



**VINYL CHEMICALS (INDIA) LIMITED**

CIN: L24100MH1986PLC039837

**Regd. Office:** Regent Chambers, 7<sup>th</sup> Floor, Jamnalal Bajaj Marg,  
208, Nariman Point, Mumbai 400 021.

**Tel:** 22822708/69829000 **Email:** cs.vinylchemicals@pidilite.com

**Website:** www.vinylchemicals.com

**NOTICE OF POSTAL BALLOT AND E-VOTING**

**Dear Member(s),**

NOTICE is hereby given pursuant to Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), General Circulars No.14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 5, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No.20/2021 dated December 8, 2021 No.3/2022 dated May 5, 2022, No 11/2022 dated December 28, 2022 and No. 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "MCA Circulars") (including any statutory modification or re-enactment thereof for the time being in force) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to other applicable laws and regulations, the Resolutions appended below are proposed to be passed as Special Resolutions for approval of the Members of Vinyl Chemicals (India) Limited (the Company) through Postal Ballot by voting through electronic means ("remote e-voting") only.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The communication of assent or dissent of the Members would take place only through the remote e-voting system. If your e-mail address is not registered with the Company/Depositories, please follow the steps as provided in the Notes to this Notice to receive this Postal Ballot Notice.

Members' consent is requested for the proposal contained for the Special Resolutions appended below. An Explanatory Statement pursuant to Sections 102 and 110 of the Act setting out all material facts and reasons for the proposed resolutions, along with instructions/procedure for remote e-voting is annexed hereto for your consideration.

**SPECIAL BUSINESS:**

**1. APPOINTMENT OF SHRI L. VISWANATHAN (DIN:00193056) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED that Shri L. Viswanathan (DIN: 00193056), who was appointed by the Board of Directors as an Additional Director (Non-Executive, Independent) of the Company w.e.f. 6<sup>th</sup> March, 2024 by the Board of Directors in terms of Section 161 of the Companies Act, 2013 ('Act') read with the Articles of Association of the Company, who is eligible for the said appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company not liable to retire by rotation."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force), the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act and Regulation 17 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, Shri L. Viswanathan (DIN: 00193056), who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect and who is eligible for appointment as an Independent Director of the Company be and is hereby appointed as an Independent Director of the Company for a first term of 5 (five) consecutive years commencing from 6<sup>th</sup> March, 2024 upto 5<sup>th</sup> March, 2029 and he shall not liable to retire by rotation."

“RESOLVED FURTHER THAT Shri M.B. Parekh, Chairman & Managing Director and Shri P.C. Patel, Company Secretary be and are hereby severally authorized to do all acts, deeds and matters and things that may be necessary or expedient or desirable, including without limitation, issuing of appropriate letter of appointment, complying with all requirements of the Companies Act, 2013 as may be required or expedient, for the purpose of giving effect to this resolution.”

**2. APPOINTMENT OF SMT. SHAILASHRI BHASKAR (DIN:08071081) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED that Shailashri Bhaskar (DIN: 08071081), who was appointed by the Board of Directors as an Additional Director (Non-Executive, Independent) of the Company w.e.f. 6<sup>th</sup> March, 2024 by the Board of Directors in terms of Section 161 of the Companies Act, 2013 ('Act') read with the Articles of Association of the Company, who is eligible for the said appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company not liable to retire by rotation.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149,150, 152 and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force), the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act and Regulation 17 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, Smt. Shailashri Bhaskar (DIN: 08071081), who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect and who is eligible for appointment as an Independent Director of the Company for a first term of 5 (five) consecutive years commencing from 6<sup>th</sup> March, 2024 upto 5<sup>th</sup> March, 2029 be and she shall not be liable to retire by rotation”

“RESOLVED FURTHER THAT Shri M.B. Parekh, Chairman & Managing Director and Shri P.C. Patel, Company Secretary be and are hereby severally authorized to do all acts, deeds and matters and things that may be necessary or expedient or desirable, including without limitation, issuing of appropriate letter of appointment, complying with all requirements of the Companies Act, 2013 as may be required or expedient, for the purpose of giving effect to this resolution.”

