



NOTICE

Notice is hereby given that the THIRTY EIGHTH ANNUAL GENERAL MEETING of the Members of **VINYL CHEMICALS (INDIA) LIMITED** will be held on Thursday, the 8th August, 2024 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 Financial Year ended 31st March, 2024 together with the Directors' Report and Auditors' Report thereon.
2. To declare Dividend on Equity Shares for the Financial Year ended 31st March, 2024.
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 (DIN: 00111518), 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 has attained 75 years of age and 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.”

4. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution for appointment of Statutory Auditors of the Company:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force and pursuant to the recommendation of the Audit Committee and the Board of Directors, M/s. Mehul Gada & Associates, Chartered Accountants (Firm Registration No. 156057W) be and are hereby appointed as Statutory Auditors of the Company to hold office for a term of 5 (Five) consecutive years from the Financial Year 2024-2025 to the Financial Year 2028-2029 i.e. from the conclusion of the 38th Annual General Meeting (AGM) until the conclusion of the 43rd AGM of the Company, on such remuneration as may be mutually agreed upon between the Board of Directors and the Statutory Auditors plus out of pocket expenses as may be incurred by them in connection with the statutory audit and other charges in respect of services rendered by them, if any, in any other capacity.”

BY ORDER OF THE BOARD OF DIRECTORS

Place : Mumbai
Date : 3rd May, 2024

P.C. PATEL
PRESIDENT & COMPANY SECRETARY

Registered Office:

Regent Chambers, 7th Floor,
Jamnalal Bajaj Marg,
208, Nariman Point,
Mumbai 400 021.
Tel : 022 2282 2708/022 6982 9000
Email: cs.vinylchemicals@pidilite.com
Website: www.vinylchemicals.com
CIN: L24100MH1986PLC039837



Notes:

1. The Ministry of Corporate Affairs (“MCA”) has vide its Circular dated 25th September, 2023 read with other relevant Circulars issued by the Securities and Exchange Board of India (SEBI) has 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 38th 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 from their registered email address at vinyl.scrutinizer@gmail.com and to National Securities Depository Limited (NSDL) at evoting@nsdl.com.
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 **Wednesday, 24th July, 2024** 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 to 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 2023-2024 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 2023-2024 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 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 N.K. Parekh, nature of expertise in specific functional areas and other information is set out as an 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, 25th July, 2024 to Thursday, 8th August, 2024** (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, 2024 will be **Wednesday, 24th July, 2024**.
11. The dividend on equity shares as recommended by the Board of Directors, if declared at the AGM, will be paid on or after **Wednesday, 14th August, 2024** 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 **Wednesday, 24th July, 2024** 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/Link Intime India Private Limited, the Company’s Registrar and Transfer (R & T) Agents.
B. Shareholders who are holding shares in *physical form* may note that SEBI has vide its Circular dated 16th March, 2023 mandated that w.e.f. 1st April, 2024 payment of dividends shall be made only through electronic mode, provided that the folio of the shareholder is KYC compliant. SEBI has also mandated that Members who have not updated their KYC viz. PAN, Bank details and Nomination details in their folios shall be paid dividend electronically only after the said details are furnished by them to the Company/R & T Agents.

In view of the above, Shareholders holding shares in *physical form* are, therefore, requested to update their KYC details with the Company/R & T Agents on or before **Wednesday, 24th July, 2024** for ensuring that they receive the dividends declared by the Company. Separate communication in the above regard is being sent by the Company/R & T Agents to the Shareholders who are holding shares of the Company in *physical form*.

- C. 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 only in dematerialized form. In view of this and 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 assistance in this regard.
- D. SEBI vide its Circulars dated 25th January, 2022 and 25th May, 2022 has mandated all listed companies to issue securities in dematerialized form only while processing certain prescribed 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 at www.vinylchemicals.com and on the website of Company's R & T Agents at www.linkintime.co.in. Members are requested to note that any service request would only be processed after the Folio is KYC compliant.
13. Members are requested to inform about changes, if any, relating to their Name, Registered address, Email address, Mobile number, PAN, Nomination details, Power of Attorney, Bank Mandate/Bank details such as Name of the Bank and Branch, Account Number, Type of Accounts, 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 3rd November, 2021 in case the shares held in *physical form* or
 - (ii) their Depository Participants (DP) in case the shares held in *electronic form*.
14. 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 their DPs and verified by the Members for correctness of the details contained therein.
15. 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.
16. Members may note that the Income Tax Act, 1961 (the Act), as amended by the Finance Act, 2020, mandates that dividends paid or distributed by companies on or 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 Act.

