

NOTICE

Notice is hereby given that the THIRTY NINTH ANNUAL GENERAL MEETING of the Members of **VINYL CHEMICALS (INDIA) LIMITED** will be held on Wednesday, the 30th July, 2025 at 3:30 p.m. through Video Conferencing (VC)/Other Audio Visual Means (OAVM) to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements for the Financial Year ended 31st March, 2025 together with the Directors' Report and Auditors' Report thereon.
2. To declare Dividend on Equity Shares for the Financial Year ended 31st March, 2025.
3. To appoint a Director in place of Shri A.B. Parekh (DIN: 00035317), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

4. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder, Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. Parikh & Associates, Practicing Company Secretaries (FRN: P1988MH009800) be and are hereby appointed as the Secretarial Auditor of the Company, to hold office for a term of 5 (five) consecutive financial years from Financial Year 2025-2026 till Financial Year 2029-2030, on payment of such remuneration as may be mutually agreed upon between the Board of Directors and the Secretarial Auditor."

"RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary be and is hereby authorised to do all such acts, deeds and things and execute all such documents, as may be required and to delegate all or any of its powers herein conferred to any Committee of the Board of Directors."

BY ORDER OF THE BOARD OF DIRECTORS

Place : Mumbai
Date : 5th May, 2025

AARTI FALORH
COMPANY SECRETARY
FCS 8726

Registered Office:

Regent Chambers, 7th Floor,
Jamnalal Bajaj Marg,
208, Nariman Point,
Mumbai 400 021.
Tel : (022) 22822708/(022) 69829000
Email: cs.vinylchemicals@pidilite.com
Website: www.vinylchemicals.com
CIN: L24100MH1986PLC039837



Notes:

1. In accordance with the provisions of the Companies Act, 2013 ("Act") read with the Rules made thereunder and General Circular No.9/2024 dated 19th September, 2024, other Circulars issued by the Ministry of Corporate Affairs ("MCA") from time to time, Master Circular No. SEBI/HO/CFD/POD2/CIR/P/2023/120 dated 11th July, 2023, Circular No. SEBI/HO/CFD/CFD-POD-2/P/CIR/2023/167 dated 7th October, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024 issued by Securities and Exchange Board of India ("SEBI"), Companies are allowed to hold Annual General Meeting ("AGM/Meeting") through Video Conferencing ("VC") or other Audio Visual Means ("OAVM") upto 30th September, 2025 without the physical presence of the Members at a common venue. Accordingly, the 39th Annual General Meeting ("the 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/Institutional Shareholders are requested to send to the Company a scanned (.pdf/.jpg format) certified copy of the Board Resolution/Power of Attorney/Authority Letter 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/Authority letter 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. A statement pursuant to Section 102(1) of the Act, and Regulation 17(11) of SEBI Listing Regulations setting out all material facts relating to Item No. 4 of the Notice is annexed herewith and the same should be taken as part of this Notice. Notes given in the Notice to the extent applicable forms part of the Explanatory Statement.
6. 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 **Tuesday, 22nd July, 2025** at the Company's email address at cs.vinylchemicals@pidilite.com and the same will be replied by the Company suitably.
7. Since the AGM will be held through VC/OAVM, the Route Map of the venue of AGM is not annexed to this Notice.
8. In compliance with the aforesaid MCA and SEBI Circulars, Notice of the AGM along with the Annual Report for the Financial Year 2024-2025 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Further, a letter providing a weblink for accessing the Notice of the AGM and Annual Report will be sent to those Members who have not registered their email address. In case any Member is desirous of obtaining physical copy of the Annual Report for the Financial Year 2024-2025, he/she may send a request to the Company at cs.vinylchemicals@pidilite.com.

Members may note that the said Notice and Annual Report for Financial Year 2024-2025 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.
9. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

10. In accordance with the provisions of Regulation 36(3) of the SEBI Listing Regulations and applicable provisions of Secretarial Standard - 2, a brief profile of Shri A.B. Parekh, nature of expertise in specific functional areas and other information is set out as an Annexure and the same forms part of this Notice.
11. The Record Date for determining entitlement of Members for payment of dividend on equity shares for the Financial Year ended 31st March, 2025 will be **Tuesday, 15th July, 2025**.
12. The dividend on equity shares as recommended by the Board of Directors, if declared at the AGM, will be paid on or after **Monday, 4th August, 2025** to those shareholders whose names appear on the Register of Members of the Company. In respect of shares held in electronic form, the dividend will be payable on the basis of beneficial ownership as on **Tuesday, 15th July, 2025** as furnished to the Company by NSDL and Central Depository Services (India) Ltd. ("CDSL").
13. 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/MUFG Intime India Pvt. Ltd. (formerly Link Intime India Pvt. Ltd.), the Company's Registrar and Transfer (R&T) Agents.

B. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-POD-1/P/CIR/2023/37 dated 16th March, 2023 (subsumed as part of the SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7th May, 2024), in supersession of earlier Circular(s) issued on the subject, has prescribed common and simplified norms for processing investor service requests by RTAs and norms for furnishing PAN, KYC (contact details, Bank details and specimen signature) and nomination details.

As per the said Circular, it is mandatory for the shareholders holding securities in physical form to, inter-alia, furnish PAN and KYC. Physical folios wherein the said details are not available would be eligible for lodging grievance for any service request only after registering the required details. Any payments including dividend in respect of such folios shall only be made electronically w.e.f. 1st April, 2024 upon registering the required details.

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 **Tuesday, 15th July, 2025** for ensuring that they receive the dividends declared by the Company. Separate communication in the above regard has been 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 and 25th May 2022, as amended, securities of listed companies can be transferred only in dematerialised 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 to dematerialised 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 dematerialised 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 <https://web.in.mpms.mufg.com/KYC-downloads.html>. Members are requested to note that any service request would only be processed after the folio is KYC compliant.
14. 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 & Branch, Account Number, Type of Accounts, MICR code, IFSC etc. immediately to:



- (i) the Company's R&T Agents in prescribed Form ISR-1, for updation of signature in prescribed Form ISR-2 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.

15. The Company has sent individual letters to all the shareholders holding shares of the Company in physical form for furnishing their PAN, KYC and nomination details. The relevant circular(s) and necessary forms in this regard have been made available on the website of the Company <https://www.vinylchemicals.com> and its RTA <https://web.in.mpms.mufig.com/KYC-downloads.html>. Accordingly, the members are advised to register their details with the RTA or DPs, in compliance with the aforesaid SEBI guidelines for smooth processing of their service request and trading without any hindrance.

In terms of the SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated 10th June 2024, all investors are encouraged in their own interest, to provide choice of nomination by contacting the RTA, if shares are held in physical form or their respective DP(s), if shares are held in dematerialised form. Further, all new investors are mandatorily required to provide the choice of nomination for their demat accounts (except for jointly held demat accounts).

16. 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.
17. Members can avail nomination facility in terms of extant legal provisions. In this regard, on request, the necessary Form SH-13 can be obtained from the Company's R&T Agent. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or Form SH-14, as the case may be. The said forms are also available on the website of the Company at www.vinylchemicals.com.
18. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Company's R&T Agent in case the shares are held by them in physical form.
19. Non-Resident Indian (NRI) Shareholders are requested to inform the Company/R&T Agent 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.
20. 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 2025-2026, 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 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 2025-2026 does not exceed ₹ 10,000. 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 the 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, 2025 to March 31, 2026 or January 1, 2025 to December 31, 2025 obtained from the tax authorities of the country of which the Shareholder is a resident.
 - Electronically generated Form 10F for the Financial Year 2025-2026 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 2025-2026;
 - 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 2025-2026.
- 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 **Tuesday, 15th July, 2025**.
- E.** 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.



- F. 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 DPs (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).
 - G. Kindly note that the aforementioned documents are required to be submitted to the Company's R&T Agents at the email address at csgexemptforms2526@in.mpms.mufig.com on or before **Tuesday, 15th July, 2025** 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 **Tuesday, 15th July, 2025**. 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.
 - H. 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.
 - I. A separate communication to the shareholders in the above regard has been sent by the Company/R&T Agents.
21. 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 period 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, 2017 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, 2018 are lying unpaid/unclaimed has been sent by the Company. All such Members are requested to claim the same from the Company. As mentioned in the said Notice, in case the dividends are not claimed by 15th September, 2025, 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, the Members whose unclaimed dividends/shares have been transferred to IEPF may write to the Company/RTA requesting the procedure for claiming the shares/dividend from IEPF Authorities. Upon compliance



with the procedure advised and submission of the required documents, the Company shall issue Entitlement Letter to the claimants. The Members can file Form No. IEPF- 5 online by attaching the Entitlement Letter and other required documents as mentioned at www.iepf.gov.in and claim their dividends.

