



NOTICE

Notice is hereby given that the THIRTY SIXTH ANNUAL GENERAL MEETING of the Members of the Company will be held on Friday, the 12th August, 2022 at 12:00 noon through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements for the year ended 31st March, 2022 together with the Directors' Report and Auditors' Report thereon.
2. To declare Dividend on Equity Shares.
3. To consider and if thought fit to pass the following resolution as a Special Resolution for appointing a Director in place of Shri N.K. Parekh, who retires by rotation and being eligible, offers himself for re-appointment:

"RESOLVED THAT pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder and Rule 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) Shri N. K. Parekh (DIN: 00111518), who retires by rotation at this meeting and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

Special Business:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee, Shri P.D. Shah (DIN: 00286277) who was appointed as an Additional Director (Independent) of the Company in terms of Section 161 of the Act by the Board of Directors with effect from 6th October, 2021 and who holds office upto the date of this Annual General Meeting (AGM) and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of a Director, and being eligible, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years upto 5th October, 2026 and he shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary be and are hereby authorised to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

BY ORDER OF THE BOARD OF DIRECTORS

P.C. PATEL
PRESIDENT & SECRETARY

Place : Mumbai
Date : 16th May, 2022

Registered Office:

Regent Chambers, 7th Floor,
Jamnalal Bajaj Marg,
208, Nariman Point,
Mumbai 400 021.
CIN: L24100MH1986PLC039837



Notes:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its Circular dated 5th May, 2022 read with relevant Circulars issued by Securities and Exchange Board of India (SEBI) have permitted the holding of the Annual General Meetings (“AGM/Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the 36th AGM of the Company is being held through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence Proxy Form and Attendance Slip are not annexed to this Notice.
3. Corporate Members are requested to send to the Company a scanned (pdf/jpg format) certified copy of the Board Resolution/Authorisation authorizing their representative to attend and vote on their behalf through remote evoting to the Company’s email address cs.vinylchemicals@pidilite.com. The said Resolution/Authorisation shall also be sent to the Scrutinizer by email at their email address shethmm_cs@yahoo.co.in and to National Securities Depository Limited (NSDL) at their email address evoting@nsdl.co.in.
4. In case of joint holders attending the AGM, only such joint holder whose name is higher in the order of the names will be entitled to vote.
5. A Statement pursuant to Section 102(1) of the Act setting out all material facts in respect of Item Nos. 3 and 4 of the Notice is annexed hereto and the same shall form part of this Notice.
6. Notes given in the Notice to the extent applicable also forms part of the Explanatory Statement.
7. Members seeking any information with regard to the accounts, inspection of documents or any matter to be placed at the AGM, are requested to write to the Company on or before 29th July, 2022 by email at the Company’s email address cs.vinylchemicals@pidilite.com and the same will be replied by the Company suitably.
8. Since the AGM will be held through VC/OAVM, the Route Map of the venue of AGM is not annexed in this Notice.
9. In compliance with the aforesaid MCA and SEBI Circulars, Notice of the AGM along with the Annual Report for the Financial Year 2021-2022 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report for the Financial Year 2021-2022 will also be available on the Company’s website www.vinylchemicals.com, websites of the Stock Exchanges viz. BSE Ltd. (“BSE”) at www.bseindia.com and National Stock Exchange of India Ltd. (“NSE”) www.nseindia.com respectively and also on the website of NSDL www.evoting.nsdl.com.
10. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
11. In accordance with the provisions of Regulation 36(3) of SEBI Listing Regulations and applicable provisions of Secretarial Standard - 2, a brief profile of Shri N.K. Parekh and Shri P.D. Shah, nature of their expertise in specific functional areas, names of companies in which they hold Directorships/ Memberships/Chairmanships of Committee of Directors, their shareholding and relationship between Directors inter-se and other information, is set out as Annexure and the same forms part of this Notice.