The relevant provisions of the Act relating to deduction of TDS from dividends in respect of various categories 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 @ 10% (Ten percent) on the amount of dividend declared and paid by the Company during the Financial Year 2024-2025 provided PAN is registered by the Shareholder. If PAN is not registered or in case of invalid/inoperative PAN/PAN not linked with Aadhar, TDS would be deducted @ 20% (Twenty percent) as per Section 206AA/206AB of the Act. 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 2024- 2025 does not exceed ₹ 5,000. In cases where the Shareholder furnishes valid Form 15G (applicable to individuals) or valid Form 15H (applicable to Individuals above the age of 60 years), no TDS shall be deducted provided all the eligibility conditions are met.

In case Shareholders (whether individuals or non-individual) furnishes a certificate under Section 197 of the Act for lower/nil withholding taxes, the rate specified in the said certificate shall be considered on submission of self-attested copy of the certificate to the Company.

B. **For Non-Resident Shareholders**, taxes are required to be withheld in accordance with the provisions of Section 195 of the Act at the applicable rates in force. As per the relevant provisions of the Act, the withholding tax which is @ 20% (Twenty percent) plus applicable surcharge and cess on the amount of dividend payable



to Non-Resident Shareholders. However, as per Section 90 of the Act, Non-Resident Shareholders have the option to be governed by the provisions of the Double Taxation Avoidance Agreement (DTAA) between India and the country of tax residence of the Shareholder, if the same is more beneficial to the Shareholder/s. In order to avail the DTAA benefits, the Non-Resident Shareholder/s will have to furnish the following documents to the Company:

- Self-attested copy of Tax Residency Certificate (TRC) for the period April 1, 2024 to March 31, 2025 or January 1, 2024 to December 31, 2024 obtained from the tax authorities of the country of which the Shareholder is a resident.
 - Electronically generated Form 10F for the Financial Year 2024-2025 from the Income Tax portal for Shareholders having PAN in India or who are required to obtain PAN in India. Please note that pursuant to Notification No. 03/2022 dated July 16, 2022, Non-Resident Shareholders are required to furnish Form No. 10F electronically on the Income Tax portal with their login credentials at <https://eportal.incometax.gov.in/>.
 - Self-attested copy of the PAN Card allotted by the Income Tax authorities in India.
 - 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 2024-2025;
 - 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 2024-2025.
- 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 the Non-Resident Shareholder/s.
- D. Accordingly, in order to enable the Company to determine the appropriate TDS/withholding tax rate applicable, Shareholders are requested to provide the details and documents as mentioned above on or before **Wednesday, 24th July, 2024**.
- E. As per Finance Act, 2021, Section 206AB of the Income Tax Act, 1961 has been inserted effective from 1st July, 2021, wherein higher rate of tax (twice the specified rate) would be applicable on payment made to a Shareholder who is classified as a '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 Shareholder do not have a permanent establishment in India.
- F. Shareholders holding shares under multiple Folios/Accounts under different status/category and a 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 holdings 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 at csgexemptforms2425@linkintime.co.in on or before **Wednesday, 24th July, 2024** 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 **Wednesday, 24th July, 2024**. Further, it may be noted that in case the tax on dividend is deducted at a higher rate due to non-receipt of the aforesaid details/documents, the Shareholders will have an option 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. Shareholders can also download Form No. 26AS from the Income Tax portal after login using their PAN and can check the details of TDS deducted on dividend payment.
- J. A separate communication to the Shareholders in the above regard is being sent by the Company/R & T Agents.
17. A Pursuant to Section 205A of the Companies Act, 1956, all unclaimed/unpaid dividend till 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 all unclaimed/unpaid dividend in respect of Financial Years ended 31st March, 1995 to 31st March, 2016 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'), which are 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. Notices to all the Members whose dividends for the Financial Year ended 31st March, 2017 are lying unpaid/unclaimed are being sent by the Company. All such Members 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 IEPF without further notice to the Members. 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 No. IEPF-5 available on the MCA's website at www.iepf.gov.in. Members are also required to send a physical copy of the Form, duly signed, to the Nodal Officer of the Company along with the requisite documents enumerated in the Form No. IEPF-5.
- G. The Company has uploaded the details of unpaid/unclaimed amounts of dividends lying with the Company as on 8th August, 2023 (date of the last AGM) on the website of the Company at www.vinylchemicals.com and also on the website of MCA at www.iepf.gov.in.
- H. Members who have not yet encashed their Dividend Warrants for the Financial Years ended 31st March, 2017 to 31st March, 2023 are requested to contact the Company's R & T Agents viz. Link Intime India Pvt. Ltd. (Unit: Vinyl Chemicals (India) Ltd.), C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai 400 083 for claiming their unpaid dividends.
- I. SEBI has vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above mentioned Circulars, after exhausting the option to resolve their grievance with the RTA/Company directly and through the existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>.
- 18. 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 the 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"> 1. Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsd.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. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp. 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 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 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. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center; margin-top: 20px;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi/Easiest facility, can login through their existing User Id and Password. Option will be made available to reach e-Voting page without any further authentication. The users who wish to login through Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System My easi Tab and then use your existing my easi username & Password. 2. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 & 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com. Shareholders may then click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from e-Voting link available on 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 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>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 features, 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 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 evoting@nsdl.com or call at 022 - 4886 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 helpdesk.evoting@cdslindia.com or call at 1800 22 5533