By Order of the Board  
**For VINYL CHEMICALS (INDIA) LTD.**

Sd/-  
**P.C. PATEL**  
**COMPANY SECRETARY**

Place: Mumbai

Date: 6<sup>th</sup> March, 2024

Registered Office:

Regent Chambers, 7<sup>th</sup> Floor,  
Jamnalal Bajaj Marg,  
208 Nariman Point,  
Mumbai -400 021  
Tel.: 22822708 / 69829000  
E-mail: cs.vinylchemicals@pidilite.com  
Website: www.vinylchemicals.com  
CIN: L24100MH1986PLC039837

## Notes:

1. Explanatory Statement pursuant to Section 102 read with Section 110 of the Act and Regulation 36(3) of Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, stating all material facts and reasons for the proposals set out under the Postal Ballot Notice is annexed hereto.
2. In compliance with the MCA circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members/List of Beneficial Owners as on Friday, 15<sup>th</sup> March, 2024 (**cut-off date**) and whose e-mail addresses are registered with the Company/Depositories. Members whose e-mail addresses are not registered with the Depository Participants/Company are requested to read the instructions given in the Notes.
3. Members may note that this Postal Ballot Notice will also be available on the website of the Company at [www.vinylchemicals.com](http://www.vinylchemicals.com), websites of the Stock Exchanges i.e. BSE at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited ("NSE") at [www.nseindia.com](http://www.nseindia.com), and on the website of National Securities Depository Limited ("NSDL") at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
4. Pursuant to Rule 22(5) of the Rules, the Company has appointed Shri P.N. Parikh, Practising Company Secretary (Membership No. FCS 327, CP No.1228) or failing him, Shri Mitesh Dhaliwala (Membership No. FCS 8331, CP No. 9511) or failing him, Smt. Sarvari Shah (Membership No. FCS 9697, CP No. 11717) as the scrutinizer ("**Scrutinizer**") for conducting the Postal Ballot and voting by electronic means ("**e-voting**") process in a fair and transparent manner.
5. In compliance with Sections 108 and 110 of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations, the Company has provided the facility to the Members to exercise their votes electronically and vote on the resolution through the e-voting services provided by NSDL. Members can vote only through the remote e-voting facility provided by NSDL and are requested to read the instructions on the same in Note No. 11 under the Notes to this Postal Ballot Notice. Members whose names appear in the Register of Members/List of Beneficial Owners as on Friday, 15<sup>th</sup> March, 2024 (**cut-off date**), will be considered for the purpose of e-voting. Hence, physical copy of this Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelope are not being sent to the Members.
6. The voting rights for equity shares is one vote per equity share registered in the name of the Members. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the Members as on Friday, 15<sup>th</sup> March, 2024 (**cut-off date**). A person who is not a shareholder on the cut-off date should treat this Notice for information purpose only.
7. The remote e-voting period shall commence on Wednesday, 27<sup>th</sup> March, 2024 at 9.00 a.m. and would end on Thursday, 25<sup>th</sup> April, 2024 at 5.00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. During this period, Members who are holding shares of the Company either in physical form or in dematerialized form as on 15<sup>th</sup> March, 2024 (**cut-off date**) may cast their vote electronically. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change/modify it subsequently or cast the vote again. Members are requested to cast their vote through the remote e-voting module not later than 5:00 p.m. (IST) on Thursday, 25<sup>th</sup> April, 2024 to be eligible for being considered, failing which it will be strictly considered that no vote has been cast by the Member.
8. Members may note that voting through Postal Ballot cannot be exercised through proxy. Non-individual Members (i.e. Institutional/Corporate Members) intending to vote through their authorized representatives are requested to send a scanned copy (in jpeg/pdf format) of a duly certified Board Resolution authorizing their representative(s) to vote on their behalf, pursuant to Section 113 of the Act, to the Scrutinizer at their e-mail address at [vinyl.scrutinizer@gmail.com](mailto:vinyl.scrutinizer@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
9. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny and the results of postal ballot through the remote e-voting process will be announced by the Chairman or any person authorised by him, on or

before Friday, 26<sup>th</sup> April, 2024 and results alongwith report of scrutinizer will also be displayed on the website of the Company at [www.vinylchemicals.com](http://www.vinylchemicals.com), besides being communicated to the Stock Exchanges, Depositories and Link Intime India Pvt. Ltd., the Registrar & Transfer Agents of the Company.

10. The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified for remote e-voting, i.e. Thursday, 25<sup>th</sup> April, 2024 and as if they have been passed at a general meeting of the Members.

**11. 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: 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"> <li>1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 ‘<b>IDeAS</b>’ 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.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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.</li> </ol>

	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;">   </div> <div style="display: flex; justify-content: center; gap: 40px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

**Important Note:**

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

<b>Login type</b>	<b>Helpdesk details</b>
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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000 and 022 - 2499 7000
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 <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) 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:
  - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) 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?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.



### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to vinyl.scrutinizer@gmail.com with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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](http://www.evoting.nsdl.com) to reset the password.
3. 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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager - NSDL or Mr.Amit Vishal, Deputy Vice President – NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com).

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

#### **1. Process for Registration of e-mail addresses:**

##### **A. One-time registration of e-mail address with RTA for receiving the Notice and casting votes electronically:**

As part of Company's green initiative and to facilitate Members to receive this Notice electronically, the Company has made special arrangements with its RTA, Link Intime India Private Limited for registration of e-mail addresses. Eligible Members who have not registered their e-mail addresses with the RTA, are required to provide the same to the RTA., on or before 5.00 pm (IST) on April 20, 2024.

##### **B. Process to be followed for one-time registration of e-mail address (for shares held in physical form or in electronic form) is as follows:**

Visit the link: [https://liiplweb.linkintime.co.in/EmailReg/Email\\_Register.html](https://liiplweb.linkintime.co.in/EmailReg/Email_Register.html)

- a) Select the name of the Company from drop-down: Vinyl Chemicals (India) Limited
- b) Enter details in respective fields such as DP ID and Client ID (if shares held in electronic form) / Folio no. and Certificate no. (if shares held in physical form), Shareholder name, PAN, mobile number and e-mail id
- c) System will send One Time Password ('OTP') on mobile no. and e-mail id
- d) Enter OTP received on mobile no. and e-mail id and submit.

After successful submission of the e-mail address, NSDL will e-mail a copy of this Notice along with the e-voting user ID and password. In case of any queries, Members may write to [csg-unit@tcplindia.co.in](mailto:csg-unit@tcplindia.co.in) or [evoting@nsdl.com](mailto:evoting@nsdl.com)



2. **Registration of e-mail address permanently with Company / DP:** Members are requested to register the e-mail address with their concerned DPs, in respect of electronic holding and with the Company/RTA in respect of physical holding, please visit <https://tcplindia.co.in/client-downloads.html> to know more about the registration process. Further, those Members who have already registered their e-mail addresses are requested to ensure that their e-mail ID is valid or in case of change, update the same with their DPs/RTA to enable service of notices/documents/Integrated Reports and other communications electronically to their e-mail address in future.
3. 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 cs.vinylchemicals@pidilite.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.
4. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
5. 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.

## EXPLANATORY STATEMENT

(Pursuant to Section(s) 102 and 110 of the Companies Act, 2013)

### Item No. 1:

#### **Appointment of Shri L. Viswanathan (DIN: 00193056) as an Independent Director of the Company**

The Board of Directors at their meeting held on 6<sup>th</sup> March, 2024, based on the recommendation of the Nomination and Remuneration Committee had appointed Shri L. Viswanathan (DIN: 00193056) as an Additional Director (Independent) of the Company for a first term of 5 (Five) consecutive years commencing from 6<sup>th</sup> March, 2024 upto 5<sup>th</sup> March, 2029 and he shall not be liable to retire by rotation.

Pursuant to Regulation 17(1C) of the Listing Regulations, Shri L. Viswanathan shall hold office until the date of next General meeting or for a period of three months from the date of appointment, whichever is earlier. Shri L. Viswanathan is eligible to be appointed as an Independent Director for a first term of 5 (Five) consecutive years. The Company has received Notice under Section 160 of the Act from a member proposing his candidature as an Independent Director of the Company.

Shri Viswanathan is a Science Graduate, a Fellow Member of the Institute of Cost Accountants of India (ICAI) and Certified Public Accountant (CPA) from USA. He is also an Associate Member of the All India Management Association. He has undergone Executive Education programs from Tuck Executive Education at Dartmouth, Harvard Business School and MIT Management Executive Education Empowers under Marshal Goldsmith. He has an overall experience of 40 years in Leadership position across industries in the areas of Financial Services, Information Technology, Media and Pharma Industry in India with business dealings across the globe. He has expertise in scaling up business, implementing and building strong distribution network, exploring new business avenues, identifying business synergy, acquisition of business, identification and tie-up with strategic partners etc. He has over 27 years of experience in Stock Holding Corporation of India Ltd. (SHCIL) where he held the positions of Group CFO, Head HR and Chairman of Management Committee. He has extensively dealt with various financial regulators in India as well as abroad. Earlier he had worked in various leading companies like Pfizer, the Tata Group etc. in the areas of finance, strategic planning, business development and systems development. He was the Managing Director of a Housing Finance company before starting his current Practice as Advisor to companies in building organization, financial structuring including fund sourcing, mergers and acquisitions. He is a Speaker at several Management institutes, Professional institutes and Chamber of Commerce.