12. The Register of Members and Share Transfer Books of the Company will be closed from Tuesday, 2nd August, 2022 to Friday, 12th August, 2022 (both days inclusive) for the purpose of payment of dividend on equity shares and AGM. The record date for determining entitlement of members for payment of dividend for the Financial Year ended 31st March 2022 will be Monday, the 1st August, 2022.
13. The dividend on equity shares as recommended by the Board of Directors, if declared at the AGM, will be paid on or after 18th August, 2022 to those shareholders whose names appear on the Register of Members of the Company on the date of the AGM. In respect of shares held in electronic form, the dividend will be payable on the basis of beneficial ownership as on 1st August, 2022 as furnished to the Company by NSDL and Central Depository Services (India) Ltd. (“CDSL”).
14. SEBI has mandated submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in *electronic form* are required to submit their PAN as well as bank details to their Depository Participants and Members holding shares in *physical form* shall submit their PAN as well as bank details to the Company/TSR Consultants Private Limited, the Company’s Registrar and Share Transfer Agents (R & T Agents).
15. Members may note that vide Circular dated 21st March, 2013, SEBI has mandated all listed companies to use electronic mode of payments such as LECS/RECS/NECS/NEFT/RTGS etc. for making payment of dividends and other cash payments to investors, wherever possible. In other cases, the Company shall despatch dividend warrants for making payment of dividends to those shareholders who have not updated their bank account details.
16. Members may note that the Income Tax Act, 1961, as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a Company after 1st April, 2020 shall be taxable in the hands of the shareholders. The Company shall, therefore, be required to deduct Tax at Source (TDS) at the time of payment of dividend. In order to enable the Company to determine the appropriate TDS rate, as applicable, Members are requested to submit the requisite documents in accordance with the provisions of the Income Tax Act, 1961.

The relevant provisions of the Income Tax Act, 1961 relating to deduction of TDS from dividends in respect of various categories of shareholders are given below:

- A) For Resident Shareholders, TDS shall be made under Section 194 of the Income Tax Act, 1961 at 10% (Ten percent) on the amount of dividend declared and paid by the Company during the Financial Year 2022-2023 provided PAN is registered by the Shareholder. If PAN is not registered, TDS would be deducted @ 20% (Twenty percent) as per Section 206AA of the Income Tax Act, 1961. However, no tax shall be deducted on the dividend payable to a resident Individual if the total dividend to be received by the individual during Financial Year 2022-2023 does not exceed ₹ 5,000. In cases where the shareholder furnishes Form 15G (applicable to any person other than a Company or a Firm or HUF)/Form 15H (applicable to an Individual above the age of 60 years), no TDS shall be deducted provided that the eligibility conditions are being met.
- B) For Non-Resident Shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 of the Income Tax Act, 1961 at the rates in force. As per the relevant provisions of the Income Tax Act, 1961, the withholding tax shall be at the rate of 20% (Twenty percent) (plus applicable surcharge and cess) on the amount of dividend payable to them. However, as per Section 90 of the Income Tax Act, 1961, Non-Resident Shareholder have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the shareholder, if they are more beneficial to them. For this purpose, i.e. to avail the Tax Treaty benefits, the Non-Resident Shareholders will have to furnish the following documents to the Company:



- Self-attested copy of Tax Residency Certificate (TRC) obtained from the tax authorities of the country of which the Shareholder is a resident.
 - Self declaration in Form 10F if all the details required in this form are not mentioned in the TRC.
 - Self-attested copy of the PAN Card allotted by the Indian Income Tax authorities.
 - Self- declaration certifying the following points:
 - i. The Shareholder is and will continue to remain a tax resident of the country of his residence during the Financial Year 2022-2023;
 - ii. The Shareholder is eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company;
 - iii. The Shareholder has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner;
 - iv. The Shareholder is the ultimate beneficial owner of the shares held in the Company and dividend receivable from the Company; and
 - v. The Shareholder does not have a taxable presence or a permanent establishment in India during the Financial Year 2022-2023.
- C) Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction/withholding on dividend amounts. Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Company of the documents submitted by Non-Resident Shareholder.
- D) Accordingly, in order to enable the Company to determine the appropriate TDS/withholding tax rate applicable, Members are requested to provide the details and documents as mentioned above before 25th July, 2022.
- E) Kindly note that the aforementioned documents are required to be submitted at the email address csg-exemptforms2223@tcplindia.co.in on or before 25th July, 2022 in order to enable the Company to determine and deduct the appropriate TDS/withholding tax rate. No communication on the tax determination/deduction shall be entertained after 25th July, 2022. It may be further noted that in case the tax on dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents, there would still be an option available to the Shareholders to file their return of income and claim the appropriate refund, if eligible.
- F) Soft copies of TDS certificate shall be emailed to the Shareholders at their registered e-mail address in accordance with the provisions of the Income Tax Act, 1961 after filing of the quarterly TDS Returns of the Company, after payment of the dividend to the Members.
- G) The Company/R & T Agents have has sent a communication to the Members in the above regard.
17. A. As per Regulation 40 of the SEBI Listing Regulations, and SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022, as amended, securities of listed companies can be transferred in dematerialized form only. In view of this requirement and with a view to eliminate the risks associated with physical shares and for ease of portfolio management, Members holding shares in *physical form* are requested to consider converting their holdings into dematerialized form. Members may contact the Company or its R & T Agents for any assistance they may need in this regard.



