



## **NOTICE**

Notice is hereby given that the THIRTY SEVENTH ANNUAL GENERAL MEETING of the Members of **VINYL CHEMICALS (INDIA) LIMITED** will be held on Tuesday, the 8<sup>th</sup> August, 2023 at 3:00 p.m. 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 Financial Year ended 31<sup>st</sup> March, 2023 together with the Directors' Report and Auditors' Report thereon.
2. To declare Dividend on Equity Shares for the Financial Year ended 31<sup>st</sup> March, 2023.
3. To appoint a Director in place of Shri A.B. Parekh (DIN 00035317), who retires by rotation and being eligible, offers himself for re-appointment.

BY ORDER OF THE BOARD OF DIRECTORS

**P.C. PATEL**

PRESIDENT & COMPANY SECRETARY

Place : Mumbai

Date : 4<sup>th</sup> May, 2023

**Registered Office:**

Regent Chambers, 7<sup>th</sup> Floor,

Jamnalal Bajaj Marg,

208, Nariman Point,

Mumbai 400 021.

Tel : 022 22822708/022 69829000

Email: cs.vinylchemicals@pidilite.com

Website: www.vinylchemicals.com

CIN: L24100MH1986PLC039837



**Notes:**

1. The Ministry of Corporate Affairs (“MCA”) has vide its Circular dated 28<sup>th</sup> December, 2022 read with relevant Circulars issued by the Securities and Exchange Board of India (SEBI) have permitted the holding of the Annual General Meeting (“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 37<sup>th</sup> 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 at the AGM 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 e-voting to the Company’s email address at cs.vinylchemicals@pidilite.com. The said Resolution/Authorisation shall also be sent to the Scrutinizer by email at their email address at vinyl.scrutinizer@gmail.com and to National Securities Depository Limited (NSDL) at their email address at 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 on the resolutions set out in this Notice.
5. 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 **24<sup>th</sup> July, 2023** at the Company’s email address at cs.vinylchemicals@pidilite.com and the same will be replied by the Company suitably.
6. Since the AGM will be held through VC/OAVM, the Route Map of the venue of AGM is not annexed in this Notice.
7. In compliance with the aforesaid MCA and SEBI Circulars, Notice of the AGM along with the Annual Report for the Financial Year 2022-2023 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the said Notice and Annual Report for Financial Year 2022-2023 will also be available on the Company’s website at www.vinylchemicals.com, websites of the Stock Exchanges viz. BSE Ltd. (“BSE”) at www.bseindia.com and National Stock Exchange of India Ltd. (“NSE”) at www.nseindia.com respectively and also on the website of NSDL at www.evoting.nsdl.com.
8. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. 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 A.B. Parekh, nature of expertise in specific functional areas, name of companies in which he holds Directorship/Membership/Chairmanship of Committee of Directors, his shareholding and relationship between Directors inter-se and other information, is set out as Annexure and the same forms part of this Notice.
10. The Register of Members and Share Transfer Books of the Company will be closed from **Thursday, 27<sup>th</sup> July, 2023 to Tuesday, 8<sup>th</sup> August, 2023** (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 31<sup>st</sup> March, 2023 will be **Wednesday, 26<sup>th</sup> July, 2023**.
11. The dividend on equity shares as recommended by the Board of Directors, if declared at the AGM, will be paid on or after **14<sup>th</sup> August, 2023** 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 **26<sup>th</sup> July, 2023** as furnished to the Company by NSDL and Central Depository Services (India) Ltd. (“CDSL”).
12. A. 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* are required to submit their PAN as well as bank details to the Company/TSR Consultants Private Limited, the Company’s Registrar and Transfer Agents (R & T Agents).



