



VINYOFLEX LIMITED
29th ANNUAL REPORT
2021-2022

VINYOFLEX LIMITED

VINYOFLEX LIMITED

CIN:L25200GJ1993PLC019830

Reg Office:307 Silver Chamber Tagoreroad, Rajkot-360002

29th Annual Report 2021-22

Date: 01ST September, 2022

To,

Dear Members/Directors/Auditor,

You are cordially invited to attend the 29th Annual General Meeting (the 'AGM') of the Members of **VINYOFLEX LIMITED** (the 'Company') to be held on Thursday 29th September, 2022 at registered office of Company situated at 307, Silver Chambers, Tagore Road, Rajkot-360001 at 11.00 A. M.(IST).

The Notice of the meeting, containing the business to be transacted, is enclosed.

Thanking You,

For and on behalf of Board of Directors

VINYOFLEX LIMITED

Rahul Khokhar

Company Secretary & Compliance Officer

Enclosures:

1. Notice of the AGM
 2. Attendance slip
 3. Proxy form (MGT-11)
-

INDEX

Company information
Notice for Annual General Meeting
Board's Report
Annexure to Board's Report
Auditor's Report
Balance Sheet
Profit And Loss Account
Cash Flow Statement
Notes Forming Part Of Balance Sheet And Profit & Loss Account

BOARD OF DIRECTORS

VINOD KHIMJI TILVA	Managing Director
NILA UDAY TILVA	Chairman/ Director
MANSUKHLAL PREMJBHAI PATEL	Executive Director/C.E.O.
SANJIVKUMAR VASANTBHAI CHANIARA	Independent Director
KHUSHAL NARENDRABHAI BARMEDA	Independent Director
JASMIN KANTILAL CHAPALA	Independent Director

KEY MANAGERIAL PERSONNEL

VINOD KHIMJI TILVA	Managing Director
MANSUKHLAL PREMJBHAI PATEL	Chief Executive Officer
KIRITKUMAR BHANJBHAI MAKADIA	Chief Financial Officer
CS. RAHUL R. KHOKHAR	Company Secretary & Compliance Officer

STATUTORY AUDITOR

M/s. Bhavin Associates
Chartered Accountants
709, Everest Complex,
Opp. Shastri Ground,
Near Limda Chowk,
Rajkot - 360 001.

INTERNAL AUDITOR

M/s. Harsh Manek & Co
407 04th Floor, Nakshatra IV,
Gondal Road,
Nr. Samrudhhi Bhavan,
Rajkot-360 002

SECRETARIAL AUDITOR

CS. Chetan D. Shah
Company Secretary
24, Matru Chhaya, Jalaram Society,
Jayshri Road, Junagadh-362 001.

REGISTRAR & 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
Websites: www.mcsregistrars.com
Email : mcsstaahmd@gmail.com

STOCK EXCHANGE DETAILS

The Bombay Stock Exchange Ltd (BSE) - Script Code:530401

BANKERS

KOTAK MAHINDRA BANK
Imperial Hights,150 Feet Ring Road, Rajkot.

REGISTERED OFFICE & WORKS & INVESTOR RELATIONS EMAIL IDs.

VINYOFLEX LIMITED

Registered Office:

307 Silver Chamber, Tagore Road, Rajkot -360 002
Phone No. : 0281- 2460692 / 2468345 / 2468776 / 2468328
Fax : 91-281-2468839
Website: <http://www.vinyoflex.com>
info@vinyoflex.com
inquiry@vinyoflex.com

Factory :

Survey No.241, inside Kishan Gate, N.H. 8-B,
Near G.E.B Sub Station, Shapar (Veraval),
Taluka Kotda Sangani, Dist Rajkot.
Phone No. :02827- 252766, 252788

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

VINYOFLEX LIMITED

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.

VINYOFLEX LIMITED

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
-

VINYOFLEX LIMITED

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
-

VINYOFLEX LIMITED

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