- B. SEBI vide its aforesaid Circular has mandated listed companies to issue securities in dematerialised form only while processing certain service requests. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website www.vinylchemicals.com and on the website of the R & T Agents www.tcplindia.co.in. Members are requested to note that any service request would only be processed after the folio is KYC compliant.
18. Members are requested to inform about changes, if any, relating to their name, postal address, email address, telephone/mobile numbers, PAN, Bank Mandate, Nomination, Power of Attorney, Bank details such as name of the Bank and Branch, Account Number, MICR code, IFSC etc. immediately to:
- (i) R & T Agents in case of the shares held in *physical form* or
 - (ii) Depository Participants (DP) in case of the shares held in *electronic form*.
19. 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. Periodic statement of holdings should be obtained from the concerned DP and verified by the Members.
20. Non-resident Indian (NRI) Shareholders are requested to inform the Company/R & T Agents regarding:
- (i) Change in the residential status on return to India for permanent settlement.
 - (ii) Indian address and the particulars of Bank account maintained in India with complete name and address of the Bank, if not furnished earlier.
21. The Members can avail facility of nomination in terms of the extant legal provisions in this regard. On request, the prescribed Form SH-13 can be obtained from the Company's R & T Agents.
22. To support the 'Green Initiative', Members who have not yet registered their email address are requested to register the same with their DPs in case the shares are held by them in *electronic form* and with the R & T Agents in case the shares are held by them in *physical form*.
23. A. Pursuant to Section 205A of the Companies Act, 1956, all unclaimed/unpaid dividend upto the Financial Year ended 31st March, 1994 have been transferred to the General Revenue Account of the Central Government. Those Members who have so far not claimed their dividends for the said periods may claim the same by submitting an application in the prescribed form to the Registrar of Companies, Maharashtra.
- B. The Company has transferred unclaimed/unpaid dividend in respect of the Financial Years ended 31st March, 1995 to 31st March, 2014 to the Investor Education and Protection Fund ("IEPF").
- C. Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), both of which were made applicable with effect from 7th September, 2016, also contain similar provisions for transfer of such amounts to IEPF. Accordingly, all dividends remaining unclaimed/unpaid for a period of seven years from the date they became due for payment in relation to the Company, have been transferred to the IEPF established by the Central Government. No claim shall be entertained against the Company for the amounts so transferred.
- D. As per Section 124(6) of the Act read with the IEPF Rules, as amended, all the shares in respect of which dividend has remained unpaid/unclaimed for seven consecutive years or more, as referred to in the said Section read with the relevant Rules, have been transferred to the demat account of IEPF Authority.



