

VINYOFLEX LIMITED
23rd ANNUAL REPORTS
2015-2016



VINYOFLEX

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VINYOFLEX LIMITED
CIN : L25200GJ199PLC019830

: **Regd. office :** 307, Silver Chamber,
Tagore Road,
Rajkot - 360 002.

Factory : Survey No. 241, N.H. 8-B,
Near G.E.B. Sub-Station,
Shapar (Taluka Kotda Sangani)

BOARD OF DIRECTORS

: **Shri Mansukhlal P. Patel** (Chairman & M.D.)
Smt. Nila U. Tilva
Shri Vinod K. Tilva

Shri Mansukhlal J. Patel (Independent)
Shri Kelvin A. Makdia (Independent)
Shri Dineshlal D. Nadapra (Independent)
Shri Chimanlal R. Chapla (Independent)
Shri Hiralal Patel (Independent)

AUDITORS

: **M/s. Gadhia Karachiwala & Co.**
Chartered Accountants
307, Hira-Panna, 3rd Floor,
Dr. Yagnik Road,
Rajkot - 360 001.

BANKERS

: **KOTAK MAHINDRA BANK**
150 Feet Ring Road, Imperial Hights,
Rajkot

SHARE TRANSFER AGENT

: **MCS Share Transfer Agent Ltd.**
101, Shatdal Complex,
1st Floor, Opp. Bata Show Room,
Ashram Road, Ahmedabad - 380 009.
Phone : (079) 26582878

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the 23rd Annual General Meeting of VINYOFLEX LIMITED will be held at Registered office situated at 307, Silver Chamber, Tagore Road, Rajkot on 21st September, 2016 at 11.00 A. M. to transact the following business:

ORDINARY BUSINESS :

1. To Consider and Adopt :

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

'RESOLVED THAT the Audited Balance Sheet & statement of Profit and Loss Account and Cash Flow Statement for the financial year ended March 31, 2016 along with the Auditor's Report and the Director's Report as circulated to the shareholders and laid before the meeting, be received, considered and adopted.'

2. Re-appoint Mr. Masukhbhai Premjibhai Patel (DIN : 01353327) and Vinod Khimji Tilva (DIN : 00275279) who retires by rotation at this meeting and being eligible offers himself for re-appointment

SPECIAL BUSINESS :

3. To consider and, if thought fit, to pass, with or without modification, the following, the following Resolution as an Special Resolution:

"RESOLVED" that M/s. G. N. BHATELIA & CO, Chartered Accounts (ICAI, Firm Registration No. 101303W) be and is hereby appointed as a statutory auditor of the company to fill the casual vacancy arise due to resignation of M/s. GADHIA KARACHIWALA & CO, Chartered Accountants (ICAI, Firm Registration No. 102887W), hereby M/s. G. N. BHATELIA & CO appointed as Auditors of the Company pursuant to Section 139 of the Companies Act, 2013, (the "Act"), the Companies (Audit and Auditors) Rules, 2014 and such other applicable provisions, if any of the Act or Rules framed there under from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting.

RESOLVED FURTHER THAT the Audit Committee be and is hereby authorized to fix the remuneration payable and the reimbursement of out-of-pocket expenses, if any, to the said Auditors."

To consider and, if thought fit, to pass, with or without modification, the following Resolution as an Special Resolution.

4. To approve Appointment of Mr. Kiritkumar B. Makadia as a chief financial officer (CFO) of the company Pursuant to provision of section 203 of the Companies Act, 2013 read with rule 8 of companies (Appointment and Remuneration of Managerial Personnel) Rule 2014 for the five year.

RESOLVED FURTHER THAT the Board be and is hereby authorized to Manasukhbhai Premjibhai Patel (MD) do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers here in conferred to any Committee of Directors or Director(s) to give effect to the aforesaid 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 THEM SELF AND THE PROXY NEED NOT BE A MEMBER.

A person can act as 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 right 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.

2. 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.

3. 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 holding should be obtained from the concerned Depository Participant and holding should be verified.

4. Members are requested to quote Folio Number(s) in their correspondence.

5. The Register of Members and Share Transfer Book will remain closed from 12th September 2016 to 14th September 2016 (Both days inclusive).