Shri L. Viswanathan has experience in Business Leadership, Senior Management, Strategic Thinking & Governance, Finance & Accounts, Experience at Senior Level and Risk Management. The Company looks forward to benefit from his expertise in the said areas.

The Company has received the following from Shri L. Viswanathan viz.-

- (i) Consent in writing to act as Director in Form No. DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014;
- (ii) Intimation in Form No. DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014 to the effect that he is not disqualified under Section 164(2) of the Act;

- (iii) Declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations.

Shri L. Viswanathan has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014 with respect to his registration with the Independent Directors' Data Bank maintained by the Indian Institute of Corporate Affairs. Further, he has confirmed that he has not been debarred from holding office of a Director by virtue of any Order passed by SEBI or any other such authority and that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

In the opinion of the Board, Shri L. Viswanathan fulfills the conditions as set out in Section 149(6) and Schedule IV of the Act and Listing Regulations and is eligible for appointment as an Independent Director.

The requisite details and information pursuant to Regulation 36(3) of the Listing Regulations, the Act and Secretarial Standards as on the date of the Notice are provided in the "Annexure" to the Notice. Shri L. Viswanathan shall be paid remuneration by way of fees for attending meetings of the Board of Directors or Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for attending the Board and other meetings and profit related Commission within the limits stipulated under Section 197 of the Act. Copy of draft letter of appointment of Shri L. Viswanathan setting out the terms and conditions of his appointment is available for inspection by the Members at the Company's Registered Office during normal business hours on all working days from the date of dispatch of this Notice until the last date of receipt of votes by Postal Ballot/e-voting.

Except Shri L. Viswanathan, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board recommends the Special Resolutions as set out in Item No. 1 of the Notice, for approval by the Members.

**Item No. 2:**

**Appointment of Smt. Sailashri Bhaskar (DIN: 08071081) as an Independent Director of the Company**

The Board of Directors at their meeting held on 6<sup>th</sup> March, 2024, based on the recommendation of the Nomination and Remuneration Committee had appointed Smt. Shailashri Bhaskar (DIN: 08071081) as an Additional Director (Independent) of the Company for a first term of 5 (Five) consecutive years commencing from 6<sup>th</sup> March, 2024 upto 5<sup>th</sup> March, 2029 and she shall not be liable to retire by rotation.

Pursuant to Regulation 17(1C) of the Listing Regulations, Smt. Shailashri Bhaskar shall hold office until the date of next General meeting or for a period of three months from the date of appointment, whichever is earlier. Smt. Shailashri Bhaskar is eligible to be appointed as an Independent Director for a first term of 5 (Five) consecutive years. The Company has received Notice under Section 160 of the Act from a Member proposing her candidature as an Independent Director of the Company.

Smt. Shailashri Bhaskar is a Commerce Graduate, MBA. and a Fellow Member of the Institute of Company Secretaries of India (ICSI). She is well-qualified and has experience in Corporate Laws and SEBI Regulations. Earlier, she had worked as Dy. General Manager (DGM) in SEBI. She is having her own practice now. She is specialising in SEBI related matters and handles compliance and corporate governance issues for listed companies. She is a Faculty and Speaker in various programs organized by ICSI and Institute of Chartered Accountants of India (ICAI). She is a faculty for conducting training programs organized by BSE Capital Markets Institute, National Stock Exchange (NSE) and National Institute for Security Markets (NISM). She is a Specialist Editor for Ramaiya's Guide to Companies Act, 2013, M.C. Bhandari's Guide to Company Law Procedures. She is an author of various books and has written articles on various topics including Insider Trading, Preferential Allotment, Settlement Regulations and SEBI Takeover Regulations. She was a Member of the Expert Committee of the Metropolitan Clearing Corporation of India Ltd.

Smt. Shailashri Bhaskar has expertise in General Management, Business Leadership, Strategic Thinking, Experience at Senior Level, Legal & Regulatory matters, Corporate Laws, SEBI Regulations, Corporate Governance and Risk Management. The Company looks forward to benefit from her expertise in the said areas.

The Company has received the following from Smt. Shailashri Bhaskar viz.-

- (i) Consent in writing to act as Director in Form No. DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014;
- (ii) Intimation in Form No. DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014 to the effect that she is not disqualified under Section 164(2) of the Act;
- (iii) Declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations.

Smt. Shailashri Bhaskar has confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014 with respect to her registration with the Independent Directors' Data Bank maintained by the Indian Institute of Corporate Affairs. Further, she has confirmed that she has not been debarred from holding office of a Director by virtue of any Order passed by SEBI or any other such authority and that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company.

