education he has done Bachelor of Commerce from Saurashtra University, Rajkot, Gujarat and Promoter of the company.

He is serving as Director in 4 companies. He is in the field of Marketing since 10 years and he has got expertise in the field of marketing. He has also rich work experience of Export business and fully acquainted with in & out relating to the international trade business.

Based on the recommendation of the Nomination and Remuneration Committee of the Company, the Board of Directors at its meeting held on July 29, 2024, had approved the appointment of Mr. Rahul Mansukhbhai Patel as an executive director & CEO of the Company at a remuneration and other terms as set out below, subject to approval of Shareholders.

In view of his rich and vast experience and distinguished career, the Board considers that his association would be of immense benefit to the Company.

Members' approval is sought to appoint Mr. Rahul Mansukhbhai Patel as an executive director & CEO of the Company at a remuneration and other terms as set out below.

- 1.) He shall hold the office of an executive Director and Chief Executive Officer and shall be liable to retire by rotation.
- 2.) **NATURE OF DUTIES:** The appointee shall devote his whole time and attention to the business of the Company and particularly focus on the business expansion. He may also carry out such other duties as may be decided by Board of Directors of the Company from time to time. The Director shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- 3.) **REMUNERATION:** Remuneration of executive director & CEO shall not exceed ₹ 1,80,000 (Rupees One Lakh Eighty Thousand only) per annum in financial year 2024-25. Further, the Board is empowered, on the basis of recommendation from the Nomination and Remuneration Committee, to fix the annual increase in Salary every financial year.
- 4.) **ANNUAL PERFORMANCE BASED VARIABLE PAY:** Annual Performance Based Variable Pay as may be decided by the Board on the basis of recommendation from the Nomination and Remuneration Committee, which shall not exceed 100% of Annual Salary of executive director & CEO.
- 5.) **BENEFITS, PERQUISITES AND OTHER ALLOWANCES:** Perquisites, Allowances and other benefits as per the HR policy of the Company will be provided and it will be considered in aggregate remuneration except perquisites prescribed under Section IV of Part II of Schedule V of the Companies Act, 2013, if any provided by the Company, which shall not be included in the computation of the ceiling on remuneration as prescribed under Section 197 of the Companies Act, 2013.
- 6.) **OTHER TERMS OF APPOINTMENT:**
 - i. The terms and conditions of the said appointment may be altered and varied from time to time by Board of Directors of the Company as it may in its discretion deem fit in such manner as may be agreed between the Board and the Appointee subject to the compliance of provisions and schedule V of the Companies Act, 2013 and other applicable laws.
 - ii. All personnel policies of the Company and the related rules which are applicable to other employees and Directors of the Company will also be applicable to the Appointee unless specifically provided otherwise.
 - iii. The terms and conditions of appointment with the Appointee also include clauses pertaining to adherence with the code of conduct applicable to all Board Members and Senior Management Personnel of the Company, no conflict of interest with the company and maintenance of confidentiality.
 - iv. The Company will reimburse to the executive director & CEO, such expenses as he may incur on behalf of the Company.

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- v. The executive director & CEO will be entitled to the earned privilege leave on full pay and allowances as per the rules of the Company.
- vi. Office of executive director & CEO may be terminated by the Company or by Mr. Rahul Mansukhbhai Patel by giving not less than three months' prior notice in writing.

Other details of Mr. Rahul Mansukhbhai Patel pursuant to the provisions of Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") are provided in the 'Annexure' to the Notice.

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 2024 to 27th September 2024 (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 2023-2024 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s)/Registrar & Share Transfer Agent as on 30.08.2024 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 Circular dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023. For members who have not registered their email address and requesting company to provide physical copies of the Annual Report for the year 2023- 2024, 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 31st Annual General Meeting and the Annual Report for 2023-2024 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. 20th September 2024 (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 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 Monday, 23rd September 2024 at 09 A.M. and ends on Thursday, 26th September 2024 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) Friday, 20th September 2024 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 Friday, 20th September 2024.

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 Friday, 20th September 2024, 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.	<ol style="list-style-type: none"> 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 Ifyou 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 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. 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  App Store  Google Play  
Individual Shareholders holding securities in Demat mode with CDSL	<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/login or 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

	4. 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.
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 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

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 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***
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5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'?
 - 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'.
 - 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:
- 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.
 - [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - 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.
 - 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?

- 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.
- 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.
- 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.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

VINYOFLEX LIMITED
CIN:L25200GJ1993PLC019830

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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 cdcfc@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, 2024 (9:00 a.m. IST) to September 26, 2024(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
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: 04th September 2024
Place: Rajkot

For and on behalf of Board of Directors
VINYOFLEX LIMITED

Sd/-

Rahul Khokhar
Company Secretary & Compliance Officer

FOR KIND AATTENTION 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 30.08.2024 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:

4. Shareholders holding shares in electronic/demat mode may kindly register their email IDs with their respective DPs.

5. 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 9 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 AN EXECUTIVE DIRECTOR AND CEO FOR HIS APPOINTMENT AT THE ANNUAL GENERAL MEETING

Particulars	Rahul Mansukhbhai Patel
Date Of Birth	27.02.1966
Date Of Appointment	27.09.2024
Expertise In Specific Fictional Areas	He is in the field of Marketing since 10 years and he has got expertise in the field of marketing. He has also rich work experience of Export business and fully acquainted with in & out relating to the international trade business.
Directorship Held In Other Companies	4
Membership/Chairmanship Of Committees Of Other Companies	Nil
Number Of Shares Held In The Company	67750 Shares (1.57%)

ATTENDANCE SLIP

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

I hereby record my/our presence at the 31st Annual General Meeting of the Members of the Company on Friday, September 27, 2024 at 10.30 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