6. Corporate Member intending to send their authorised representative to attend the Meeting are requested to send a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the meeting.
7. 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 Company.
8. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the Special Business listed in item nos. 04 of th Notice is annexed hereto and forms part of this Notice.
9. Electronic copy of the Annual Report for 2016 is being sent to all the member whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2016 is being sent in the permitted mode.
10. Members may also note that the Notice of the 23rd Annual General Meeting and the Annual Report for 2016 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 Officer 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 of the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's email id: info@vinyoflex.com
11. Member 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.
12. 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.
13. 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 (record date) of 12th September 2016.

The Board of Directors has appointed Mr. CHETAN D SHAH, a Practicing Company Secretary - Rajkot (Mem No. of ICSI 5131) as a Scrutinizer of 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 of against, if any, within a period of three working days from the date of conclusion of the e-voting period.

14. 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.

15. 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 Service 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.nsd.com> or (link of website of company.)

The e-voting period commences as on Thursday, 15th SEPTEMBER 2016 (9 a.m.) and ends on Saturday, 17th SEPTEMBER 2016 (5 p.m.)

During this period shareholder's of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 12th September 2016 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 shareholders, the shareholder shall not be allowed to change it subsequently.

The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 12th September 2016.

The procedure to login to e-Voting website is given below :

1. Open the attached PDF file "e-Voting.pdf" giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your "User ID" and "Password for e-voting". Please note that the password is an initial password.
2. Launch internet browser by typing the URL <https://www.evoting.nsdil.com/>
3. Click on "Shareholder - Login".
4. Put User ID and password as initial password noted in step (1) above and Click Login.
5. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
6. Home page of "e-Voting" opens Click on e-Voting: Active Voting Cycles.
7. Select "EVEN" of (VINYOFLEX LIMITED) Members can cast their vote online on **Thursday, 15th September 2016 (9 a.m.) and end on Saturday, 17th September 2016 (5 p.m.)**

Note : e-Voting shall not be allowed beyond said time.

8. Now you are ready for "e-Voting" as "Cast Vote" page opens.
9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted.
10. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail (cdcf@rediffmail.com) with a copy marded to evoting@nsdl.co.in

Please note that :

Login to 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 'forgot Password' option available on the site to reset the same.

Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.

It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

Please note that if you have opened 3-in-1 account with ICICI Group i.e. bank account and demat account with ICICI Bank Limited and trading account with ICICI Securities Limited, you can access e-Voting website of NSDL through their website viz.: www.icicidirect.com for the purpose of casting your votes electronically by using your existing user ID and password used for accessing the website www.icicidirect.com. Please note that in case you are not able to login through the ICICI direct website, you can also access the e-Voting system of NSDL by using your existing user ID and password for the e-voting system of NSDL.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for member available at the Downloads sections of <https://www.evoting.nsdil.com> or contact NSDL at the following Telephone No.: 022-24994600.

EXPLANATORY STATEMENT PURSUANCE TO SECTION 102 OF THE COMPANIES ACT 2013

Item No. 3

M/s. Gadhia Karachiwala & Co, Chartered Accountants having firm Reg. No. 102887W, Rajkot have tendered their resignation from the position of Statutory Auditors due to unavoidable circumstances, resulting into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). Casual vacancy caused by the resignation of auditors can only be filled up by the Company in general meeting, Board proposes M/s. G. N. BHATELIA & CO., Chartered Accountants having firm Reg No. 101303W, Rajkot be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Gadhia Karachiwala & Co, Chartered Accountants. M/s. G. N. BHATELIA & Co. Chartered Accountants, Rajkot, have conveyed their consent to be appointed as the statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013. Accordingly, Special Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key, Managerial Personnel and their relatives are in any way concerned or interested in the said resolution. The relevant documents are available for inspection by the members during working hours at registered office of the company.

The Directors recommend the aforesaid resolution for the approval by the members as Special Resolution.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 4

As per provision of section 203 of the Companies Act, 2013 read with rule 8 of companies (Appointment and Remuneration of Managerial Personnel) Rule 2014 and other applicable provision, if any of the companies act, 2013 as amended or re-acted from time to time, the board of Directors as per recommendation of Audit

VINYOFLEX LIMITED

Committee hereby appoint Mr. Kiritkujmar Bhanjibhai Makadia as a Chief Financial officer of the company with effect from 01st April, 2016 upon such terms and condition including terms of remuneration as recommended by the Nomination And Remuneration Committee with the liberty to the Board of Directors to alter or vary the same as may be agreed to between the board of directors and Mr. Kiritkumar Bhanjibhai Makadia."

