



29<sup>th</sup> March, 2022

To,  
**National Stock Exchange of India Limited**  
Exchange Plaza,  
Bandra Kurla Complex,  
Bandra (E), Mumbai 400 051.  
**Script code: HPAL**

To,  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai 400 001.  
**Script code: 543433**

**Subject: Postal Ballot Notice.**

Dear Sir/ Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a Postal Ballot Notice (including explanatory statement and detailed instructions for remote e-voting) ("Notice") dated March 25, 2022 being sent to the members of HP Adhesives Limited ("the Company") on 28<sup>th</sup> March, 2022, for seeking their approval through Postal Ballot by voting through electronic means ("Remote e-voting") for the resolution approving the appointment of Ms. Nidhi Haresh Motwani (DIN: 06655834) as an Executive Director of the Company.

In compliance with the provisions of General Circulars No. 14/2020, No. 17/2020, No. 22/2020, No. 33/2020, No. 39/2020, No. 10/2021 and No. 20/2021 dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020, 15<sup>th</sup> June, 2020, 28<sup>th</sup> September, 2020, 31<sup>st</sup> December, 2020, 23<sup>rd</sup> June, 2021 and 8<sup>th</sup> December, 2021 respectively issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), this Postal Ballot Notice is being sent through electronic mode only to Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent ("RTA") /Depositories and whose names appear in the Register of Members/ List of Beneficial Owners maintained by the Company/RTA/Depositories as on Friday, March 25, 2022 ("Cut-off Date"). Further, the members whose email ids are not registered, can register the same by following the process specified in the Notice for registration of email ids. The communication of the assent or dissent of the Members would take place only through the remote e-voting system. In compliance with the requirements of the MCA Circulars, a hard copy of the Postal Ballot Notice along with the Postal Ballot Forms and pre-paid Business Reply Envelope will not be sent to the members for this Postal Ballot.



**HP ADHESIVES LIMITED** (Formerly known as HP ADHESIVES PRIVATE LIMITED)

**Head Office:** 11, Unique House, Chakala, Andheri (East), Mumbai 400099, India  
**CIN:** L24304MH2019PLC325019

**Tel:** +91-22-68196300  
**Email:** info@hpadhesives.com  
**Web:** www.hpadhesives.com



Please note that the remote e-voting would commence on Wednesday, March 30, 2022 at 9.00 a.m. (IST) and shall end on Thursday, April 28, 2022 at 5.00 p.m. (IST) (both days inclusive). During this period, members holding shares as on Friday, March 25, 2022 ("Cut-off Date") can cast their vote through remote e-voting. The Company has engaged the services of Central Depository Services Limited ("CDSL") for remote e-voting. Members are requested to follow the procedure stated in the Notice for remote e-voting.

Further, the notice of Postal Ballot is available on the website of the Company at <https://www.hpadhesives.com/wp-content/uploads/2022/03/Postal-Ballot-Notice.pdf> and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).

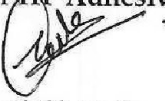
The results of the Postal Ballot will be announced within two working days after the conclusion of remote e-voting i.e. on or before Saturday, April 30, 2022.

You are requested to kindly take note of the same.

Thank you,

Yours Faithfully,

For **HP Adhesives Limited**

  
**Jyoti Chawda**  
Company Secretary  
*Encl: As above*





## HP ADHESIVES LIMITED

CIN: U24304MH2019PLC325019

**Registered Office:** 11 Unique House, Chakala Cross Road, Andheri East, Mumbai 400099, Maharashtra, India.

**Corporate Office:** 501, 5th Floor, C Wing, Business Square, Chakala, Andheri (East), Mumbai 400093, Maharashtra, India.

**Tel No.:** + 91 6819 6300; **Email:** [investors@hpadhesives.com](mailto:investors@hpadhesives.com); **Website:** [www.hpadhesives.com](http://www.hpadhesives.com)

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### Notice of Postal Ballot

Dear Member(s),

**NOTICE** is hereby given to the Members of HP Adhesives Limited ("the Company"), pursuant to Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with relevant rules ("Rules"), as amended from time to time, read with the General Circulars No.14/2020, No.17/2020, No. 22/2020, No. 33/2020, No. 39/2020, No. 10/2021 and No. 20/2021 dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020, 15<sup>th</sup> June, 2020, 28<sup>th</sup> September, 2020, 31<sup>st</sup> December, 2020, 23<sup>rd</sup> June, 2021 and 8<sup>th</sup> December, 2021 respectively issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Secretarial Standard - 2 issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any, for seeking approval of the members of the Company through Postal Ballot by voting through electronic means ("Remote e-voting") only for the resolutions as set out hereinafter.

