



NOTICE

Notice is hereby given that the THIRTY FIFTH ANNUAL GENERAL MEETING of the Members of the Company will be held on Thursday, the 12th August, 2021 at 12.00 noon through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements for the year ended 31st March, 2021 together with the Directors' Report and Auditors' Report thereon.
2. To declare Dividend on Equity Shares.
3. To appoint a Director in place of Shri A.B. Parekh, who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

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

“RESOLVED THAT pursuant to provisions of Sections 196, 197, 200 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (the Act), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Act and the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of Company and pursuant to the recommendation of the Nomination and Remuneration Committee, the consent of the Company be and is hereby accorded for the re-appointment of Shri M.B. Parekh (DIN: 00180955) as the Managing Director of the Company for a further period of 5 (five) years, with effect from 1st April, 2022, as per terms of appointment and payment of remuneration as set out in the Explanatory Statement attached to this Notice.”

“RESOLVED FURTHER THAT Shri M.B. Parekh, the Managing Director be in charge of general management of the Company within the provisions of Articles of Association but subject to superintendence, control and direction of the Board of Directors.”

“RESOLVED FURTHER THAT Shri M.B. Parekh will be a Key Managerial Personnel of the Company as per the provisions of Section 203(1)(i) of the Act.”

“RESOLVED FURTHER THAT Shri M.B. Parekh will be a non-rotational Director and shall not be liable to retire by rotation during his term as the Managing Director.”

“RESOLVED FURTHER THAT the Managing Director shall be entitled to reimbursement of all expenses incurred for the purpose of business of the Company and shall not be entitled to any sitting fees for attending meetings of the Board of Directors and Committee(s) thereof.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to alter and vary the terms of appointment and remuneration so as not to exceed the limits specified in Schedule V and other applicable Sections of the Act or any statutory modifications thereof as may be agreed to by the Board of Directors and Shri M.B. Parekh.”

“RESOLVED FURTHER THAT total remuneration payable to Shri M.B. Parekh shall not exceed the maximum limit permissible as per the provisions of Section V of Part II of Schedule V of the Act.”



“RESOLVED FURTHER THAT the total remuneration by way of salary, perquisites, allowances and commission payable to Shri M.B. Parekh, Managing Director in any financial year shall not exceed 5% of the net profit of that financial year or such other limits as may be permissible as per Section I of Part II of Schedule V to the Act.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

“RESOLVED THAT pursuant to the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (Act), Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), a sum not exceeding 1% per annum of the net profits of the Company, calculated in accordance with the provisions of Sections 197 and 198 of the Act be paid by way of commission to and distributed amongst the Directors of the Company or some or any of them (other than the Managing Director of the Company) in such amounts, subject to such ceiling/s and in such manner and in all respects as may be decided and directed by the Board of Directors and such payments shall be made in respect of the profits of the Company for each year for a period of five years commencing from 1st April, 2022.”

“RESOLVED FURTHER THAT in case of inadequacy of profits or losses in any financial year, the Company may pay remuneration to the Non-Executive Directors as provided in Section II of Part II of Schedule V of the Act.”

BY ORDER OF THE BOARD OF DIRECTORS

P.C. PATEL
PRESIDENT & SECRETARY

Place : Mumbai
Date : 10th May, 2021

Registered Office:

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



Notes:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (MCA) has vide its Circular dated 13th January, 2021 and Securities and Exchange Board of India (SEBI) has, vide its circular dated 15th January, 2021 permitted the holding of the Annual General Meetings (AGM/Meeting) through Video Conferencing (VC) or other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (Act), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) and MCA Circulars, the 35th Annual General Meeting (AGM) of the Company is being held through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Corporate members are requested to send to the Company a scanned copy (pdf/jpg format) of the certified copy of the Board Resolution/Authorisation authorizing their representative to attend and vote on their behalf through remote evoting at the Company's email address cs.vinylchemicals@pidilite.com. The said Resolution/Authorisation shall also be sent to the Scrutinizer by email at their email address shethmm_cs@yahoo.co.in with a copy marked to 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 all the resolutions set out in this Notice.
5. A Statement pursuant to Section 102(1) of the Act setting out all material facts in respect of Item Nos. 4 and 5 of the Notice is annexed hereto and the same shall form part of this Notice.
6. Notes given in the Notice to the extent applicable also forms part of the Explanatory Statement.
7. Members seeking any information with regard to the accounts, inspection of documents or any matter to be placed at the AGM are requested to write to the Company on or before 30th July, 2021 by email at the Company's email address cs.vinylchemicals@pidilite.com and the same will be replied by the Company suitably.
8. Since the AGM will be held through VC/OAVM, the Route Map of the venue of AGM is not annexed in this Notice.
9. In compliance with the aforesaid MCA Circular and SEBI Circular, Notice of the AGM along with the Annual Report for Financial Year 2020-2021 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report for Financial Year 2020-2021 will also be available on the Company's website www.vinylchemicals@pidilite.com, websites of the Stock Exchanges i.e of BSE Ltd. (BSE) www.bseindia.com and National Stock Exchange of India Limited (NSE) www.nseindia.com respectively and also on the website of National Securities Depository Ltd. (NSDL) www.evoting.nsdl.com.
10. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.



11. In accordance with the provisions of Regulation 36(3) of SEBI Listing Regulations and applicable provisions of Secretarial Standard-2, a brief profile of Shri A.B. Parekh and Shri M.B. Parekh, nature of their expertise in specific functional areas, name of companies in which they hold Directorships/Memberships/Chairmanships of Committee of Directors, their shareholding and relationships between Directors inter se and other information, is set out as Annexure and the same forms part of this Notice.
12. The Register of Members and Share Transfer Books of the Company will be closed from Friday, 6th August, 2021 to Thursday, 12th August, 2021 (both days inclusive) for the purpose of dividend and AGM.
13. The dividend on equity shares as recommended by the Board of Directors, if declared at the AGM, will be paid on or after 18th August, 2021 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 5th August, 2021 furnished by NSDL and Central Depository Services (India) Ltd. (CDSL).
14. Members may note that vide Circular dated 21st March, 2013, SEBI has mandated all listed Companies to use electronic mode of payments such as LECS/RECS/NECS/NEFT etc. 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.
15. Members may note that the Income Tax Act, 1961, as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a Company after 1st April, 2020 shall be taxable in the hands of the shareholders. The Company shall, therefore, be required to deduct Tax at Source (TDS) at the time of payment of dividend. In order to enable the Company to determine the appropriate TDS rate, as applicable, Members are requested to submit the documents in accordance with the provisions of the Income Tax Act, 1961.

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

- A) For Resident Shareholders, TDS shall be 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 2021-2022 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 them during Financial Year 2021-2022 does not exceed ₹ 5,000. In cases where the shareholder provides Form 15G (applicable to any person other than a Company or a Firm or HUF)/Form 15H (applicable to an Individual above the age of 60 years), provided that the eligibility conditions are being met, no TDS shall be deducted.
- B) For Non-Resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 of the Income Tax Act, 1961 at the rates in force. As per the relevant provisions of the Income Tax Act, 1961, the withholding tax shall be at the rate of 20% (Twenty percent) (plus applicable surcharge and cess) on the amount of dividend payable to them. However, as per Section 90 of the Income Tax Act, 1961, the Non-Resident shareholder has 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 the purpose of availing the Tax Treaty benefits, the non-resident shareholder will have to submit the following to the Company:

- Self-attested copy of Tax Residency Certificate (TRC) obtained from the tax authorities of the country of which the shareholder is resident.
 - Self declaration in Form 10F if all the details required in this form are not mentioned in the TRC.
 - Self-attested copy of the PAN Card allotted by the Indian Income Tax authorities.
 - Self- declaration certifying the following points:
 - i. The shareholder is and will continue to remain a tax resident of the country of his residence during the Financial Year 2021-2022;
 - ii. The shareholder is eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company;
 - iii. The shareholder has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner;
 - iv. The shareholder is the ultimate beneficial owner of its shareholding 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 2021-2022.
- C) Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction/withholding on dividend amounts. Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Company of the documents submitted by Non- Resident shareholder.
- D) Accordingly, in order to enable the Company to determine the appropriate TDS/withholding tax rate applicable, members are requested to provide the details and documents as mentioned above before 23rd July, 2021.
- E) Please note that the aforementioned documents are required to be submitted at the email address csg-exemptforms2122@tclindia.co.in on or before 23rd July, 2021 in order to enable the Company to determine and deduct the appropriate TDS/withholding tax rate. No communication on the tax determination/deduction shall be entertained after 23rd July, 2021. It may be further noted that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents, there would still be an option available with the shareholders to file their return of income and claim an appropriate refund, if eligible.
- F) Soft copies of TDS certificate shall be emailed to the shareholders at their registered e-mail address in accordance with the provisions of the Income Tax Act, 1961 after filing of the quarterly TDS Returns of the Company, after payment of the dividend to the shareholders.
- G) The Company has already sent a communication in this regard to the shareholders on 24th June, 2021.



16. SEBI has mandated the submission of PAN by every participant in securities market. Members holding shares in *Electronic Form* are required to submit their PAN as well as bank details to their Depository Participants and Members holding shares in *Physical Form* shall submit their PAN as well as bank details to the Company/TSR Darashaw Consultants Private Limited, the Company's Registrar and Share Transfer Agents (R & T Agents).
17. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form w.e.f. 1st April, 2019, except in case of request received for transmission or transposition of securities. 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 can contact the Company or the R & T Agents for any assistance in this regard.
18. Members are requested to inform of changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, PAN, bank mandates, nomination, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC, etc. to:
 - (i) the R & T Agents in case of the shares held in *Physical Form* or
 - (ii) the Depository Participants (DP) in case of the shares held in *Electronic Form*.
19. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified by the Members.
20. Non-resident Indian (NRI) shareholders are requested to inform the Company/R & T Agents regarding:
 - (i) Change in the residential status on return to India for permanent settlement.
 - (ii) Indian address and the particulars of bank account maintained in India with complete name and address of the bank, if not furnished earlier.
21. The Members may avail facility of Nomination in terms of extant legal provisions in this regard. On request, the relevant Form SH-13 can be obtained from the R & T Agents.
22. To support the 'Green Initiative', Members who have not yet registered their email address are requested to register the same with their DPs in case the shares are held by them in electronic form and with Company's R & T Agents in case the shares are held by them in *Physical Form*.
23. A. Pursuant to Section 205A of the Companies Act, 1956 all unclaimed/unpaid dividend up to the Financial Year ended 31st March, 1994 have been transferred to the General Revenue Account of the Central Government. Those Members who have so far not claimed their dividends for the said periods may claim the same by submitting an application in the prescribed form to the Registrar of Companies, Maharashtra.

B. The Company has transferred unclaimed/unpaid dividend in respect of Financial Years ended 31st March, 1995 to 31st March, 2013 to the Investor Education and Protection Fund (IEPF).



- C. Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), both of which were made applicable with effect from 7th September, 2016, also contain similar provisions for transfer of such amounts to IEPF. Accordingly, all dividends, remaining unclaimed/unpaid for a period of seven years from the date they became due for payment, in relation to the Company, have been transferred to the IEPF established by the Central Government. No claim shall be entertained against the Company for the amounts so transferred.
- D. As per Section 124(6) of the Act read with the IEPF Rules as amended, all the shares in respect of which dividend has remained unpaid/unclaimed for seven consecutive years or more, as referred to in the said section read with the relevant Rules, have been transferred to the IEPF Demat Account.
- E. The Company has sent notice to all the Members whose dividends for the Financial Year ended 31st March, 2014 are lying unpaid/unclaimed against their name. Members are requested to claim the same. As mentioned in the said notice, in case the dividends are not claimed by 15th September, 2021, necessary steps shall be initiated by the Company to transfer the shares and dividend held by the concerned Members to IEPF, without further notice. Please note that no claim shall lie against the Company in respect of the shares so transferred to IEPF.
- F. In the event of transfer of shares and the unclaimed dividends to IEPF, Members are entitled to claim the same from IEPF by submitting an online application in the prescribed Form IEPF-5 available on the MCA's website www.iepf.gov.in and sending a physical copy of the same, duly signed to the Company along with the requisite documents enumerated in Form IEPF-5.
- G. The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 16th September, 2020 (date of last AGM) on the website of the Company and also on the website of Ministry of Corporate Affairs.