- E. The Company has sent Notice to all the Members whose dividends for the Financial Year ended 31st March, 2015 are lying unpaid/unclaimed against their name. Members are requested to claim the same from the Company. As mentioned in the said Notice, in case the dividends are not claimed by 1st September, 2022, necessary steps shall be initiated by the Company to transfer the shares and dividend held by the concerned Members to IEPF, without further notice to the Shareholder. Please note that no claim shall lie against the Company in respect of the shares so transferred to IEPF Authority.
- F. In the event of transfer of shares and the unclaimed dividends to IEPF, Members are entitled to claim the same from IEPF Authority by submitting an online application in the prescribed Form IEPF-5 available on the MCA's website www.iepf.gov.in and sending a physical copy of the same, duly signed, to the Company along with the requisite documents enumerated in the Form IEPF-5.
- G. The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 12th August, 2021 (date of the last AGM) on the website of the Company www.vinylchemicals.com and also on the website of Ministry of Corporate Affairs www.iepf.gov.in.
- H. Members who have not yet encashed their Dividend Warrants for the Financial Years ended 31st March, 2015 to 31st March, 2021 are requested to contact the R & T Agents, TSR Consultants Pvt. Ltd., Unit: Vinyl Chemicals (India) Limited, C-101, 1st Floor 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai 400 083 for claiming their unpaid dividends.

24. Voting through electronic means:

- A. Pursuant to the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is pleased to provide facility to the Members to exercise their right to vote by electronic means through remote e-voting platform as well as e-voting on the date of AGM provided by National Securities Depository Limited (NSDL) on all the resolutions set out in this Notice. Resolutions passed by the Members through e-voting are deemed to have been passed, as if they have been passed at the AGM.
- B. The Members who have cast their vote by remote e-voting prior to the AGM may also attend and participate in the AGM through VC/OAVM but shall not be entitled to cast their vote once again.

THE INSTRUCTIONS FOR REMOTE E-VOTING AND JOINING THE AGM ARE AS UNDER:

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 and joining virtual meeting 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 data-bbox="587 324 1425 751">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 or joining virtual meeting & voting during the meeting. <li data-bbox="587 772 1425 913">2. 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. <li data-bbox="587 933 1425 1397">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a Mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <li data-bbox="587 1417 1425 1518">4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="735 1528 1425 1834" style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div data-bbox="735 1598 954 1649">  App Store </div> <div data-bbox="1002 1598 1236 1649">  Google Play </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;"> <div data-bbox="794 1675 946 1820">  </div> <div data-bbox="1050 1675 1201 1820">  </div> </div> </div>



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

Note:

Members who are unable to retrieve User Id/ Password are advised to use Forget User Id and Forget Password option available at above mentioned website.

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

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43</p>



B. Login Method for e-Voting and joining virtual meeting 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?

- i. **Step 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.
- ii. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
- iii. 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.

- iv. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a. For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b. For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c. For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- v. Password details for shareholders other than Individual shareholders are given below:
 - i. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - ii. 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.
 - iii. 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. 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 the steps mentioned below in **process for those shareholders whose email ids are not registered.**
- vi. If you are unable to retrieve or have not received the “Initial Password” or have forgotten your password:
 - i) 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.
 - ii) **Physical User Reset Password?”** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - iii) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - iv) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 - v) After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 - vi) Now, you will have to click on “Login” button.
 - vii) After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system:

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- i. 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 and General Meeting is in active status.
- ii. Select “EVEN” of Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
- iii. Now you are ready for e-Voting as the Voting page opens.
- iv. 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.
- v. Upon confirmation, the message “Vote cast successfully” will be displayed.
- vi. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- vii. 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 shethmm_cs@yahoo.co.in with a copy marked to 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 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 or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Ms. Soni Singhal) at evoting@nsdl.co.in.
4. Any person holding shares in physical form and non-individual Shareholders who acquire shares of the Company after despatch of the Notice and holding shares as of the Cut-off date i.e. **5th August, 2022** may obtain the Login Id and Password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for Remote e-voting, then you can use your existing User Id and Password for casting your vote. If you forgot your Password, you can reset your Password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on Toll Free Nos. 1800 1020 990/1800 22 44 30. In case of individual Members holding securities in demat form who acquire shares of the Company and becomes a Member after despatch of the Notice and holding shares as on the Cut-off date viz. **5th August, 2022** may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-voting System".
5. The Remote e-voting period shall commence on **Tuesday, 9th August, 2022 at 9.00 a.m.** and would end on **Thursday, 11th August, 2022 at 5.00 p.m.** During this period, Members of the Company holding shares either in physical form or in demat form as on **5th August, 2022** (Cut-off date) may cast their vote electronically. The Remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Shareholder, the Shareholder will not be allowed to change/modify it subsequently or cast vote once again.
6. The voting rights of Shareholders shall be in proportion to the shares in the paid up equity share capital of the Company as on **5th August, 2022**, the Cut-off date. Any person who is not a Member as on the Cut-off date should treat this Notice for information purpose only.