In compliance with the aforesaid provisions and MCA circulars, this Postal Ballot Notice is being sent through electronic mode only to all its Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent ("RTA") /Depositories and whose names appear in the Register of Members / List of Beneficial Owners maintained by the Company/RTA/Depositories as on Friday, 25<sup>th</sup> March, 2022 ("Cut-off Date"). If your e-mail address is not registered with the Company/RTA/Depositories, please follow the process provided in the Notes for registration of E-mail ID and for procuring login ID and password for remote e-voting. The communication of the assent or dissent of the Members would take place only through the remote e-voting system. In compliance with the requirements of the MCA Circulars, the hard copy of Postal Ballot Notice along with the Postal Ballot Forms and Pre-paid Business Reply Envelope will not be sent to the members for this Postal Ballot.

Pursuant to Regulation 44 of the Listing Regulations and the provisions of Section 108 of the Act read with the Rules, the Company has provided to all the members (whether holding shares in physical or in dematerialized form) the facility to exercise their right to vote on the proposed resolutions included in this Notice of the Postal Ballot by remote e-voting, through the platform of Central Depository Services Limited ("CDSL").

The remote e-voting period commences from 9.00 a.m. (IST) on Wednesday, 30<sup>th</sup> March, 2022 and ends at 5.00 p.m. (IST) on Thursday, 28<sup>th</sup> April, 2022. The remote e-voting module shall be disabled by CDSL after 5.00 p.m. (IST) on Thursday, 28<sup>th</sup> April, 2022 for voting thereafter. Members are requested to follow the procedure stated in the Notes and instructions which forms the part of this Notice, for remote e-voting.

In accordance with Rule 22(5) of the Rules, the Board of Directors of the Company has appointed Mr. Shivam Sharma, Practicing Company Secretary (Membership No: A35727, COP No: 16558), Proprietor of Shivam Sharma & Associates, to act as the Scrutinizer for conducting this Postal Ballot through remote e-voting process, in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman or any person authorized by him, after completion of scrutiny of votes cast by remote e-voting. The results of the Postal Ballot will be announced within two working days after the conclusion of remote e-voting i.e. on or before Thursday, 28<sup>th</sup> April, 2022. The results declared along with the Scrutinizer's Report will be placed on the website of the Company at [www.hpadhesives.com](http://www.hpadhesives.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) and will be communicated to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") where the equity shares of the Company are listed.

## **Proposed Resolutions:**

### **Item No. 1**

#### **Appointment of Ms. Nidhi Haresh Motwani (DIN: 06655834) as an Executive Director of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendments thereto or statutory modification(s) or re-enactment(s) thereof, for the time being in force), and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Nidhi Haresh Motwani (DIN: 06655834), who was appointed by the Board of Directors as an Additional Director (Executive) of the Company with effect from February 10, 2022, and who hold the office subject to the approval of appointment by the shareholders within 3 (Three) months from the date of appointment and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Executive Director of the Company for the period of 5 (Five) years with effect from February 10, 2022 to February 9, 2027, liable to retire by rotation and on remuneration and such other terms as set out below:

#### **Salary, Perquisites and Allowances:**

|                                |                            |
|--------------------------------|----------------------------|
| Basic                          | : 12,09,600.00 p.a.        |
| HRA                            | : 6,04,800.00 p.a.         |
| Conveyance                     | :19,200.00 p.a.            |
| Monthly Bonus (8.33%)          | : 1,51,140.00 p.a.         |
| Special Allowance              | : 10,39,260.00 p.a.        |
| Contribution to Provident Fund | : 21,600.00 p.a.           |
| Gratuity                       | : 58,154.00 p.a.           |
| Medical Insurance              | : 2,350.00 p.a.            |
| <b>Total</b>                   | <b>: 31,06,104.00 p.a.</b> |

**Provident Fund:** Contribution to Provident Fund, Superannuation Fund or Annuity Fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

**Gratuity and other Retirement Benefits:** To be paid as per the rules of the Company.

**Increment:** The increment for every financial year shall be minimum 10% to maximum of 30% subject to the approval of the Board and subject to overall ceiling limits as laid down under the Companies Act, 2013.

**RESOLVED FURTHER THAT** notwithstanding anything contained hereinabove, where, in any financial year during the currency of this appointment, the Company has no profits or its profits are inadequate the remuneration payable to the Executive Director as salary, perquisites and any other allowances shall be governed by, and be subject to the ceilings provided under Companies Act or such other limit as may be prescribed by the Government from time to time as minimum remuneration.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Director(s) to give effect to the aforesaid resolution.”

