



## Pidilite Industries Limited

Registered Office: Regent Chambers, 7<sup>th</sup> Floor, Jamnalal Bajaj Marg, 208, Nariman Point, Mumbai 400 021.

# Notice

NOTICE is hereby given that the 52<sup>nd</sup> ANNUAL GENERAL MEETING of the Members of the Company will be held on Wednesday, 11<sup>th</sup> August 2021 at 3.00 p.m. IST through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”), to transact the following business:

### ORDINARY BUSINESS:

- To receive, consider and adopt:
  - the audited standalone financial statements of the Company for the financial year ended 31<sup>st</sup> March 2021 together with the reports of Board of Directors and the Auditors’ thereon; and
  - the audited consolidated financial statements of the Company for the financial year ended 31<sup>st</sup> March 2021 together with the report of the Auditors’ thereon.
- To declare Dividend on equity shares.
- To appoint a Director in place of Shri A N Parekh (DIN:00111366), who retires by rotation and being eligible, offers himself for re-appointment.
- To appoint a Director in place of Shri Debabrata Gupta (DIN:01500784), who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

- To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee, Shri Rajeev Vasudeva (DIN:02066480), who was appointed as an Additional Director (Independent) of the Company in terms of Section 161 of the Act by the Board of Directors with effect from 10<sup>th</sup> September 2020 and who holds office upto the date of this Annual General Meeting (AGM) and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of a Director, and being eligible, be and is hereby appointed as an Independent Director of the Company to hold office for 5 consecutive years upto 9<sup>th</sup> September 2025 and he shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary be and are hereby authorised to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”
- To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act,

2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), or re-enactment thereof for the time being in force) and pursuant to the recommendation by Nomination and Remuneration Committee, Shri Vinod Dasari (DIN: 00345657), who was appointed as an Independent Director of the Company for five consecutive years from 47<sup>th</sup> Annual General Meeting (AGM) upto the conclusion of 52<sup>nd</sup> AGM and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of a Director, and being eligible, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term commencing from the conclusion of 52<sup>nd</sup> AGM upto 31<sup>st</sup> August 2025 and he shall not be liable to retire by rotation.”

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

- To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditors M/s. V J Talati & Co., Cost Accountants, (Registration No. 00213) appointed by the Board of Directors of the Company, on the recommendation of Audit Committee, to conduct the audit of the cost records of the Company for the financial year ending 31<sup>st</sup> March 2022, be paid the remuneration as set out in the explanatory statement annexed to the Notice convening this meeting and the same is hereby ratified and approved.”

“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.”

### BY ORDER OF THE BOARD OF DIRECTORS

Place : Mumbai **PUNEET BANSAL**  
Date : 12<sup>th</sup> May 2021 COMPANY SECRETARY

Registered Office:  
Regent Chambers, 7<sup>th</sup> floor,  
Jamnalal Bajaj Marg,  
208, Nariman Point,  
Mumbai 400 021.  
Tel : 91 22 2835 7000  
Fax : 91 22 2821 6007  
E-mail : [investor.relations@pidilite.co.in](mailto:investor.relations@pidilite.co.in)  
Website : [www.pidilite.com](http://www.pidilite.com)  
CIN : L24100MH1969PLC014336