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution. The relevant documents are available for inspection by the members during working hours at registered office of the company.

The Directors recommend the aforesaid resolution for the approval by the members as Special Resolution.

Date : 30th May 2016

Place : Rajkot.

VINYOFLEX LIMITED

For and on behalf of Board of Directors

VINYOFLEX LIMITED

Nila U. Tilva
Director

DIN : 07123527

Neela Udaykumar

M. Director

FOR KIND ATTENTION OF THE MEMBERS OF THE COMPANY

1. Members of the Company holding shares in physical form, are requested to surrender their share certificates, in original, to your Depository Participants (DPs) for dematerialization. Kindly note that shares of the Company are traded on the Stock Exchanges compulsorily in demat mode. Hence, by holding in demat mode you can deal freely in the shares at market value.
2. The company is sending communications including Notice for AGM and EGM, Explanatory Statements thereto, Balance Sheets, Director's Reports, Auditor's Reports, Financial Results etc. through email to shareholders whose emails are registered with the Company. While going through the Register of Members, we have noticed that there are member 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:
 1. Shareholders holding shares in physical form may kindly register / send their email IDs at the RTA of the Company.
 2. Shareholders holding shares in electronic/demat mode may kindly register their email IDs with their respective DPs.

DIRECTOR'S REPORT

To,
The Members,

The Directors have pleasure of presenting their 23rd ANNUAL REPORT on the business and operations of the company and the accounts for the financial Year ended on 31st March 2016

1. Financial summary

The Board's Report shall be prepared based on the stand alone financial statement of the company.

FINANCIAL PERFORMANCE:

The financial performance for the year ended on 31st March 2016 is summarized as under:

Particulars	(In Rs.)	
	31/03/2016	31/03/2015
Revenue From Operations including other income	290594243	322757559
Profit before Tax	23572218	19673933
Less : Provisions for Taxation	8156000	6825000
Add: Deferred Tax Liability (Net)	156720	1287524
Add: Tax Adjustments of	0	7360
Profit for the Year	15572938	14129097
Add. Balance brought from previous Year	56802533	45478679
Less: Excess/short Depreciation of prior period	0	2805243
Balance Carried to Balance Sheet	72375471	56802533

2. Dividend:

In view of the Company's profitable performance, the Board of Directors desire to retain the profit for the purposes of the plugging back into the business operations and hence do not recommend any dividend for the year 2015-2016.

3. Transfer to reserves :

Your Directors do not propose to transfer any amount to any reserve.

4. Taxation :

Provision for taxation of Rs.8156000/- on company income has been made after considering taxable profit of the company.

5. Brief description of the Company's working during the year/State of Company's affair :

Members would be pleased to note that the company has achieved significant growth for the year under review. During the year company has earned revenue from operation of Rs. 289033841.00 and Net Profit after Tax Rs. 15572937.84 compared to previous year Net Profit after Tax of Rs. 14129097.14 Lacs.

Company has **increased** Net Profit After Tax of Rs. **1443840.70** compared to Previous year. Your company hopes to increase its presence in the business in whole market in the coming years, which will significantly increase the top line and also its profitability.

6. Change in the nature of business, if any : No CHANGE**7. Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report :**

There is no any material Changes occurred subsequent to the close of the financial year of the Company to which the balance sheet relates.

8. Details of significant and material orders passed by the regulators of courts of tribunals impacting the going concern status and company's operations in future :

There is no any prosecution on company and on its Directors during the financial year.

9. Details in respect of adequacy of internal financial controls with reference to the financial Statements :

The Company has in place proper and adequate internal control systems commensurate with the nature of its business, and size and complexity of its operations. Internal Control systems comprising of policies and procedures are designed to ensure reliability of financial reporting, timely feedback on achievement of operational and strategic goals, compliance with policies, procedure, applicable laws and regulations, and that all assets and resources are acquired economically, used efficiently and adequately protected.