- G. The Company has uploaded the details of unpaid/unclaimed amounts of dividends lying with the Company as on 8th August, 2024 (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, 2018 to 31st March, 2024 are requested to contact the Company's R&T Agents viz. MUFG Intime India Pvt. Ltd. (formerly 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>.

22. Voting through electronic means:

- A. Pursuant to the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) 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"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be re-directed 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. Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a Mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value Added Services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the Remote e-Voting period or joining virtual meeting & voting during the meeting. 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. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a Mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on




App Store





Google Play



Individual Shareholders holding securities in demat mode with CDSL	<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 evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the Remote e-Voting period or joining virtual meeting & 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 No. from a 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.
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Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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.
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Important Note:

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

Helpdesk for individual shareholders holding securities in demat mode for any technical issues related to login through 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 1800-21-09911



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

How to Log-in to NSDL e-Voting website?

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

- 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 134103 then User ID is 101456001***

- Password details for shareholders other than individual shareholders are given below:
 - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your ‘**Initial password**’?
 - If your email address is registered in your demat account or with the Company, your ‘**Initial Password**’ is communicated to you on your email address. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment which is a .pdf file. The password to open the .pdf file is your 8 digit Client ID for NSDL account, last 8 digits of Client ID for CDSL account or Folio Number for shares held in physical form. The .pdf file contains your ‘**User Id**’ and your ‘**Initial Password**’.
 - If your email address is not registered, please follow the steps mentioned below in **process for those shareholders whose email addresses are not registered**.

- vi. If you are unable to retrieve the **Initial Password** or have not received the **Initial Password** or have forgotten your password:
 - a. Click on “**Forgot User Details/Password?**” (if you are holding shares in your demat account with NSDL or CDSL) option is available on www.evoting.nsdl.com.
 - b. **Physical User Reset Password?**” (if you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by trying the above two options, you can send a request at evoting@nsdl.com mentioning your Demat Account Number/Folio Number, PAN, Name and Registered address.
 - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- vii. After entering your password, tick on “**Agree to Terms and Conditions**” by clicking 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 and join General Meeting on NSDL e-Voting system.

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

- i. After successful login at **Step 1**, you will be able to see all the companies “**EVEN**” in which you are holding shares and whose voting cycle and General Meeting are in active status.
- ii. Select “**EVEN**” of Company for which you wish to cast your vote during the Remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “**VC/OAVM**” link placed under “**Join Meeting**”.
- iii. Now you are ready for e-Voting as the voting page will open.
- iv. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “**Submit**” and “**Confirm**” when prompted.
- v. Upon confirmation, the message “**Vote cast successfully**” will be displayed.
- vi. You can also take a printout of the votes cast by you by clicking on the **Print** option on the confirmation page.
- vii. Once you **Confirm** your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders:

- 1. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (.pdf/.jpg format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote to the Scrutinizer by e-mail to 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 in the correct password. In such an event, you will need to go through



the “**Forgot User Details/Password?**” or “**Physical User Reset Password?**” option available on www.evoting.nsdl.com to reset the Password.

3. In case of any queries, you may refer 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. **Wednesday, 23rd July, 2025** 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 No. 022-4886 7000 or 022-2499 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. **Wednesday, 23rd July, 2025** 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 **Saturday, 26th July, 2025** and would end on **Tuesday, 29th July, 2025**. During this period, Members of the Company holding shares either in physical form or in demat form as on **Wednesday, 23rd July, 2025** (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 **Wednesday, 23rd July, 2025** (Cut-off date). Any person who is not a Member as on the Cut-off date should treat this Notice as sent for information purpose only.

Process for those shareholders whose email addresses are not registered with the Depositories for procuring User Id and Password and registration of e-mail addresses for e-voting 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 to 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**.
3. 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.
4. In terms of SEBI Circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depository Participants. Shareholders are required to update their correct Mobile number and Email address in their demat account in order to access e-Voting facility.

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

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

- i. 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.
- ii. 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.
- iii. Members are encouraged to join the Meeting through Laptops for better experience.
- iv. Members will be required to "allow" Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- v. 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.
- vi. 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 at evoting@nsdl.com.
- vii. 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 **Tuesday, 15th July, 2025 to Thursday, 24th July, 2025** only. Those Members who have registered themselves as Speakers will 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 from the Speakers depending on the availability of time for the AGM.