A. 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?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a Mobile.
2. Once the home page of e-Voting system is launched, click on the icon “**Login**” which is available under ‘**Shareholder/Member**’ section.
3. A new screen will open. You will have to enter your **User ID, your Password/OTP** and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL 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 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/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 your 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'**?
 - 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.**
- iv. 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 is available on www.evoting.nsdl.com.
 - ii. **Physical User Reset Password?"** (if you are holding shares in physical mode) option is available on www.evoting.nsdl.com.
 - iii. If you are still unable to get the password by trying the above two options, you can send a request at evoting@nsdl.com mentioning your Demat Account Number/Folio Number, PAN, Name and Registered address.
 - 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 clicking 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?

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.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 enter 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 to the **Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders** available at the download section at www.evoting.nsdl.com or call on 022 4886 7000 or send a request to Mr. Amit Vishal, Deputy Vice President, NSDL at evoting@nsdl.com
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. **Thursday, 1st August, 2024** may obtain the **Login ID and Password** by sending a request to NSDL at evoting@nsdl.com 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 or call on 022-4886 7000. In case of Individual Members holding securities in demat form who acquire shares of the Company and become Member after despatch of the Notice and holding shares as on the cut-off date viz. **Thursday, 1st August, 2024** 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 **Monday, 5th August, 2024** and would end on **Wednesday, 7th August, 2024**. During this period, Members of the Company holding shares either in *physical form* or *demat form* as on **Thursday, 1st August, 2024** (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, 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 **Thursday, 1st August, 2024** (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 email addresses for e-voting for the resolutions set out in this Notice:

1. In case shares are held in *physical mode*, the Shareholder may send their Folio No., Name of Shareholder, scanned copies of the share certificate (front and back), PAN Card (self attested) and Aadhaar Card (self-attested) by email of the Company at 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 Aadhaar Card (self attested) by email to the Company at cs.vinylchemicals@pidilite.com. If you are an Individual Shareholder holding securities in *demat mode*, you are requested to refer to the login method set out 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.com 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 the 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 once again at the AGM on such resolutions.
- d. The details of the person who may be contacted for any grievances in connection 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 “VC/OAVM ” under “Join Meeting” menu against 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.com/ or call on 022 - 4886 7000 or contact Mr. Amit Vishal, Deputy Vice President, NSDL through email.
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 from **Wednesday, 24th July, 2024 to Friday, 2nd August, 2024** only. Those Members 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 Dhabliwala (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 the 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 scrutinize 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 Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him, who shall countersign the same. The Scrutinizer’s decision on the validity of votes cast shall be final.
9. The results alongwith the Scrutinizer’s Report shall be uploaded on the Company’s website at www.vinylchemicals.com and on the website of NSDL at www.evoting.nsdl.com within two working days of conclusion of the 38th 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]