VINYOFLEX LIMITED
CIN:L25200GJ1993PLC019830
Reg. Office:307 SILVER CHAMBER TAGORE ROAD,RAJKOT-360002
31ST ANNUAL REPORT 2023-24

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, 2024. (Ordinary Resolution)			
2.	To re-appoint Mrs. Nila Uday Tilva (DIN: 07123527) as a Director (Ordinary Resolution)			
3.	To appoint Mr. Rahul Mansukhbhai Patel (DIN: 03018874) as an Executive Director and CEO (Special Resolution)			
Place:		Signature of the Shareholder		
Date:				

VINYOFLEX LIMITED
CIN:L25200GJ1993PLC019830
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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

VINYOFLEX LIMITED
CIN:L25200GJ1993PLC019830
Reg. Office:307 SILVER CHAMBER TAGORE ROAD,RAJKOT-360002
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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 31st Annual General Meeting of the Company on Friday 27th September, 2024 at registered office situated at 307, Silver Chambers, Tagore Road, Rajkot-360002, Gujarat (India) at 10.30 A. M. (IST) and at any adjournment(s) thereof in respect of such resolutions as are indicated below:

S.No.	Resolutions	For*	Against*
1	To receive, consider and adopt audited Financial Statements for the Financial year ended 31 March 2024 and reports of Board of Directors and Auditors thereon. (Ordinary Resolution)		
2	To re-appoint Mrs. Nila Uday Tilva (DIN: 07123527) as a Director, who retires by rotation and being eligible, offers herself for reappointment. (Ordinary Resolution)		
3	To appoint Mr. Rahul Mansukhbhai Patel (DIN: 03018874) as an Executive Director and CEO (Special Resolution)		

Signed this _____ day of _____ 2024

Signature of Member _____

Signature of proxy holder _____

Note:

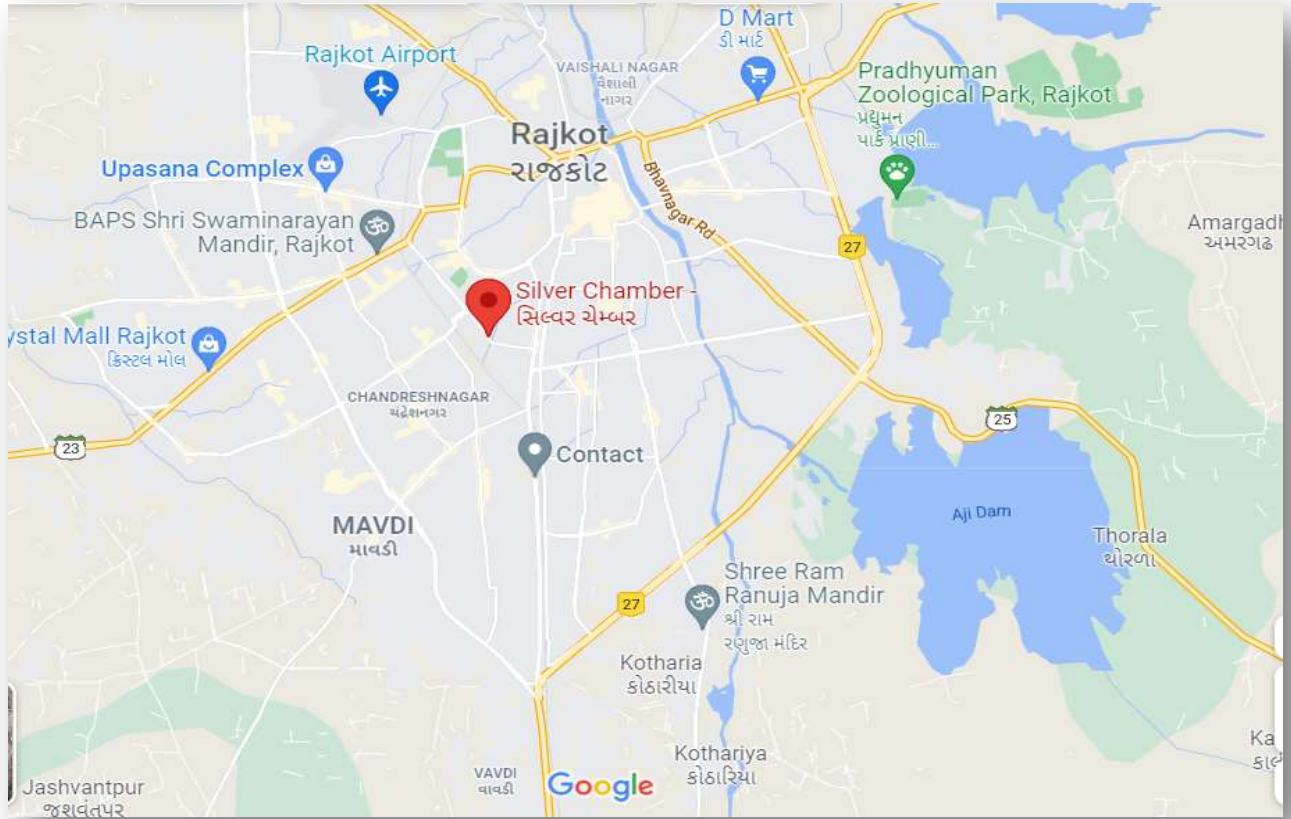
The proxy form should be signed by the member across the stamp.

Affix Re.1/-
Revenue
Stamp

1. 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.
2. *It is optional to put "X" in the appropriate column against the resolution indicated in the box.

VINYOFLEX LIMITED
CIN:L25200GJ1993PLC019830
Reg. Office:307 SILVER CHAMBER TAGORE ROAD,RAJKOT-360002
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Route Map of the Venue of the 31st Annual General Meeting



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