### Notes:

- In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (the MCA) has, vide its circular dated 13<sup>th</sup> January 2021 and Securities and Exchange Board of India (the SEBI) has, vide its circular dated 15<sup>th</sup> January 2021 permitted the holding of the Annual General Meeting (AGM/Meeting) through Video Conferencing (“VC”) or other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“**Act**”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and MCA Circulars, the 52<sup>nd</sup> 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.
- 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.
- Corporate members are requested to send to the Company a scanned copy (PDF/JPG Format) certified copy of the Board Resolution/Authorisation authorizing their representative to attend and vote on their behalf through remote evoting at [investor.relations@pidilite.co.in](mailto:investor.relations@pidilite.co.in). The said Resolution/ Authorisation shall also be sent to the Scrutinizer by email through its registered email address to [shethmm\\_cs@yahoo.co.in](mailto:shethmm_cs@yahoo.co.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
- A statement pursuant to Section 102(1) of the Act, setting out all material facts relating to item nos. 5 to 7 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 also forms part of the Explanatory Statement.
- 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 31<sup>st</sup> July 2021 through email on [queries\\_documents@pidilite.com](mailto:queries_documents@pidilite.com). The same will be replied by the Company suitably.
- Since the AGM will be held through VC/OAVM, the Route Map of the venue of AGM is not annexed to this Notice.
- In compliance with the aforesaid MCA Circulars and SEBI Circular dated 15<sup>th</sup> January 2021, Notice of the AGM along with the Annual Report 2020-21 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 2020-21 will also be available on the Company’s website [www.pidilite.com](http://www.pidilite.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of NSDL <https://www.evoting.nsdl.com>
- Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 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 N Parekh, Shri Debabrata Gupta, Shri Rajeev Vasudeva and Shri Vinod Dasari, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/ chairmanships of committees of directors, their shareholding and relationships between directors inter se and other information, is set out and the same forms part of this Notice.
- The Register of Members and Share Transfer Books of the Company will be closed from Thursday, 29<sup>th</sup> July 2021 to Wednesday, 11<sup>th</sup> August 2021 (both days inclusive) for the purpose of payment of dividend on equity shares and the AGM. The Record date will be Wednesday, 28<sup>th</sup> July 2021 for determining entitlement of members for payment of dividend for the financial year ended 31<sup>st</sup> March 2021.
- The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (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 & Share Transfer Agents (Company’s R & T Agents).
- 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 1<sup>st</sup> April 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company’s R & T Agents for assistance in this regard.
- The Members are requested to inform of changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, PAN, mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC, etc., immediately to:
  - Company’s R & T Agents in case of shares held in Physical Form; or
  - Depository Participants (DP) in case of shares held in Electronic Form.

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 the concerned DP and holdings should be verified.

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 Agents.

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 Agents in case the shares are held by them in physical form.

19.

Shareholders 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 1<sup>st</sup> April 2020 shall be taxable in the hands of the shareholders. The Company shall therefore be required to deduct Tax at Source (TDS) at the time of making the final dividend. In order to enable us 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.

A)

For Resident Shareholders, TDS shall be made under Section 194 of the Income Tax Act, 1961 at 10% (Ten percent) on the amount of Dividend declared and paid by the Company during financial year 2021-22 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 2021-22 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 this purpose, i.e. to avail the Tax Treaty benefits, the non-resident shareholder will have to provide the following:-

• 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.

Member is and will continue to remain a tax resident of the country of its residence during the financial year 2021-22;

ii.

Member is eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company;

iii.

Member has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner;

iv.

Member is the ultimate beneficial owner of its shareholding in the Company and Dividend receivable from the Company; and

v.

Member does not have a taxable presence or a permanent establishment in India during the financial year 2021-22.

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 us to determine the appropriate TDS/withholding tax rate applicable, we request you to provide these details and documents as mentioned above before 25<sup>th</sup> July 2021.

E)

Kindly note that the aforementioned documents are required to be submitted at <https://tcpl.linkintime.co.in/formsreg/submission-of-form-15g-15h.html> on or before 25<sup>th</sup> July 2021 in order to enable the Company to determine and deduct appropriate TDS/withholding tax rate. No communication on the tax determination/deduction shall be entertained post 25<sup>th</sup> 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 from you, there would still be an option available with you to file the return of income and claim an appropriate refund, if eligible.

F)

The soft copy of TDS certificate shall be emailed to you at your registered e-mail ID in accordance with the provisions of the Income Tax Act, 1961 after filing of the quarterly TDS Returns of the Company, post payment of the said Dividend.

G)

Separate email communication was sent to the shareholders on Thursday, 1<sup>st</sup> July 2021, informing the said change in Income Tax Act, 1961 as well as relevant procedure to be adopted by the shareholders for availing the applicable tax rate.

20.

A.