The Company, through its own, independent Internal Audit Department carries out periodic audits based on the annual audit plan approved by the Audit Committee, and inter alia, tests the design, adequacy And operating effectiveness of the internal controls. Significant observations including recommendation for improvement of business processes are reviewed by the Management before reporting to the Audit Committee, which reviews the Internal Audit reports, and monitors the implementation of audit recommendations.

10. Details of Loan Given, Investments made and Guarantee Given Covered U/S 186 (4) of the companies Act 2013 :

No loans or investment were given / made during the financial year under section 186 of the companies Act 2013. The company has not given any Corporate Guarantees in respect of the any loans as at 31/03/2016.

11. Contracts and arrangements with related parties:

Company has not entered with any contract or arrangement with any related party referred to in Section 188(1) of the Companies Act 2013.

12. Statutory Auditors :

Auditors of the Company M/s. Gadhia Karachiwala & Co, Chartered Accounts having firm Reg No. 102887W, Rajkot retired at the conclusion of ensuring annual general meeting Further Auditor M/s. G.N.Bhatelia & Co., Chartered Accountants having firm Reg No. 101303W, Rajkot being eligible offer themselves for appointment until the conclusion of 24th Annual General Meeting of the Company to be held in the Year 2017.

As required under the provisions of section-139(1) of the Companies Act,2013 the company has received a written consent from Ms. G.N.Bhatelia & Co., Chartered Accountants having firm Reg No. 101303W, Rajkot to their appointment and a certificate, to the effect that their appointment, if made, would be in accordance with the new Act and the Rules framed there under and that they satisfy the criteria provided in section -141 of Companies Act, 2013. the Board recommends their appointment.

13. Auditor's Report :

The explanations or comments by the Board on every qualification, reservation or adverse remark of disclaimer made by the auditor in his report shall be given.

14. Share Capital:

Share capital of the company mention in following manner.
Authorised share capital (Amount in Rs.)

Types of Shares	Number of Shares	Nominal Value	Total Amount
Equity Shares	50,00,000	10Each	5,00,00,000
Preference shares	Nil	Nil	Nil
Other Securities	Nil	Nil	Nil

Subscribed Capital (Amount in Rs.)

Types of Shares	Number of Shares	Nominal Value	Total Amount
Equity Shares	43,19,000	10Each	4,31,90,000
Preference shares	Nil	Nil	Nil
Other Securities	Nil	Nil	Nil

Issued Capital (Amount in Rs.)

Types of Shares	Number of Shares	Nominal Value	Total Amount
Equity Shares	43,19,000	10Each	4,31,90,000
Preference shares	Nil	Nil	Nil
Other Securities	Nil	Nil	Nil

Paid up Capital (Amount in Rs.)

Types of Shares	Number of Shares	Nominal Value	Total Amount
Equity Shares	43,19,000	10Each	4,31,90,000
Preference shares	Nil	Nil	Nil
Other Securities	Nil	Nil	Nil

Shareholding Record as on 31/03/2016

Types of Shares	No of Equity Shares	% of Total Issued Capital
Shares Held in Dematerialized form in CDSL	523619	12.12
Shares Held in Dematerialized form in NSDL	1559281	36.10
Shares in Physical Form	2236100	51.77

15. Extract of the annual return :

The extract of the annual return in form No. MGT - 9 shall form part of the Board's report : **ANNEXURE A**

16. Conservation of energy, technology absorption and foreign exchange earnings and outgo : ANNEXURE B

- (a) Conservation of energy :
- (b) Technology absorption :
- (c) Foreign exchange earning and Outgo :

14. Directors :

A) Changes in Directors and Key Managerial Personnel
In accordance with the provisions of the Companies Act, 2013, Mr. Mansukhalal Patel and Mr. Vinod Tilva, retire from the Board by rotation, and being eligible, offer him for re-appointment.

Mr. Kiritkumar B. Makadia appointed as Chief financial officer of the company at board meeting held on 01st April 2016 subject to approval of members of the company within the purview of Companies Act, 2013 rules and regulation.

