

## ICA PIDILITE PRIVATE LIMITED

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### NOTICE

SHORTER NOTICE IS HEREBY GIVEN THAT THE 7<sup>TH</sup> ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF ICA PIDILITE PRIVATE LIMITED ("THE COMPANY") WILL BE HELD ON THURSDAY, 21<sup>ST</sup> JULY 2022 AT 3.30 P.M. (I.S.T) THROUGH VIDEO CONFERENCING (VC)/ OTHER AUDIO-VISUAL MEANS (OAVM) TO TRANSACT THE FOLLOWING BUSINESS:

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#### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31<sup>ST</sup> March, 2022 together with the reports of Board of Directors and Auditors' thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Mr. Andrea Paniccia (DIN: 07488140) 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 provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and 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, (Firm Registration No. R00213) 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 2023, 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."

# ICA PIDILITE PRIVATE LIMITED

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BY ORDER OF THE BOARD OF DIRECTORS

**Place:** Mumbai

**Date :** 11<sup>th</sup> May 2022

**COMPANY SECRETARY**

**Registered Office:**

403, 404, Satellite Silver, Andheri Kurla Road,  
Marol, Andheri East, Mumbai – 400059.

CIN: U24233MH2015PTC270308

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**Registered Office:**403, 404, Satellite Silver, Andheri Kurla Road, Marol, Andheri East, Mumbai -  
400059

Tel No.: +91 22- 61312345 CIN: U24233MH2015PTC270308

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### **NOTES:**

1. Pursuant to the General Circular numbers 14/2020 dated 8<sup>th</sup> April 2000, 17/2020 dated 13<sup>th</sup> April 2020, 20/2020 dated 5<sup>th</sup> May 2020, General Circular No 2/2021 dated 13<sup>th</sup> January 2021 and General Circular No 19/2021 dated 08<sup>th</sup> December 2021 and 2/2022 dated 5<sup>th</sup> May 2022 (MCA Circulars) issued by the Ministry of Corporate Affairs (MCA), companies are allowed to hold AGM through Video Conferencing (VC)/ Other Audio Visuals Means (OAVM), without the physical presence of members at a common venue. Hence, in compliance with the aforesaid circulars, the AGM of the Company is being held through VC/ OAVM. The proceedings of AGM shall be deemed to be conducted at the Registered Office of the Company.
2. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC OR OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.
3. Participation of members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013.
4. Corporate members are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. The relative explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of special business set out in the notice, is annexed hereto and forms part of this notice.
6. Members desiring inspection of statutory registers and other relevant documents may send their request in writing to the Company Secretary at [charmi.thakkar@pidilite.co.in](mailto:charmi.thakkar@pidilite.co.in).
7. All documents referred to in the accompanying notice and the statement shall be open for inspection at the registered office of the Company during normal business hours from 11.00 a.m. to 1.00 p.m. on all working days except Saturdays and Holidays till Annual General Meeting date and will also be available for inspection at the meeting.

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### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ANNEXED TO AND FORMING PART OF THE NOTICE OF THE ANNUAL GENERAL MEETING OF THE MEMBERS

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#### ITEM NO. 4

The Board, on the recommendation of Audit Committee has approved the appointment and remuneration of an amount not exceeding Rs.46,500/- (Rupees Forty-Six Thousand Five Hundred Only), plus applicable taxes, for the financial year ending 31<sup>st</sup> March 2023 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 and 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.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution, as set out in the Item No. 4 of the Notice, for ratification of the remuneration payable to the Cost Auditor for the financial year ending 31<sup>st</sup> March 2023.

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

The Board recommends the resolution set forth in Item No. 4 for the approval of the members.

**BY ORDER OF THE BOARD OF DIRECTORS**

**Place :** Mumbai

**Date :** 11<sup>th</sup> May 2022

**COMPANY SECRETARY**

**Registered Office:**

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

Name of the Director	Mr. Andrea Paniccia
Date of appointment	26 <sup>th</sup> April 2016
Age	44 years
Qualifications	Post Graduate
Designation	Non-Executive Director
Experience	Sales and Marketing
Terms and conditions of appointment or re-appointment	Director liable to retire by rotation
Details of remuneration sought to be paid	NA
The remuneration last drawn by such person, if applicable	NA
Date of first appointment on the Board	26 <sup>th</sup> April 2016
Shareholding in the Company	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company,	NA
The number of meetings of the Board attended during the year	4
Other Directorships, Membership/ Chairmanship of Committees of other Boards	NIL