Pursuant to Section 205A of the Companies Act,1956 all unclaimed /unpaid dividend upto the financial year ended 31<sup>st</sup> March 1994 have been transferred to the General Revenue Account of the Central Government. Those Members who have so far not claimed their dividends for the said periods may claim the same by submitting an application in the prescribed form to the Registrar of Companies, Maharashtra.

B.

The Company has transferred unclaimed/unpaid dividend (including the Interim Dividend declared during the Financial year 2001-2002) in respect of Financial Years ended 31<sup>st</sup> March 1995 to 31<sup>st</sup> 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 7<sup>th</sup> September 2016, also contain similar provisions for transfer of such amounts to IEPF. Accordingly, all unclaimed/ unpaid dividend, as well as the principal redemption amount of preference shares, as applicable, 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 ending 31<sup>st</sup> 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 30<sup>th</sup> July 2021, necessary steps will 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 website [www.iepf.gov.in](http://www.iepf.gov.in) and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in the Form IEPF-5.

G.

The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 10<sup>th</sup> September 2020 (date of last AGM) on the website of the Company ([www.pidilite.com](http://www.pidilite.com)) and also on the Ministry of Corporate Affairs website.

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

21.

In March 2008, some of the members of Vinyl Chemicals (India) Limited (VCIL) were allotted 6% Secured Redeemable Preference Shares of ₹ 10/- each (Preference Shares) by the Company pursuant to the Scheme of Demerger of VAM Manufacturing Unit of VCIL into the Company. The said Preference Shares were redeemed on 5<sup>th</sup> September 2008 and the Company had despatched Preference Dividend-cum-Redemption Warrants to all Preference Shareholders without surrender of the Preference Share Certificates. The unclaimed preference shares redemption amount and the dividend pertaining to the same have been transferred to IEPF and hence no claim shall lie in respect thereof against the Company.

22.

Voting through electronic means

I.

In compliance with provisions of Section 108 of the Act and Rules issued thereunder and Regulation 44 of SEBI Listing Regulations, Members are provided with the facility to cast their vote by electronic means through the remote e-voting platform as well as e-voting on the date of AGM has been provided by National Securities Depository Limited (NSDL) on all resolutions set out in this Notice. Resolutions passed by the Members through e-voting is/are deemed to have been passed, as if they have been passed at the AGM.

II.

The Members who have casted their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.

III.

The details of the process and manner for remote e-voting are explained herein below:

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 9<sup>th</sup> 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.

4



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	<div><div>1. Existing IDeAS user can visit the e-Services website of NSDL viz <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or 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 &amp; voting during the meeting.</div><div>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></div><div>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “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 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 &amp; voting during the meeting.</div></div>
	<div>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</div> <div>NSDL Mobile App is available on</div> <div><div> <b>App Store</b></div><div> <b>Google Play</b></div></div> <div><div></div><div></div></div>
Individual Shareholders holding securities in demat mode with CDSL	<div><div>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</div><div>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.</div><div>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> 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.</div></div>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<div><div>1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL for e-Voting facility.</div><div>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.</div><div>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 &amp; voting during the meeting.</div></div>

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.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- iv. Your User ID details are given below:

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

- v. 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:

- a) Click on “**Forgot User Details/Password?**” (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

b) “**Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

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

d) 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.

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 &amp; 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 &amp; T Agents:</p> <ul style="list-style-type: none"><li>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:<ul style="list-style-type: none"><li>i) Name and Branch of Bank and Bank Account type;</li><li>ii) Bank Account Number allotted by your Bank after implementation of Core Banking Solutions and;</li><li>iii) 11 digit IFSC Code.</li></ul></li><li>b. Cancelled cheque in original bearing the name of the Member or first holder, in case shares are held jointly;</li><li>c. Self-attested copy of the PAN Card and;</li><li>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 &amp; T Agents.</li></ul>
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:-

- 1. The procedure for e-Voting on the day of the AGM remains same as the instructions mentioned above for remote e-voting.
- 2. 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.