- B. As per Regulation 40 of the SEBI Listing Regulations and SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25<sup>th</sup> January, 2022, as amended, securities of listed companies can be transferred only in dematerialized form. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio Management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or its R & T Agents for assistance in this regard.
- C. SEBI vide its Circulars dated 25<sup>th</sup> January, 2022 and 25<sup>th</sup> May, 2022 has mandated all listed companies to issue securities in dematerialized form only while processing certain prescribed service requests. Accordingly, the Members are requested to make service requests by submitting a duly filled and signed Form No. ISR-4, the format of which is available on the Company's website at [www.vinylchemicals.com](http://www.vinylchemicals.com) and on the website of Company's R & T Agents at [www.tcplindia.co.in](http://www.tcplindia.co.in). Members are requested to note that any service request would only be processed after the Folio is KYC compliant.
13. Members may note that vide Circular dated 21<sup>st</sup> March, 2013, SEBI has mandated all listed companies to use electronic mode of payments such as DCS/NACH/NECS/NEFT/RTGS for making payment of dividends and other cash payments to investors, wherever possible. In other cases, the Company shall dispatch dividend warrants for making payment of dividends to those shareholders who have not updated their bank account details.
14. Members may note that the Income Tax Act, 1961, as amended by the Finance Act, 2020, mandates that dividends paid or distributed by companies after 1<sup>st</sup> 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/Shareholders 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 for guidance of the Members:

- A. For Resident Shareholders, TDS shall be deducted 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 2023-2024 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 the Financial Year 2023- 2024 does not exceed ₹ 5,000. In cases where the Shareholder furnishes valid Form 15G (applicable to any person other than a Company or a Firm or HUF)/valid Form 15H (applicable to Individuals 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 @ 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 shareholders 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. in order 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) for the period April 1, 2023 to March 31, 2024 or January 1, 2023 to December 31, 2023 obtained from the tax authorities of the country of which the Shareholder is a resident.
  - Self-declaration in Form No. 10F if all the details required in this Form are not mentioned in the TRC. If the Shareholder has PAN in India, Form No. 10F will have to be e-filed online through Income Tax portal at <https://eportal.incometax.gov.in/>.
  - 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 2023-2024;
  - ii. The Shareholder is eligible to claim the beneficial DTAA rate for the purpose 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 2023-2024.
- 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 rates 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 **26<sup>th</sup> July, 2023**.
- E. As per Finance Act, 2021, Section 206AB of the Income Tax Act, 1961 has been inserted effective from 1<sup>st</sup> July 2021, wherein higher rate of tax (twice the specified rate) would be applicable on payment made to a Shareholder who is classified as 'Specified Person' as defined under the provisions of the aforesaid Section. However, in case a Non Resident Shareholder or a Non Resident Foreign Portfolio/Foreign Institutional Investor, higher rate of tax as mentioned under Section 206AB of the Income Tax Act, 1961 shall not apply if such Non Resident Shareholders do not have a permanent establishment in India.
- F. Shareholders holding shares under multiple accounts under different status/category and single PAN may note that higher rate of the tax as applicable to the status in which shares held under a single PAN will be considered on their entire holding in different accounts.
- G. All Shareholders are requested to verify their Name, PAN, address, residential status etc. and in case of any changes, they may update the same with their Depository Participants (*In case the shares are held in electronic form*) or the Company's R & T Agents (*In case the share are held in physical form*).
- H. Kindly note that the aforementioned documents are required to be submitted to the Company's R & T Agents at the email address [csg-exemptforms2324@tclindia.co.in](mailto:csg-exemptforms2324@tclindia.co.in) on or before **26<sup>th</sup> July, 2023** in order to enable the Company to determine and deduct the appropriate TDS/withholding tax rate. Shareholders may kindly note that no communication on the tax determination/deduction shall be entertained after **26<sup>th</sup> July, 2023**. Further, it may be noted that in case the tax on dividend is deducted at a higher rate in due to non-receipt of the aforesaid 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.
- I. Soft copies of TDS certificate will be sent 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. Further, Shareholders can download Form No. 26AS from the Income Tax portal after login through their PAN and can check TDS deduction details on dividend from Form No. 26AS.
- J. The Company/R & T Agents have already sent a communication to the Shareholders in the above regard.
- 15. A. As per Regulation 40 of the SEBI Listing Regulations and SEBI Circular dated 25<sup>th</sup> 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 risks associated with physical shares and for ease of portfolio management, Members holding shares in *physical form* are requested to convert 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 Circulars dated 25<sup>th</sup> January, 2022 and 25<sup>th</sup> May, 2022 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 No. ISR-4, the format of which is available on the Company's website at [www.vinylchemicals.com](http://www.vinylchemicals.com) and on the website of the R & T Agents at [www.tcplindia.co.in](http://www.tcplindia.co.in). Members are requested to note that any service request would only be processed after the Folio is KYC compliant.
16. Members are requested to inform about changes, if any, relating to their Name, Registered address, Email address, Mobile number, PAN, Nomination, Power of Attorney, Bank Mandate/Bank details such as Name of the Bank and Branch, Account number, MICR code, IFSC etc. immediately to:
- (i) the Company's R & T Agents in prescribed Form No. ISR-1 and other Forms pursuant to SEBI Circular dated 3<sup>rd</sup> November, 2021 in case the shares held in *physical form* or
  - (ii) their Depository Participants (DP) in case the shares held in *electronic form*.
17. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company in case of any change in address or demise of any Member as soon as possible. Periodic statement of holdings should be obtained from their DPs and verified by the Members for correctness of the details contained therein.
18. 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 and
  - (ii) Indian address and the particulars of Bank account maintained in India with complete Name and address of the Bank, if not furnished earlier.
19. The Members can avail facility of Nomination in terms of the extant legal provisions. On request, the prescribed Form No. SH-13 can be obtained from the Company's R & T Agents. Shareholders who wish to opt out or change/cancel the earlier nomination and/or record fresh nomination may submit the same in Form No. ISR-3 or Form No. SH-14, as the case may be. The said forms are also available on the website of the Company at [www.vinylchemicals.com](http://www.vinylchemicals.com).
20. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held in *electronic form*. In respect of physical holdings, Members may visit the website of the Company's R & T Agents at <https://tcplindia.co.in/client-downloads.html> to know more about the registration process.
21. A Pursuant to Section 205A of the Companies Act, 1956, all unclaimed/unpaid dividend till the Financial Year ended 31<sup>st</sup> 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 all unclaimed/unpaid dividend in respect of the Financial Years ended 31<sup>st</sup> March, 1995 to 31<sup>st</sup> March, 2015 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 7<sup>th</sup> 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 the IEPF Authority.
- E. The Company has sent Notices to all the Shareholders whose dividends for the Financial Year ended 31<sup>st</sup> March, 2016 are lying unpaid/unclaimed against their name. All such shareholders are requested to claim the same from the Company at the earliest failing which necessary steps shall be initiated by the Company to transfer the shares and dividend held by the concerned Members to the 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 the 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 No. IEPF-5 available on the MCA's website at [www.iepf.gov.in](http://www.iepf.gov.in). Members are also required to send a physical copy of the Form, duly signed, to the Company along with the requisite documents enumerated in the Form No. IEPF-5.
- G. The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 12<sup>th</sup> August, 2022 (date of the last AGM) on the website of the Company at [www.vinylchemicals.com](http://www.vinylchemicals.com) and also on the website of Ministry of Corporate Affairs at [www.iepf.gov.in](http://www.iepf.gov.in).
- H. Members who have not yet encashed their Dividend Warrants for the Financial Years ended 31<sup>st</sup> March, 2016 to 31<sup>st</sup> March, 2022 are requested to contact the R & T Agents, TSR Consultants Pvt. Ltd. Unit: Vinyl Chemicals (India) Ltd., C-101, 1<sup>st</sup> Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai 400 083 for claiming their unpaid dividends.