In the opinion of the Board, Smt. Shailashri Bhaskar fulfills the conditions as set out in Section 149(6) and Schedule IV of the Act and Listing Regulations and is eligible for appointment as an Independent Director.

The requisite details and information pursuant to Regulation 36(3) of the Listing Regulations, the Act and Secretarial Standards as on the date of the Notice are provided in the "Annexure" to the Notice. Smt. Shailashri Bhaskar shall be paid remuneration by way of fees for attending meetings of the Board of Directors or Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for attending the Board and other meetings and profit related Commission within the limits stipulated under Section 197 of the Act. Copy of draft letter of appointment of Smt. Shailashri Bhaskar setting out the terms and conditions of her appointment is available for inspection by the Members at the Company's Registered Office during normal business hours on all working days from the date of dispatch of this Notice until the last date of receipt of votes by Postal Ballot/e-voting.

Except Smt. Shailashri Bhaskar, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board recommends the Special Resolutions as set out in Item No. 2 of the Notice, for approval by the Members.

By Order of the Board  
**For VINYL CHEMICALS (INDIA) LTD.**

Sd/-  
**P.C. PATEL**  
**COMPANY SECRETARY**

Place: Mumbai

Date: 6<sup>th</sup> March, 2024

Registered Office:

Regent Chambers, 7<sup>th</sup> Floor,  
Jamnalal Bajaj Marg,  
208, Nariman Point,  
Mumbai -400 021  
Tel.: 22822708 / 69829000  
E-mail: cs.vinylchemicals@pidilite.com  
Website: www.vinylchemicals.com  
CIN: L24100MH1986PLC039837

**ANNEXURE TO NOTICE**

**Additional Information as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:**

Resolution/Item No	1
Name of Director	Shri L.Viswanathan
DIN	00193056
Date of Birth	24/12/1960
Age	63 years
Qualification	B.Sc, ICWAI, CPA (USA), AIMA
Date of first appointment on the Board	6 <sup>th</sup> March, 2024
Experience including Expertise in specific functional area/ brief resume	For details, pls. refer to the Explanatory Statement to the Postal Ballot Notice.
Terms and conditions of appointment	Independent Director for first term of 5 (Five) consecutive years commencing from 6 <sup>th</sup> March, 2024 upto 5 <sup>th</sup> March, 2029.
Remuneration last drawn	NA
Remuneration proposed to be paid	As per Remuneration Policy For details, please refer to the Explanatory Statement to the Postal Ballot Notice.
Other Companies in which he is a Director excluding Directorship in Private and Section 8 Companies	Indo Count Industries Ltd.
Other Companies in which he ceased to be Director in the last 3 years	West End Housing Finance Ltd.
Chairperson/Membership of the Statutory Committee(s) of Board of Directors of the Company	NA
Chairperson/Membership of the Statutory Committee(s) of Board of Directors of other Listed Companies in which he is a Director	Member of Audit Committee of Indo Count Industries Ltd.
Number of Meetings of the Board attended during the year	NA
Shareholding in the Company as on 23 <sup>rd</sup> January, 2024	NIL
Relationship with other Directors, Manager or Key Managerial Personnel, if any	None

**Additional Information as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:**

Resolution/Item No	2
Name of Director	Ms. Shailashri Bhaskar
DIN	08071081
Date of Birth	05/04/1968
Age	56 years
Qualification	B.Com., MBA, FCS
Date of first appointment on the Board	6 <sup>th</sup> March, 2024
Experience including Expertise in specific functional area/ brief resume	For details, pls. refer to the Explanatory Statement to the Postal Ballot Notice
Terms and conditions of appointment	Independent Director for first term of 5 (Five) consecutive years commencing from 6 <sup>th</sup> March, 2024 upto 5 <sup>th</sup> March, 2029.
Remuneration last drawn	NA
Remuneration proposed to be paid	As per Remuneration Policy For details, please refer to the Explanatory Statement to the Postal Ballot Notice
Other Companies in which he is a Director excluding Directorship in Private and Section 8 Companies	NA
Other Companies in which he ceased to be Director in the last 3 years	NA
Chairperson/Membership of the Statutory Committee(s) of Board of Directors of the Company	NA
Chairperson/Membership of the Statutory Committee(s) of Board of Directors of other Listed Companies in which he is a Director	NA
Number of Meetings of the Board attended during the year	NA
Shareholding in the Company as on 23 <sup>rd</sup> January, 2024	NIL
Relationship with other Directors, Manager or Key Managerial Personnel, if any	None