- 3. 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](mailto:shethmm_cs@yahoo.co.in) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 /1800 224 430 or send a request at [evoting@nsdl.co.in](mailto: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. 4<sup>th</sup> August 2021, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto: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](http://www.evoting.nsdl.com) or call on toll free no. **1800 1020 990** and **1800 22 44 30**. In case of Individual Shareholders 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. 4<sup>th</sup> 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 Sunday, 8<sup>th</sup> August 2021 at 9.00 a.m. and would end on Tuesday, 10<sup>th</sup> August 2021 at 5.00 p.m. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form as on 4<sup>th</sup> 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 4<sup>th</sup> 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:

- A. Member 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.
- B. 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.
- C. 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.
- D. 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.
- E. Members who need assistance before or during the AGM, can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)/ 1800 1020 990 /1800 224 430 or contact Mr. Amit Vishal, Senior Manager – NSDL or Ms. Soni Singh at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call at 1800 1020 990 / 1800 224 430
- F. 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 [queries\\_documents@pidilite.com](mailto:queries_documents@pidilite.com) from 5<sup>th</sup> August 2021 to 7<sup>th</sup> 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.

- 23. 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.
- 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 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.
- 25. The Results alongwith the Scrutinizer’s Report shall be placed on the Company’s website [www.pidilite.com](http://www.pidilite.com) and on the website of NSDL within 48 hours of conclusion of the 52<sup>nd</sup> AGM of the Company and communicated to BSE Limited and National Stock Exchange of India Limited.



Explanatory Statement

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

Item No. 5

Pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, the Board of Directors (the Board) has appointed Shri Rajeev Vasudeva (DIN: 02066480) as an Additional Director (Independent) of the Company with effect from 10<sup>th</sup> September 2020 who holds office upto the date of the ensuing Annual General Meeting.

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

The Nomination and Remuneration Committee has recommended the appointment of Shri Vasudeva as an Independent Director for a period of five consecutive years.

The Company has received a declaration from Shri Vasudeva stating that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act including under Rule 6(3) of Companies (Appointment and Qualifications of Directors) Rules, 2014 for inclusion of his name in Independent Director’s Database and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**Listing Regulations**). Shri Vasudeva is independent of the management and possesses appropriate skills, experience and knowledge, inter alia, in the field of leadership and governance, business and senior management, finance and accounts, legal and regulatory framework. Brief profile of Shri Vasudeva as stipulated under Regulation 36(3) of the Listing Regulations is given as an annexure to this Notice.

In the opinion of the Board, Shri Vasudeva fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations.

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

Shri Vasudeva shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act. Copy of the draft letter of appointment of Shri Vasudeva as an Independent Director setting out the terms and conditions is available for inspection by the Members through electronic mode, on the basis of request being sent on [queries\\_documents@pidilite.com](mailto:queries_documents@pidilite.com).

Except Shri Vasudeva, none of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested (financially or otherwise), in this resolution.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations. The Board recommends the Ordinary Resolution, as set out in Item No.5 of the Notice, for approval by the Members.

Item No. 6

Shri Vinod Dasari (DIN: 00345657) was appointed as an Independent Director of the Company and he holds office as an Independent Director upto the conclusion of 52<sup>nd</sup> AGM.

Shri Dasari has been associated with the Company since 2015. Considering the expertise and rich experience of Shri Dasari and his valuable contributions to the Company, the Nomination and Remuneration Committee and the Board, have recommended the re-appointment of Shri Vinod Dasari as an Independent Director for a second term from the conclusion of the 52<sup>nd</sup> AGM upto 31<sup>st</sup> August 2025.

The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background, experience and contributions made by him during his tenure, the continued association of Shri Dasari would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Shri Vinod Dasari as an Independent Director of the Company, not liable to retire by rotation, for a second term commencing from the conclusion of 52<sup>nd</sup> AGM upto 31<sup>st</sup> August 2025.

Shri Dasari is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received declaration from Shri Dasari stating that he meets the criteria of independence as prescribed under Section 149(6) of the Act including under Rule 6(3) of Companies (Appointment and Qualifications of Directors) Rules, 2014 for inclusion of his name in Independent Director’s Database and the Listing Regulations. Shri Dasari is independent of the management and possesses appropriate skills, experience and knowledge, inter alia, in the field of sales and marketing, business and senior management, leadership and governance, finance and accounts, legal and regulatory framework. Brief profile of Shri Dasari as stipulated under Regulation 36(3) of the Listing Regulations is given as an annexure to this Notice.