Members who have not yet encashed their Dividend Warrants for the Financial Years ended 31st March, 2014 to 31st March, 2020 are requested to contact the R & T Agents, M/s. TSR Darashaw Consultants Private Ltd., Unit: Vinyl Chemicals (India) Limited, C-101, 1st Floor 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai 400 083 for claiming their unpaid dividends.

24. Voting through electronic means:

- A. Pursuant to the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI 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 as well as e-voting on the date of AGM by availing the services provided by NSDL on all the resolutions set out in this Notice. Resolutions passed by the Members through e-voting are deemed to have been passed at the AGM.
- B. The Members who have casted 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 again.



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

Step 1: Access to NSDL e-voting

A. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode:

In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website 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.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp _ 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. 4. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.



<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi/Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will also be able to see the e-Voting Menu. The Menu will have links of ESP i.e. NSDL portal. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and e-mail as recorded in the demat account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL for e-Voting facility. 2. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL Depository site after successful authentication, wherein you can see e-Voting feature. 3. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Note:

Members who are unable to retrieve User ID/Password are advised to use Forgot User ID and Forgot Password option available at respective websites.

B. Login Method for e-Voting and joining virtual meeting shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:

How to Login to NSDL e-voting website?

- i. **Step 1** - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- ii. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
- iii. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
- iv. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.



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. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow instructions mentioned below in this notice.

vi. If you are unable to retrieve or have not received the "initial password" or have forgotten your password:

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.

"Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

Members can also use the one-time password (OTP) based login for casting the votes on the e-Voting system of NSDL.

- vii. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- viii. Now, you will have to click on "Login" button.
- ix. After you click on the "Login" button, Home page of e-Voting will open.



Step 2: Cast your vote electronically on NSDL e-Voting system:

- i. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- ii. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
- iii. Select “EVEN” of the Company.
- iv. Now you are ready for e-Voting as the Voting page opens.
- v. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- vi. Upon confirmation, the message “Vote cast successfully” will be displayed.
- vii. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- viii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

The process for registration of email id for obtaining Annual Report and updation of bank account mandate for receipt of dividend:

Physical Holding	<p>Send a signed letter to the Company’s R & T Agents providing Folio No., name of shareholder along with copy of PAN (self attested) and email-id details for registering email address.</p> <p>For updating bank account mandate, hard copies of the following documents are to be sent to R & T Agents:</p> <ol style="list-style-type: none"> a. Signed letter mentioning your Name, Folio Number, complete address and following details relating to Bank Account in which the dividend is to be received: <ol style="list-style-type: none"> i) Name and Branch of Bank and Bank Account type; ii) Bank Account Number allotted by your Bank after implementation of Core Banking Solutions and; iii) 11 digit IFSC Code. b. Cancelled cheque in original bearing the name of the Member or first holder, in case shares are held jointly; c. Self-attested copy of the PAN Card and; d. Self-attested copy of any document (viz. Aadhar Card, Driving License, Election Identity Card, Passport) for address verification of the Member as registered with the Company/R & T Agents.
Demat Holding	<p>Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP.</p>



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 remains same as the instructions mentioned above for remote e-voting.
- b. Only those Members/shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- c. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

General Guidelines for shareholders:

- i) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (pdf/jpg format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to shethmm_cs@yahoo.co.in with a copy marked to evoting@nsdl.co.in.
- ii) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
- iii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free nos. 1800 1020 990 /1800 224 430 or send a request at evoting@nsdl.co.in.
- iv) Any person, holding shares in physical form and non-individual shareholders who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. **5th August, 2021**, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or call on toll free nos. 1800 1020 990/ 1800 22 44 30. In case of Individual members holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. **5th August, 2021** may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-Voting system”.
- v) The Remote e-voting period shall commence on **Monday, 9th August, 2021 at 9.00 a.m.** and would end on **Wednesday, 11th August, 2021 at 5.00 p.m.** During this period, members of the Company, holding shares either in physical form or in demat form as on **5th August, 2021** (cut-off date) may cast their vote electronically. The Remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is casted by the Shareholder, the shareholder shall not be allowed to change/modify it subsequently or cast the vote again.
- vi) The voting rights of Shareholders shall be in proportion to the share in the paid up equity share capital of the Company as **on 5th August, 2021**, the cut off date. Any person who is not a Member as on the cut-off date should treat this Notice for information purposes only.



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

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM link” placed under “Join General meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.
3. Facility of joining the AGM through VC/OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis
4. Members are advised to join the Meeting using stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches and disturbance during the meeting.
5. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in/ or on their toll free nos. 1800 1020 990 /1800 224 430 or contact Mr. Amit Vishal, Senior Manager – NSDL or Ms. Soni Singh at evoting@nsdl.co.in or call at 1800 1020 990 /1800 224 430
6. Members who would like to express their views or ask questions during the AGM may register themselves as a Speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at cs.vinylchemicals@pidilite.com from 6th August, 2021 to 9th August, 2021. Those Members who have registered themselves as a Speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers and number of questions depending on the availability of time for the AGM.
7. Shri M.M. Sheth, Practising Company Secretary (Membership No. FCS 1455 CP No.729) or failing him, Smt. Ami M Sheth (Membership No. ACS 24127 CP No. 13976) have been appointed as the ‘Scrutinizer’ to scrutinize remote e-voting process and also e-voting at the AGM in a fair and transparent manner.
8. The Scrutinizer shall immediately after the conclusion of voting at the AGM, first scrutinise the votes cast at the AGM, thereafter unlock the votes cast through remote e-voting and shall make not later than 48 hours of conclusion of the Meeting, a consolidated Scrutiniser’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
9. The Results alongwith the Scrutinizer’s Report shall be placed on the Company’s website www.vinylchemicals.com and on the website of NSDL within 48 hours of conclusion of the 35th AGM of the Company and communicated to BSE Limited and National Stock Exchange of India Limited.



EXPLANATORY STATEMENT

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

Item No. 4

The present term of Shri M.B. Parekh as Managing Director is valid upto 31st March, 2022. The Board of Directors at their meeting held on 10th May, 2021 have re-appointed him, subject to approval of members, as Managing Director of the Company for a further period of 5 years with effect from 1st April, 2022.

Shri M.B. Parekh is a qualified Chemical Engineer [B.Chem Engg. (Bom), M.S. Chem. Engg. (U.S.A.)] and has experience in the industry for over 50 years. He has been associated with the Company since its inception and is instrumental in its progress. It would be in the interest of the Company to continue to avail the services of Shri M.B. Parekh as Managing Director, who is above 70 years of age.

A brief profile of Shri M.B. Parekh as stipulated under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given separately in this Notice and forms part of this Explanatory Statement.

Shri M.B. Parekh is also Whole Time Director designated as Executive Chairman of M/s. Pidilite Industries Ltd. (Pidilite) drawing remuneration from Pidilite and shall continue to hold the position of Whole Time Director of Pidilite and Managing Director of the Company.

Subject to the limits prescribed in Section I of Part II of Schedule V of the Companies Act, 2013 (The Act), the Managing Director shall be paid the following remuneration effective from 1st April, 2022.

Remuneration:

At present, it is proposed not to pay any salary/perquisites to the Managing Director, but he will be entitled to receive commission, the amount of which shall be determined by the Board of Directors each year based on the net profits of the Company for the year, subject to the overall ceiling laid down in Section 197 of the Act.