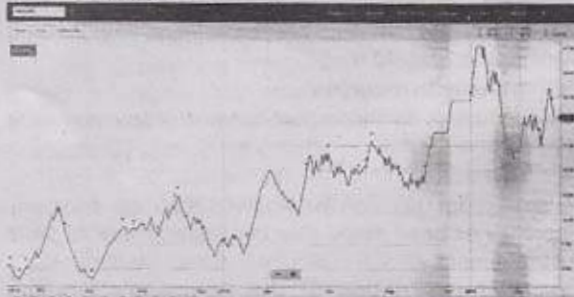
B) Formal Annual Evaluation :

The Committee shall evaluate the performance of each Board of Directors of the Company with reference of the

authority under the Nomination and Remuneration policy of the Company framed in accordance with the provisions of section 178 of the Companies Act, 2013 and based on their functions as mentioned in the Code of Conduct of the Directors and the criteria for the evaluation of the performance s prescribed in the clause 6 of this policy.

Evaluation of Independent Director shall be carried on by the entire Board in the same way as it is done for the Executive Directors of the Company except the Director getting evaluated based on the performance evaluation of each and every Director and the Chairman of the Company, the Committee shall provide the ratings based on each criteria and sub-criteria. The detail process of evaluation and ratings thereon are mentioned in the policy. Evaluation of the Executive Directors of the Company shall be carried out by entire Board except the Director being evaluated. The meeting for the purpose of evaluation of performance of Board Members shall be held at last once in a year and the Company shall disclose the criteria laid down by the Nomination and Remuneration Committee for performance evaluation of the Company.

Further in the share market company achieved day to day price increase due to good performance and other internal and external factors of the company. Company pricing slop is rising day to day and stakeholder revenue increased during the year.



18. DECLARATION OF INDEPENDENT DIRECTORS :

Definition of Independence of Directors is derived form Clause 49 of the Listing Agreement with Stock Exchanges, Company Manual and Section 149(6) of the Companies Act, 2013. Based on the confirmation / disclosures received from the Directors under section 149(7) of the Companies Act 2013 and on evaluation of the relationships disclosed, the following Non-Executive Directors are considered as Independent Directors :-

1. Mr. Kelvinkumar Amrutlal Makadia
2. Mr. Dinesh Dhiralal Nadapra
3. Mr. Chimalal Ravjibhai Chapla
4. Mr. Mansukhlal Jeramdass Patel
5. Mr. Hiralal Mahidashbhai Tilva

19. Number of meetings of the Board of Directors :

The Board of Directors met 30 times during the year.

20. Audit Committee :

Audit Committee :
The composition of the Audit Committee and details of the meeting as attended by the Members of the Committee are a given below :

Name	Designation	No. of Committee meetings attended
Mr. Mansukhlal P. Patel	Executive (Chairman)	4
Mr. Kelvinkumar A. Makadia	Non Executive (Independent)	4
Mr. Dinesh D. Nadapra	Non Executive (Independent)	4
Mr. Chimanlal R. Chapla	Non Executive (Independent)	4

The minutes of the Audit committee is noted and considered by the Board of directors at the subsequent Board of directors at the subsequent Board meetings. The Audit Committee met 4 times during the year under review

21. Details of establishment of vigil mechanism for directors and employees :

The details of establishment of vigil mechanism for directors and employees to report genuine concerns to be disclosed.

22. Nomination and Remuneration Committee :

Name	Designation	No. of Committee meetings attended
Mr. Mansukhlal P. Patel	Executive (Chairman)	4
Mr. Kelvinkumar A. Makadia	Non Executive (Independent)	4
Mr. Dinesh D. Nadapra	Non Executive (Independent)	4
Mr. Chimanlal R. Chapla	Non Executive (Independent)	4

The Nomination and Remuneration Committee has formulated a policy relating to the appointment, remuneration and removal of Executive Directors, Key Managerial Personnel and Other Senior Management Personnel of the Company, in accordance with the provisions of Section 178 of the Act.

The Committee met 4 times during the year.

23. Stakeholders and Remuneration Committee :

Name	Designation	No. of Committee meetings attended
Mr. Mansukhlal P. Patel	Executive (Chairman)	4
Mr. Kelvinkumar A. Makadia	Non Executive (Independent)	4
Mr. Dinesh D. Nandpara	Non Executive (Independent)	4
Mr. Mansukhlal J. Patel	Non Executive (Independent)	4
Mr. Hiralal M. Tilva	Non Executive (Independent)	4

The Committee met 4 times during the year.