In the opinion of the Board, Shri Dasari fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations.

Shri Dasari shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act. Copy of draft letter of appointment of Shri Dasari setting out the terms and conditions of appointment is available for inspection by the Members through electronic mode, on the basis of request being sent on [queries\\_documents@pidilite.com](mailto:queries_documents@pidilite.com).

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

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

The Board recommends the Special Resolution, as set out in Item No. 6 of the Notice, for approval by the Members.

Item No. 7

The Board, on the recommendation of Audit Committee, has approved the appointment and remuneration of an amount not exceeding ₹ 1,73,500/- (Rupees One Lakh Seventy Three Thousand Five Hundred Only), plus applicable taxes, for the financial year ending 31<sup>st</sup> March 2022 payable to the Cost Auditor M/s. V J Talati & Co., Cost Accountants to conduct the audit of the cost records of the Company for the aforesaid financial year. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor, as recommended by the Audit Committee and approved by the Board, has to be ratified by the Members of the Company.

The Board recommends the Ordinary Resolution, as set out in Item No. 7 of the Notice, for approval by the Members.

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.

BY ORDER OF THE BOARD OF DIRECTORS

Place	: Mumbai	<b>PUNEET BANSAL</b>
Date	: 12 <sup>th</sup> May 2021	COMPANY SECRETARY


Registered Office:  
Regent Chambers, 7<sup>th</sup> floor,  
Jamnalal Bajaj Marg,  
208, Nariman Point,  
Mumbai 400 021.  
Tel : 91 22 2835 7000  
Fax : 91 22 2821 6007  
E-mail : [investor.relations@pidilite.co.in](mailto:investor.relations@pidilite.co.in)  
Website : [www.pidilite.com](http://www.pidilite.com)  
CIN : L24100MH1969PLC014336

Additional information on Directors seeking election at the Annual General Meeting

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

Resolution/Item No	3	4	5	6
Name of Director	Shri A N Parekh	Shri Dehabrata Gupta	Shri Rajeev Vasudeva	Shri Vinod Dasari
Age	49 years	58 years	61 years	54 years
Date of first appointment on the Board	1 <sup>st</sup> July 2005	1 <sup>st</sup> March 2020	10 <sup>th</sup> September 2020	1 <sup>st</sup> September 2015
Qualification	B. S. Chem. Engg. (USA)	Alumni of IIT Kharagpur	Chartered Accountant, LLB and MBA from University of Michigan, Ann Arbo.	Graduate Engineer from University of Louisville, USA, Masters Degree in Business Administration from J.L. Kellogg School of Management, USA and a Masters Degree in Engineering Management from McCormick School of Engineering, USA
Experience (including expertise in specific functional area)/ Brief Resume	For details, please refer to the Corporate Governance Report	For details, please refer to the Corporate Governance Report	For details, please refer to the Explanatory statement to the AGM Notice.	For details, please refer to the Explanatory statement to the AGM Notice.
Terms and Conditions of appointment/ re-appointment	Whole-time Director liable to retire by rotation	Whole-time Director designated as Director-Operations liable to retire by rotation	Independent Director for term of 5 consecutive years up to 9 <sup>th</sup> September 2025	Independent Director for second term up to 31 <sup>st</sup> August 2025
Remuneration last drawn (FY 2020-21)	For details, please refer to the Corporate Governance Report			
Remuneration proposed to be paid	As approved by the members at the Annual General meeting held on 10 <sup>th</sup> September 2020	As approved by the members at the Annual General meeting held on 10 <sup>th</sup> September 2020	As per Remuneration Policy	As per Remuneration Policy
Other Companies in which he is a Director excluding Section 8 companies and Private Companies	1. Nina Percept Pvt. Ltd. (Deemed Public Company) 2. Pidilite Adhesives Pvt Ltd (Deemed Public Company)	None	1. Centum Learning Limited	1. Eicher Motors Limited 2. Lynks Logistics Limited
Chairperson/ Membership of the Statutory Committee(s) of Board of Directors of the Company	For details, please refer to the Corporate Governance Report			