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

Item No. 3

Shri N.K. Parekh (DIN: 00111518), aged 86 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 36th AGM held on 12th August, 2022 the 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 this Special Resolution for approval by the Members.

Item No. 4

The Members of the Company at the 33rd Annual General Meeting (AGM) held on 5th August, 2019 had approved the appointment of M/s Khanna & Panchmia, Chartered Accountants (Firm Registration No. (FRN) 136041W), as the Statutory Auditors of the Company to hold office for a second term of 5 (Five) consecutive years from the conclusion of said AGM till the conclusion of the 38th AGM of the Company and accordingly they will complete their second consecutive term as Statutory Auditors on conclusion of the ensuing AGM.

The Board of Directors of the Company ("the Board"), at its meeting held on 3rd May, 2024 has, considering the experience and expertise and on the basis of recommendation of the Audit Committee, proposed to the Members of the Company the appointment of M/s Mehul Gada & Associates, Chartered Accountants (FRN: 156057W), as the Statutory Auditors of the Company in place of M/s Khanna & Panchmia, Chartered Accountants, for a term of 5 (Five) consecutive years from the conclusion of 38th AGM till the conclusion of the 43rd AGM on payment of such remuneration as may be mutually agreed upon between the Board of Directors and the Statutory Auditors, from time to time.

M/s Mehul Gada & Associates, Chartered Accountants, have given their consent pursuant to Section 139 of the Companies Act, 2013 for appointment as Statutory Auditors along with a certificate stating that their appointment will be as per the criteria as specified under Section 141(3) of the Companies Act, 2013.

The proposed remuneration to be paid to the Statutory Auditors for the Financial Year 2024-2025 is ₹ 4,00,000 (Rupees Four Lakhs only), excluding applicable taxes and out of pocket expenses. The remuneration for the subsequent year(s) of their term shall be fixed by the Board of Directors of the Company based on the recommendation of the Audit Committee. There is no change in the remuneration proposed to be paid to Statutory Auditors for the Financial Year 2024-2025 and the remuneration which was paid to the outgoing Statutory Auditors for the Financial Year 2023-2024.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise, in this resolution.

The Board recommends this Ordinary Resolution for approval by the Members.

BY ORDER OF THE BOARD OF DIRECTORS

Place : Mumbai

Date : 3rd May, 2024

P.C. PATEL
PRESIDENT & SECRETARY

Registered Office:

Regent Chambers, 7th Floor,

Jamnala Bajaj Marg,

208, Nariman Point,

Mumbai 400 021.

CIN: L24100MH1986PLC039837



**ADDITIONAL INFORMATION ON THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT
AT THE 38TH 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 N.K. Parekh
Age	86 years
Date of first appointment on the Board	15.05.1986
Qualifications	Chemical Engineer B.Sc., B.SC (Tech), M.S. Chem, Engg.(USA)]
Experience (including expertise in specific functional area)/Brief resume	Experience in chemical industry for over 60 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 31.03.2024)	Pidilite Industries Limited Fevicol Company Limited Parekh Marketing Limited Kalva Marketing and Services Limited
Chairperson/Membership of Statutory Committee(s) of the Board of other Listed Companies as on 31.03.2024	Pidilite Industries Limited <u>Committee Memberships:</u> <ul style="list-style-type: none"> • Stakeholders Relationship Committee • Nomination & Remuneration Committee • Corporate Social Responsibility Committee
Number of shares held in the Company as on 31.03.2024	75,951
Relationship with other Directors, Manager or Key Managerial Personnel of the Company, if any	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.