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. In case shares are held in physical mode please provide Folio No., Name of Shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs.vinylchemicals@pidilite.com.
2. In case shares are held in demat mode, please provide DP Id & Cliend Id (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 shareholder 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, Shareholders may send a request to evoting@nsdl.co.in for procuring User Id and Password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and e-mail Id correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

- a. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- b. Only those Shareholders who are present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through Remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- c. Shareholders who have already cast their vote through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- d. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholders will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Shareholders may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder login where the EVEN of Company will be displayed. Please note that Shareholders who do not have the User Id and Password for e-Voting or have forgotten the User Id and Password may retrieve the same by following the Remote e-Voting instructions mentioned in the notice to avoid last minute rush.



2. Shareholders are encouraged to join the Meeting through Laptops for better experience.
3. Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that participants connecting from Mobile devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuations in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
5. Shareholders who need assistance before or during the AGM, can contact NSDL on [evoting@nsdl.co.in/](mailto:evoting@nsdl.co.in) or on their toll free nos. 1800 1020 990/1800 224 430 or contact Mr. Amit Vishal, Asst. Vice President or Ms. Soni Singh, Vice President at evoting@nsdl.co.in at 1800 1020 990/1800 224 430.
6. Shareholders who would like to express their views or ask questions during the AGM may register themselves as Speakers by sending their request from their registered email address mentioning their name, DP Id & Client Id/Folio Number, PAN, email address, mobile number at cs.vinylchemicals@pidilite.com from **Monday, 1st August, 2022 to Monday, 8th August, 2022**. Those Shareholders who have registered themselves as Speakers will only be allowed to express their views/ask questions depending on the availability of time for the AGM. The Company reserves the right to restrict the number of Speakers and number of questions depending on the availability of time for the AGM.
7. Shri M.M. Sheth, Practising Company Secretary (Membership No. FCS 1455 CP No.729) or failing him, Smt. Ami M. Sheth (Membership No. ACS 24127 CP No. 13976) have been appointed as the 'Scrutinizer' to scrutinize Remote e-voting process and also e-voting at the AGM in a fair and transparent manner.
8. The Scrutinizer shall immediately after the conclusion of voting at the AGM, first scrutinise the votes cast at the AGM, thereafter unlock the votes cast through Remote e-voting and shall make not later than 48 hours of conclusion of the Meeting, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
9. The results alongwith the Scrutinizer's Report shall be placed on the Company's website www.vinylchemicals.com and on the website of NSDL within 48 hours of conclusion of the 36th AGM of the Company and communicated to BSE Ltd. and National Stock Exchange of India Ltd.



EXPLANATORY STATEMENT

(Pursuant to Section 102(1) of the Companies Act, 2013)

Item No. 3

Although strictly not required under the provisions of the Companies Act, 2013 ("Act"), Explanatory Statement on this item is being given for information of the Members.

Shri N.K. Parekh (DIN: 00111518), aged 84 years, is due to retire by rotation at the ensuing Annual General Meeting (AGM) and being eligible offers himself for re-appointment as a Non Executive Director of the Company.

Shri N. K. Parekh is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

In terms of the provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations), the Members had approved by passing Special Resolution at the 34th AGM held on 16th September, 2020, continuation of tenure of Directorship of Shri N.K. Parekh as a Non-Executive Director. It is proposed to pass Special Resolution for his re-appointment.

A brief profile of Shri N.K. Parekh as stipulated under Regulation 36(3) of the Listing Regulations is annexed to this Notice. Shri N.K. Parekh has been serving as a Director of the Company since 1986 and is a promoter of the Company. It would be in the interest of the Company to continue to avail his services as a Non Executive Director of the Company.

Except Shri N.K. Parekh, in respect of whom this resolution pertains, none of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Special Resolution for approval by the Members.