Resolution/Item No	3	4	5	6
Name of Director	Shri A N Parekh	Shri Dehabrata Gupta	Shri Rajeev Vasudeva	Shri Vinod Dasari
Chairperson/ Membership of the Committee(s) of Other Boards excluding Section 8 companies and Private Companies	1. Nina Percept Pvt Ltd Member of Committees: <ul style="list-style-type: none"><li>Audit Committee</li><li>Nomination &amp; Remuneration Committee</li></ul> 2. Pidilite Adhesives Pvt Ltd Member of Committee: <ul style="list-style-type: none"><li>Corporate Social Responsibility Committee</li></ul>	None	None	None
Number of Meetings of the Board attended during the year	For details, please refer to the Corporate Governance Report.			
Shareholding in the Company as on 31 <sup>st</sup> March 2021	30,76,918 Equity Shares	NIL	670 Equity Shares	NIL
Relationship with other Directors, Manager or Key Managerial Personnel, if any	Related to Shri N K Parekh, Director of the Company	None	None	None

The background of the page is a watercolor-style illustration. It features rolling blue mountains in the distance. In the foreground, a river or path flows through the landscape, highlighted with a shimmering gold-leaf texture. Several small blue birds are depicted in flight against a light, hazy sky.

*Let us not pray  
to be sheltered from  
dangers but to be  
fearless when  
facing them.*

*Rabindranath Tagore*



It is easy enough to be pleasant,  
when life flows along like a song;

But the man worth while  
is the one who will smile  
when everything goes dead wrong

*Ella Wheeler Wilcox*



We are all trying to cope with challenging circumstances for some time now. Many of us and our loved ones have been physically and mentally impacted. Despair and anxiety are normal when faced with such adversity.

Over generations, philosophers and poets have pondered over such situations and given wise advice on how to face such circumstances with patience, fortitude and courage. Messages given by some of the well-respected poets through their poems are captured in this Report.

These messages are intended to make us better prepared to face these difficult circumstances. With determination we can overcome these challenges and build a better future for all of us.

*M. B. Parekh*



I am  
Master  
of my  
fate  
I am  
Captain  
of my  
soul

*I am master of my fate. I am captain of my soul*

## *Invictus*

Out of the night that covers me,  
Black as the pit from pole to pole,  
I thank whatever gods may be  
For my unconquerable soul.

In the fell clutch of circumstance  
I have not winced nor cried aloud.  
Under the bludgeonings of chance  
My head is bloody, but unbowed.

It matters not how strait the gate,  
How charged with punishments the scroll,  
I am the master of my fate,  
I am the captain of my soul.

*William Ernest Henley*



एक निर्मल स्रोत से तृष्णा बुझाना कब मना है?  
है अँधेरी रात पर दीपक जलाना कब मना है?

किसी उजड़े हुए को फिर बसाना कब मना है?  
है अँधेरी रात पर दीपक जलाना कब मना है?

हरिवंश राय बच्चन

कब  
मना है?

*Kab mana hai: Who could stop you*

Who could stop you from  
quenching thirst in a crystal-clear brook?  
Who could stop you from  
lighting a lamp in night's darkest nook?

All is perhaps razed to ground,  
who stops you from building anew?  
Who could stop you from  
lighting a lamp in night's darkest nook?

**Harivansh Rai Bachchan**



*Achal: Unmoved*

खड़ा

खड़ा हिमालय बता रहा है  
डरो न आंधी पानी में।  
खड़े रहो तुम अविचल होकर  
सब संकट तूफानी में।

अचल रहा जो अपने पथ पर  
लाख मुसीबत आने में,  
मिली सफलता जग में उस को  
जीने में मर जाने में।

सोहनलाल द्विवेदी

Standing tall, the Himalayas tell you  
not to fear floods and gales.  
Firm you stay, ever unmoved by the  
fury of barrages and hails.

Steadily he who is walking on his way,  
in midst of million woes,  
In life, in death, o doubtless, towards  
triumph truly he goes.

**Sohanlal Dvivedi**