24. Particulars of loans, Guarantees or investments under section 186 :

- a) The full particulars of the loans given, investment made or guarantee given or security provided - NIL
- b) The purpose for which the loan or guarantee or security is proposed to be utilized by the recipient of loan or guarantee or security - NIL

25. Particulars of contracts or arrangements with related parties :

The particulars of every contract or arrangement entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto shall be disclosed in form No.AOC-2. - ANNEXURE C

26. Details of significant and material orders passed by the regulators/ courts / tribunals impacting the going concern status and the Company's operations in future :

There are no significant material order passed by the Regulators/Courts which would impact the going concern status of the Company and its future operations.

27. Managerial Remuneration :

Remuneration paid to Director Mr. Mansukhlal P. Patel amount of Rs. 194994.00 during the year 2015-16.

28. Secretarial Audit Report :

The provisions of section 204 read with section 134(4) of the companies Act, 2013, mandates Secretarial audit of the company to be done from the financial year commencing on or after 1st April, 2015 by a Company Secretary in Practice, The Secretarial Auditor's Report is required to be annexed to the Board's Report for the Financial Year 2014-15 onward. The Board has therefore considered and appointed Mr. Chetan D. Shah, Company Secretary in whole time Practice (Mem.No.5131), as the Secretarial Auditor of the Company for the financial year 2016-17.

ANNEXURE D

29. Corporate Governance Certificate :

The compliance certificate governance as stipulated in Clause 49 of the Listing Agreement shall be annexed with the report. ANNEXURE E

30. Risk management policy :

Risks are events, situations or circumstances which may lead to negative consequences on the Company's businesses. Risk management is a structured approach to manage uncertainty. A formal enterprise wide approach to Risk management is being adopted by the Company and key risks will now be managed within a unitary framework. As a formal rollout, all business divisions and corporate functions will embrace Risk Management Policy and Guidelines, and make use of these in their decision making. Key business risks and their mitigation are considered in the annual/strategic business plans and in periodic management reviews The risk management process in our multi-business, multi-site operations, over the period of time will become embedded into the Company's business systems and processes, such that our responses to risks remain current and dynamic.

31. PARTICULARS OF EMPLOYEES :

There are no Employees drawing remuneration to which section 197 read with Rule 5 (2) of Companies (Appointment & Remuneration) Rules, 2014 applies.

32. CORPORATE SOCIAL RESPONSIBILITY :

Sines the company does not fall in the criteria mentioned

in Section 135 (1) of the Companies Act, 2013, the said provisions do not apply to your company.

33. Directors' Responsibility Statement :

The Directors' Responsibility Statement referred to in clause (c) of subsection (3) of Section 134 of the Companies Act, 2013, shall state that.

- (a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departure
- (b) That the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of the affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities
- (d) That the directors had prepared the annual accounts on a going concerns basis; and
- (e) The directors had prepared the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

34. Green Initiatives :

Electronic copies of the Annual Report 2014-15 and notice of the 23rd Annual General Meeting are sent to all members whose email addresses are registered with the Company /Depository participant(s) for members who have not registered their email addresses, physical copies of the Annual Report 2015-16 and the Notice of the Annual General Meeting under Section 101 of the Companies Act, 2013 are sent in the permitted mode. Members requiring physical copies can send a request to the Company.

Your Company provides e-voting facility to all its members to enable them to cast their votes electronically on all resolutions set forth in the Notice. This is pursuant to the Section 108 of the Companies Act 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015.

35. Acknowledgments :

Your Directors take this opportunity to thank the customers, shareholders, suppliers, bankers, business partners / associates, financial institutions and Central and State Governments for their consistent support and encouragement to the Company. I am sure you will join our Directors in conveying our sincere appreciation to all employees of the Company and its subsidiaries and associates for their hard work and commitment. Their dedication and competence has ensured that the Company continues to be a significant and leading player in the industry.

Date: 30th May 2016

Place: Rajkot

For, and on behalf of the Board of Directors

VINYOFLEX LIMITED

Vinod K. Tilva

Director

DIN : 00275279

Nila U. Tilva

Director

DIN : 07123527

x Neda Udaykumar

Mansukh P. Desai

M. Director