**22. 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 on such resolutions.

**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 address in their demat account 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 <b>IDeAS</b> user can visit the e-Services website of NSDL viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a Mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>2. If you are not registered for <b>IDeAS</b> e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> </ol>



	<p>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 “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ section. A new screen will open. You will have to enter your <b>User ID</b> (i.e. your sixteen digit demat account number held 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 <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>   </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Users who have opted for CDSL <b>Easi/Easiest</b> 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 who wish to login through <b>Easi/Easiest</b> are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on <b>login icon &amp; New System My easi Tab</b> and then use your existing <b>my easi username &amp; Password</b>.</p> <p>2. After successful login the <b>Easi/Easiest</b> 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 or joining virtual meeting &amp; voting during the meeting. Additionally, there is also link provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</p> <p>3. If the user is not registered for <b>Easi/Easiest</b>, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a>. Shareholders may then click on <b>login &amp; New System Myeasi Tab</b> and then click on <b>registration option</b>.</p> <p>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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<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 <b>e-Voting</b> option. Click on <b>e-Voting</b> option, you will be redirected to NSDL/CDSL Depository site. After successful authentication, wherein you can see <b>e-Voting</b> features, click on company name or <b>e-Voting</b> 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 &amp; 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 abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depositories viz. NSDL and CDSL:**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 or 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 1800 22 5533

**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. 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 e-services i.e. **IDeAS**, you can log-in at <https://eservices.nsdl.com/> with your existing **IDeAS** login. Once you log-in to NSDL e-services 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:
  - 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'
  - If your email address is registered in your demat account or with the Company, your 'Initial Password' is communicated to you on your email address. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment which is 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'.
  - If your email address is not registered, please follow the steps mentioned below in **process for those shareholders whose email addresses are not registered.**
- vi. 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.
  - b. **Physical User Reset Password?"** (if you are holding shares in physical mode) option available on www.evoting.nsdl.com.
  - c. If you are still unable to get the password by trying the above two options, you can send a request at evoting@nsdl.co.in mentioning your Demat Account Number/Folio Number, PAN, Name and Registered address.
  - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
  - e. After entering your password, tick on "Agree to Terms and Conditions" by clicking on the check box.
  - f. Now, you will have to click on "Login" button.
  - g. 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?

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.

- i. 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".
- ii. Now you are ready for e-Voting as the Voting page will open.
- iii. 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 "Confirm" when prompted.
- iv. Upon confirmation, the message "Vote cast successfully" will be displayed.
- v. You can also take a printout of the votes cast by you by clicking on the **Print** option on the confirmation page.
- vi. 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.co.in. 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 enter 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 to 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 or 022 2499 7000 or send a request to Mr. Amit Vishal, Asst. Vice President, NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
4. Any person holding shares in *physical form* and Non Individual Shareholders who acquire shares of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. **1<sup>st</sup> August, 2023** may obtain the Login ID and Password by sending a request to NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or to the Company/R & T Agents. 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 forget 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](http://www.evoting.nsdl.com) or call on 022 - 4886 7000 and 022 - 2499 7000. In case of Individual Members holding securities in demat form who acquire shares of the Company and become a Member after dispatch of the Notice and holding shares as on the cut-off date viz. **1<sup>st</sup> August, 2023** may follow the steps mentioned in the Notice of the AGM under “**Access to NSDL e-voting System**”.
5. The Remote e-voting period shall commence on **Saturday, 5<sup>th</sup> August, 2023** and would end on **Monday, 7<sup>th</sup> August, 2023**. During this period, Members of the Company holding shares either in physical form or in demat form as on **1<sup>st</sup> August, 2023** (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 any 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 **1<sup>st</sup> August, 2023** (Cut-off date). Any person who is not a Member as on the Cut-off date should treat this Notice as sent for information purpose only.

**Process for those shareholders whose email addresses are not registered with the Depositories for procuring User Id and Password and registration of e-mail addresses for e-voting on the resolutions set out in this Notice:**

1. In case shares are held in physical mode please provide Folio No., Name of Shareholder, scanned copies of the share certificate (front and back), PAN Card (self attested), and Aadhaar Card (self-attested) to the email of the Company at [cs.vinylchemicals@pidilite.com](mailto:cs.vinylchemicals@pidilite.com).
2. In case shares are held in demat mode, please provide DP Id & Client Id (16 digit DPID + CLID or 16 digit Beneficiary Id), Name, Client Master List or copy of Consolidated Account Statement, PAN Card (self attested) and Aadhar card (self attested) to email address of the Company at [cs.vinylchemicals@pidilite.com](mailto: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.**

Alternatively, Shareholders/Members may send a request to NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for obtaining **User Id and Password** for e-voting by providing the above mentioned documents.

