



NOTICE

Notice is hereby given that the TWENTY SEVENTH ANNUAL GENERAL MEETING of the members of the Company will be held on Friday, the 26th July, 2013 at 11.00 a.m. at M.C. Ghia Hall, Bhogilal Hargovindas Building, 18/20, K. Dubash Marg, Kalaghoda, Mumbai 400 001 to transact the following business:

Ordinary Business:

1. To receive and adopt the Statement of Profit and Loss for the year ended on 31st March, 2013 and the Balance Sheet as at that date together with the Directors' Report and Auditors' Report.
2. To declare Dividend on Equity Shares.
3. To appoint Director in place of Smt. Y.J. Mogrelia who retires by rotation and being eligible offers herself for re-appointment.
4. To appoint Auditors for the current year to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting and to fix their remuneration.

BY ORDER OF THE BOARD OF DIRECTORS

P.C. PATEL
PRESIDENT & SECRETARY

Registered Office:

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

Date: 24th May, 2013



Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. The proxies, to be effective, should be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the meeting.
2. The Register of Members and Share Transfer Books of the Company will be closed from Friday, 12th July, 2013 to Friday, 26th July, 2013 (both days inclusive).
3. The dividend on equity shares as recommended by the Board of Directors when declared at the Annual General Meeting will be paid to those Shareholders whose names appear on the Register of Members of the Company on 26th July, 2013. In respect of shares held in electronic form, the dividend will be payable on the basis of beneficial ownership as per details furnished by National Securities Depository Ltd. and Central Depository Services (India) Ltd. for this purpose.
4. Members may note that vide circular dated 21.3.2013, SEBI has mandated all listed Companies to use electronic mode of payments such as LECS/RECS/NECS/NEFT etc. for making payment of dividends and other cash payments to investors, wherever possible. In other cases, the Company shall dispatch dividend warrants for making payment of dividends.
5. Members are requested to inform the Registrar and Transfer (R & T) Agents (*in case of shares held in Physical Form*) or Depository Participants (*in case of shares held in Demat Form*) any change in their addresses immediately.
6. Non-resident Indian (NRI) Shareholders are requested to inform the Company /R & T Agents regarding :
 - a. Change in the Residential status on return to India for permanent settlement.
 - b. Indian address and the particulars of Bank Account maintained in India with complete name and address of the Bank, if not furnished earlier.
7. The members can avail facility of nomination in terms of extant legal provisions in this regard. The necessary form can be obtained from the R & T Agents.
8. For the convenience of members and for proper conduct of the meeting, entry to the place of meeting will be regulated by an Attendance Slip, which is annexed to the Proxy Form. Members are requested to append their signatures at the place provided on the Attendance Slip and hand it over at the entrance.
9. Members are requested to bring the Annual Report with them as additional copies of the same will not be provided at the meeting.



10. Members are requested to send their queries, if any, atleast ten days in advance to the Registered Office address of the Company, so that the information can be made available at the meeting, subject to permission of the Chairman.
11. A. Pursuant to Section 205A of the Companies Act, 1956, all unclaimed/unpaid dividends upto the financial year ended 31st March, 1995 have been transferred to the General Revenue Account of the Central Government. Members who have so far not claimed their dividends for the said periods may claim the same by submitting an application in prescribed Form No. II to the Registrar of Companies, Maharashtra, C.G.O. Bldg., A-Wing, 2nd Floor, C.B.D. Belapur, Opp. Police Commissioner's Office, Belapur 400 614.

B. Consequent upon amendment in Section 205A of the Companies Act, 1956 and introduction of Section 205C by the Companies (Amendment) Act, 1999, now the amount of dividends remaining unclaimed for a period of seven years shall be transferred to the Investor Education and Protection Fund (Fund).

C. Accordingly, the Company has transferred all unclaimed/unpaid dividends upto Financial Year ended 31st March, 2001 to the Fund.

D. In March 2008, some of the Members of the Company were allotted 6% Secured Redeemable Preference Shares of ₹ 10 each (Preference Shares) by Pidilite Industries Ltd. (PIL) pursuant to the Scheme of Demerger of VAM Manufacturing Unit of the Company into PIL. The said Preference Shares were redeemed on 5th September, 2008 and PIL had despatched Preference Dividend-cum-Redemption Warrants to all Preference Shareholders without surrender of the Preference Share Certificates.

Preference Shareholders who have not yet encashed the above Preference Dividend-cum-Redemption Warrants issued by PIL are requested to contact the R & T Agents for claiming the unclaimed amount.

E. Members who have not yet encashed their Dividend Warrants for the Financial Years ended 31st March, 2010 to 31st March, 2012 are requested to contact the R & T Agents for claiming the unclaimed amount. It may be noted that once the unclaimed dividends are transferred to the Fund, no claim shall lie in respect thereof against the Company or the Fund.

F. Members may note that pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed dividends lying with the Company as on the date of the last Annual General Meeting i.e. 26th July, 2012 on the websites of the Company and the Ministry of Corporate Affairs.



ADDITIONAL INFORMATION ON THE DIRECTOR SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING (under Clause 49 (IV)(G)(i) of the Listing Agreement):

Smt. Y. J. Mogrelia has served as a Nominee Director on behalf of ICICI Ltd. during the period 1990 to 1998 and thereafter is serving as an Independent Director of the Company. She is M.Com. and a Member of The Institute of Cost and Works Accountants of India. She holds Diploma in Business Administration and Diploma in Managerial Accounting. She has worked for 23 years with ICICI Ltd. in various positions and lastly as Deputy General Manager. She has experience in Project Finance, Rehabilitation, Management Audit etc. She is a Member of Audit Committee and Remuneration Committee of the Company. She holds 300 Equity Shares in the Company as on 31st March, 2013.