23. Shri P.N. Parikh (Membership No. FCS 327; 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 M/s. 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.
24. The Scrutinizer shall immediately after the conclusion of voting at the AGM, first scrutinise the votes cast at the AGM, thereafter unlock the votes cast through Remote e-voting and shall make, not later than two working days of conclusion of the Meeting, a consolidated 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.
25. 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 39th AGM of the Company and communicated to BSE Ltd. and National Stock Exchange of India Ltd. The results shall also be displayed on the Notice Board at the Registered Office of the Company.

EXPLANATORY STATEMENT

EXPLANATORY STATEMENT CONTAINING MATERIAL FACTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS, ALONG WITH THE RATIONALE FOR RECOMMENDATION OF THE ITEMS OF BUSINESS BY THE BOARD OF DIRECTORS PURSUANT TO REGULATION 17(11) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

ITEM NO. 4

APPOINTMENT OF M/S. PARIKH & ASSOCIATES, PRACTICING COMPANY SECRETARIES, AS SECRETARIAL AUDITOR FOR A PERIOD OF 5 (FIVE) YEARS

In terms of the amended provisions of Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, every listed Company is required to undertake secretarial audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and the appointment shall be approved by the shareholders in Annual General Meeting on the recommendation of the Board.

Accordingly, the Board of Directors of the Company ("the Board") based on the recommendation of the Audit Committee, at its meeting held on 5th May, 2025 has considering the experience and expertise, proposed to the Members of the Company appointment of M/s. Parikh & Associates, Practising Company Secretaries (FRN: P1988MH009800) as Secretarial Auditor of the Company for first term of 5 (five) consecutive years i.e. from Financial Year 2025-2026 till Financial Year 2029-2030 on payment of such remuneration as may be mutually agreed upon between the Board of Directors and the Secretarial Auditor, from time to time. The proposed fees are based on knowledge, expertise, industry experience, time and efforts required to be put in by them.

M/s. Parikh & Associates is a firm of Practicing Company Secretaries founded in 1987. The firm provides professional services in the field of Corporate Laws, SEBI Regulations, FEMA Regulations including carrying out Secretarial Audits, Due Diligence Audits and Compliance Audits. The firm is Peer Reviewed and Quality Reviewed by the Institute of the Company Secretaries of India.

M/s. Parikh & Associates, Practicing Company Secretaries have provided their consent for appointment as Secretarial Auditor along with a Certificate stating that their appointment, if made, will be as per the criteria specified under aforesaid Regulation 24A of Listing Regulations.

The proposed remuneration to be paid to the Secretarial Auditor for the Financial Year 2025-2026 is ₹ 1,00,000/- (Rupees One Lakh only) excluding applicable taxes and out of pocket expenses. The proposed fee is exclusive of costs for other permitted services which could be availed by the Company from time to time.

The remuneration for the subsequent year(s) of their term shall be fixed by the Board of Directors of the Company in consultation with them.

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

The Board recommends the Ordinary Resolution as set out in Item No. 4 of the Notice for approval by the Members.

BY ORDER OF THE BOARD OF DIRECTORS

Place: Mumbai

Date : 5th May, 2025

AARTI FALORH
COMPANY SECRETARY
FCS 8726

Registered Office:

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



**ADDITIONAL INFORMATION ON THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT
AT THE 39TH ANNUAL GENERAL MEETING**

*[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015 and Secretarial Standard 2]*

Resolution/Item No.	3
Name of the Director	Shri A.B. Parekh
Age	67 years
Date of first appointment on the Board	28 th January, 2020
Qualification	B. Chem Engineer (USA), MBA (USA)
Experience (including expertise in specific functional area)/Brief resume	Business Experience of over 40 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 31.03.2025)	Pidilite Industries Limited Fevicol Company Limited Parekh Marketing Limited Kalva Marketing and Services Limited Building Envelope Systems India Limited
Chairperson/Membership of Statutory Committee(s) of the Board as on 31.03.2025 (excluding Directorship in Foreign Companies, Private Companies and Section 8 Companies)	<u>Pidilite Industries Limited</u> <u>Committee Memberships:</u> <ul style="list-style-type: none"> • Stakeholders Relationship Committee • Nomination & Remuneration Committee • Corporate Social Responsibility Committee <u>Parekh Marketing Limited</u> <u>Committee Memberships:</u> <ul style="list-style-type: none"> • Nomination & Remuneration Committee • Audit Committee
Names of the Listed entities from which the Director has resigned in past 3 years	Nil
Number of shares held in the Company as on 31.03.2025	94,583
Relationship with other Directors, Manager or Key Managerial Personnel of the Company, if any	Shri A.B. Parekh is related to Shri M.B. Parekh, Chairman and Managing Director of the Company

Note:

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