3. 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 Depository Participants. Shareholders are required to update their correct Mobile number and Email address 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 Members/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 at the AGM.
- c. Members 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 on such resolutions.
- 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 as mentioned for Remote e-voting.

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

1. Members will be provided with the facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the AGM by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see the link of “**VC/OAVM**” under “**Join Meeting**” menu against the company name. You are requested to click on **VC/OAVM** link under **Join General Meeting** menu. The link for **VC/OAVM** will be available in the **Shareholder/Member** login where the **EVEN** of Company will be displayed. Please note that Members who do not have the **User Id and Password** for e-Voting or have forgotten their **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. Members are encouraged to join the Meeting through Laptops for better experience.
3. Members 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. Members who need assistance before or during the AGM, may contact NSDL through email at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)/ call on 022 - 4886 7000 and 022 - 2499 7000 or contact Mr. Amit Vishal, Asst. Vice President, NSDL through email at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
6. Members 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 and Mobile number to the email address of the Company at [cs.vinylchemicals@pidilite.com](mailto:cs.vinylchemicals@pidilite.com) from **Friday, the 28<sup>th</sup> July, 2023 to Friday, the 4<sup>th</sup> August, 2023**. 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 P.N. Parikh, (Membership No. FCS 5327; CP No. 1228) or failing him Shri Mitesh Dhaliwala (Membership No. FCS 8331; CP No. 9511) or failing him Ms. Sarvari Shah, (Membership No. FCS 9697; CP No.11717) of Parikh and Associates, Practicing Company Secretaries 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 two working days 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 at [www.vinylchemicals.com](http://www.vinylchemicals.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) within two working days of conclusion of the 37<sup>th</sup> AGM of the Company and communicated to BSE Ltd. and National Stock Exchange of India Ltd.

**ADDITIONAL INFORMATION ON THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT  
AT THE 37<sup>TH</sup> ANNUAL GENERAL MEETING**

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

Resolution/Item No.	3
Name of the Director	Shri A.B. Parekh
Age	65 years
Date of first appointment on the Board	28.01.2020
Qualification	B.Chem Engineer (USA) and MBA (USA)
Experience (including Expertise in Specific functional area)/Brief resume	Business Experience of over 38 years
Terms and Conditions of appointment/re-appointment	Re-appointment as Non Executive Director, liable to retire by rotation
Remuneration proposed to be paid	As per Remuneration Policy of the Company
Directorship in other public companies (excluding Directorship in Foreign Companies, Private Companies and Section 8 Companies as on 31.03.2023)	Pidilite Industries Limited Fevicol Company Limited Parekh Marketing Limited Building Envelope Systems India Limited
Chairperson/Membership of Statutory Committee(s) of the Board of other Listed Companies as on 31.03.2023	<b>Committee Positions:</b> <b>Pidilite Industries Limited:</b> <u>Committees Memberships:</u> <ul style="list-style-type: none"> <li>• Stakeholders Relationship Committee</li> <li>• Corporate Social Responsibility Committee</li> </ul> <b>Parekh Marketing Limited:</b> <u>Committee Charimanship:</u> <ul style="list-style-type: none"> <li>• Corporate Social Responsibility Committee</li> </ul> <u>Committees Memberships:</u> <ul style="list-style-type: none"> <li>• Audit Committee</li> <li>• Nomination &amp; Remuneration Committee</li> </ul>
Number of shares held in the Company as on 31.03.2023	94,583
Relationship with other Directors, Manager or Key Managerial Personnel of the Company, if any	Shri A.B. Parekh is related to Shri M.B. Parekh, Chairman and Managing Director of the Company

**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.