Item No. 4

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 [Act] and the Articles of Association of the Company, the Board of Directors (the Board) had appointed Shri P.D. Shah (DIN: 00286277) as an Additional Director (Independent) of the Company with effect from 6th October, 2021 who holds office upto the date of the ensuing Annual General Meeting.

The Company has received a Notice in writing from a Member under Section 160 of the Act proposing the candidature of Shri P.D. Shah for the office of Director of the Company.

Shri P.D. Shah is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Nomination and Remuneration Committee has recommended the appointment of Shri P.D. Shah as an Independent Director for a period of five consecutive years upto 5th October, 2026 and he shall not be liable to retire by rotation.

The Company has also received declaration from Shri P.D. Shah stating that he meets the criteria of independence as prescribed under Section 149(6) of the Act including under Rule 6(3) of Companies (Appointment and Qualifications of Directors) Rules, 2014 for inclusion of his name in the Independent Directors' Database and the Listing Regulations.



A brief profile of Shri P.D. Shah as stipulated under Regulation 36(3) of the Listing Regulations is given as an Annexure to this Notice.

In the opinion of the Board, Shri P.D. Shah fulfils the conditions for his appointment as an Independent Director as specified in the Act and Listing Regulations and he is independent of the management.

Keeping in view his expertise and vast knowledge, it will be in the interest of the Company to appoint Shri P.D. Shah as an Independent Director, not liable to retire by rotation.

Shri P.D. Shah shall be paid remuneration by way of fees for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits as stipulated under Section 197 of the Act.

A copy of the draft letter of appointment of Shri P.D. Shah as an Independent Director setting out the terms and conditions of appointment is available for inspection. Members seeking inspection of the said Letter of Appointment may write to the Company at the Company's email address cs.vinylchemicals@pidilite.com.

Shri P.D. Shah is interested in this resolution with regard to his appointment. Save and except the above, none of the other Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution.

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

The Board recommends the Special Resolution for approval by the Members.

BY ORDER OF THE BOARD OF DIRECTORS

P.C. PATEL
PRESIDENT & SECRETARY

Date : 16th May, 2022
Place : Mumbai

Registered Office:

Regent Chambers, 7th Floor,
Jamnalal Bajaj Marg,
208, Nariman Point,
Mumbai 400 021.
CIN: L24100MH1986PLC039837



**ADDITIONAL INFORMATION ON THE DIRECTORS SEEKING ELECTION
AT THE 36TH ANNUAL GENERAL MEETING**

(Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Resolution/Item No.	3	4
Name of the Director	Shri N.K. Parekh	Shri P.D. Shah
Age	84 years	68 years
Date of first appointment on the Board	15.05.1986	06.10.2021
Qualification, Experience/Expertise in specified field	Chemical Engineer [B.Sc., B.Sc (Tech), M.S. Chem. Engg. (USA)]. Experience in chemical industry of over 5 decades	B.com, LL.B. Solicitor having experience of over 4 decades. He is practicing mainly in commercial, real estate, direct and indirect tax litigations
Terms and Conditions of appointment/re-appointment	Re-appointment as Non Executive Director, liable to retire by rotation	Appointment as Independent Director not liable to retire by rotation
Remuneration proposed to be paid	As per Remuneration Policy of the Company	As per Remuneration Policy of the Company
Directorship in other public Companies (excluding Directorship in Foreign and Section 8 Companies) as on 31.03.2022	Pidilite Industries Limited Fevicol Company Limited Parekh Marketing Limited Kalva Marketing and Services Limited	Nil
Chairperson/Membership of Statutory Committee(s) of the Board of Directors of other Public Limited Companies as on 31.03.2022 (excluding Section 8 Companies and Private Limited Companies)	Memberships: Pidilite Industries Limited Stakeholders Relationship Committee Nomination & Remuneration Committee Corporate Social Responsibility Committee	Nil
Number of shares held in the Company as on 31.03.2022	75,951	Nil
Relationship with other Directors, Manager or Key Managerial Personnel of the Company, if any	None	None

Note:

For other details such as number of meetings of the Board attended during the year, remuneration last drawn, Committee positions in the Company etc., please refer to the Corporate Governance Report, which forms part of the Annual Report of the Company.