Further, it is provided that based on the overall performance of the Company, in future the Board of Directors may decide to pay Salary/Perquisites to the Managing Director within the overall ceiling of Section I Part II of Schedule V of the Act.

Shri M.B. Parekh is a fit and proper person for the post of Managing Director. His re-appointment and payment of remuneration has been approved by the Nomination & Remuneration Committee at its meeting held on 10th May, 2021.

Members' approval by way of Special Resolution is required for the same under Schedule V and other applicable provisions of the Companies Act, 2013. This shall be treated as written Memorandum setting out the terms of appointment of Shri M.B. Parekh u/s 190 of the Act. Except Shri M.B. Parekh, in respect of whom this resolution pertains and Shri A. B. Parekh none of the other Directors or Key Managerial Personnel and their relatives are interested or concerned in this resolution.

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



Item No. 5

Section 197 read with Schedule V of the Companies Act, 2013 (The Act) permits payment of remuneration to the Non-Executive Directors of a company by way of commission not exceeding 1% per annum of the net profits of the Company, if members of the company approves such payment by passing a Special Resolution.

Considering the experience and expertise brought to bear by the Non-Executive Directors on corporate decisions, it is appropriate that the Non-Executive Directors be compensated adequately for the services rendered by them to the Company.

It is, therefore, proposed to renew the Special Resolution passed earlier on 1st September, 2016 for a further period of 5 years from 1st April, 2022 for payment of commission not exceeding 1% of the net profits of the Company for each financial year calculated in accordance with the provisions of the Act and subject to further appropriate ceiling/s which shall be paid and distributed amongst the Non-Executive Directors of the Company in accordance with the decision of the Board. Such payment of commission will be in addition to the sitting fees paid for attending Board/Committee meetings. In case of inadequacy of profits or losses in any financial year, It is proposed to pay remuneration to the Non-Executives Directors as per the provisions of Section II of Part II of Schedule V of the Act.

All the Directors of the Company may be deemed to be concerned or interested in the resolution to the extent of the commission that may be received by them or by their relatives. The Board recommends the Special Resolution for approval by the Members.

BY ORDER OF THE BOARD OF DIRECTORS

P.C. PATEL
PRESIDENT & SECRETARY

Place: Mumbai

Date: 10th May, 2021

Registered Office:

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



ADDITIONAL INFORMATION ON THE DIRECTORS SEEKING ELECTION AT THE ANNUAL GENERAL MEETING

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

Resolutions/Item No.	3	4
Name of Directors	Shri A.B. Parekh	Shri M.B. Parekh
Age (in years)	63	75
Date of first appointment on the Board	28.01.2020	15.05.1986
Qualification, Experience/ Expertise in specified filed	B.Chem Engineer and MBA (USA). Business Experience of over 40 years.	B. Chem. Engg. (Bom), M.S. Chem Engg. (U.S.A). Business Experience of over 50 years.
Terms and Conditions of appointment/re-appointment	Re-appointment as Non-Executive Director, liable to retire by rotation	Re-appointment as a Managing Director for a further period of 5 years.
Remuneration proposed to be paid	As per the Remuneration Policy of the Company.	As per the Remuneration Policy of the Company.
Directorship in other public Companies (excluding Directorship in Foreign and Section 8 Companies as on 31.03.2021)	Pidlite Industries Limited Fevicol Company Limited Parekh Marketing Limited Building Envelope Systems India Limited	Pidlite Industries Limited Fevicol Company Limited Excel Industries Limited Kalva Marketing and Services Limited
Chairperson/Membership of Statutory Committee(s) of the Board of Directors of other Listed Companies as on 31.03.2021	Committee Positions: Memberships: Pidlite Industries Limited <ul style="list-style-type: none"> Stakeholder Relationship Committee Corporate Social Responsibility Committee 	Committee Positions: Memberships: Pidlite Industries Limited <ul style="list-style-type: none"> Audit Committee
Numbers of shares held in the Company as on 31.03.2021	94,583	1,24,763
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.	Shri M B Parekh is related to Shri A B Parekh, a Director of the Company.

Note:

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