**By order of the Board  
For HP Adhesives Limited**

**Date:** 25<sup>th</sup> March, 2022

**Place:** Mumbai

**Karan Motwani  
Managing Director  
DIN: 02650089**

**Registered Office:**

11 Unique House,  
Chakala Cross Road,  
Andheri East, Mumbai 400099.

**Notes:**

1. An Explanatory Statement, pursuant to the provisions of Section 102 of the Companies Act, 2013 (“Act”), read with relevant rules (“Rules”), stating all material facts and reasons pertaining to the above proposed resolutions contained in this Postal Ballot Notice is annexed hereto.
2. A copy of this Postal Ballot Notice will be available on the Company’s website [www.hpadhesives.com](http://www.hpadhesives.com) and on the websites of the BSE Limited (“BSE”) [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited (“NSE”) [www.nseindia.com](http://www.nseindia.com) and CDSL at [www.evotingindia.com](http://www.evotingindia.com).
3. In compliance with the provisions of MCA General Circulars No.14/2020, No.17/2020, No.22/2020, No.33/2020, No.39/2020, No.10/2021 and No.20/2021 dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020, 15<sup>th</sup> June, 2020, 28<sup>th</sup> September, 2020, 31<sup>st</sup> December, 2020, 23<sup>rd</sup> June, 2021 and 8<sup>th</sup> December, 2021, respectively, the Company has sent this Postal Ballot Notice through email / electronic mode only to all the Members, whose names appear in the Register of Members / List of Beneficial Owners maintained by the Company/RTA/Depositories as on Friday, March 25, 2022 (“**Cut-off Date**”) and who have registered their e-mail addresses with the Company/RTA/ Depositories.

Members who have not registered their e-mail addresses are requested to register the same with the Company’s Registrar and Transfer Agents/Depository Participant(s) for sending future communication(s) in electronic form.

4. All the relevant documents referred to in the accompanying Notice and the Explanatory Statement will be open for inspection by the Members at the Registered Office of the Company during working hours on all working days, except Saturdays, Sundays and National Holidays between 11.00 a.m. and 1.00 p.m. upto the date of declaration of the results of Postal Ballot.
5. The voting rights of Members for electronic voting shall be in proportion to the paid-up value of their shares in the equity share capital of the Company as on cut-off date i.e. close of business hours of Friday, March 25, 2022. Voting Rights in the Postal Ballot cannot be exercised by a proxy. There will be one e-vote for every Folio/Client ID irrespective of the number of joint holders.
6. **Instructions for Members for Remote E-Voting are as under:**

In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the rules and MCA circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-voting Facility provided by Listed Entities, the Company has provided the facility of remote e-voting to all Members, to enable them to cast their votes electronically. The Company has engaged the services of Central Depository Services Limited (CDSL) to provide remote e-voting facility to its Members.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Wednesday, 30<sup>th</sup> March, 2022 at 09:00 A.M. and ends on Thursday, 28<sup>th</sup> April, 2022 at 05:00 PM. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 25<sup>th</sup> March, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

To increase the efficiency of the voting process, pursuant to public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing the ease and convenience of participating in e-voting process.

- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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 Id in their demat accounts to access the e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode is given below:

| Type of Shareholders                                               | Login Method                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
|--------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders holding securities in Demat mode with CDSL | <ol style="list-style-type: none"><li>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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li><li>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 the company. On clicking the e-Voting 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.</li><li>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></li><li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, the 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.</li></ol> |

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|--------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders holding securities in demat mode with NSDL                                     | <p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</p> <p>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.</p> |
| 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. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |

**Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.**

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

| Login type                                                         | Helpdesk details                                                                                                                                                                                                                |
|--------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 22-23058542-43. |
| 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll-free no.: 1800 1020 990 and 1800 22 44 30.             |

- (iv) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

|                                              | For Shareholders holding shares in Demat Form other than individual and Physical Form                                                                                                                                                                                                                                                                                              |
|----------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| PAN                                          | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li></ul>           |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>If both the details are not recorded with the depository or company, please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction</li></ul> |

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same option "YES/NO" for voting. Select the option YES or NO as desired. Option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xv) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts, they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [cs@hpadhesives.com](mailto:cs@hpadhesives.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/ MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.**

1. For Physical shareholders - Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company ([cs@hpadhesives.com](mailto:cs@hpadhesives.com))/RTA email id ([investor@bigshareonline.com](mailto:investor@bigshareonline.com)).
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item No. 1

The Board of Directors, based on the recommendations of the Nomination and Remuneration Committee has appointed Ms. Nidhi Haresh Motwani (DIN: 06655834) as an Additional Director (categorized as Executive) of the Company with effect from February 10, 2022. The appointment, remuneration, and other terms and conditions of her appointment were subject to the approval of the shareholders as per the provision of the Companies Act, 2013. The Board of Directors has further approved the remuneration of Ms. Nidhi Haresh Motwani with effect from February 10, 2022, on the recommendation of the Nomination & Remuneration Committee as per the details given below.

#### **Salary, Perquisites and Allowances:**

|                                |                            |
|--------------------------------|----------------------------|
| Basic                          | : 12,09,600.00 p.a.        |
| HRA                            | : 6,04,800.00 p.a.         |
| Conveyance                     | :19,200.00 p.a.            |
| Monthly Bonus (8.33%)          | : 1,51,140.00 p.a.         |
| Special Allowance              | : 10,39,260.00 p.a.        |
| Contribution to Provident Fund | : 21,600.00 p.a.           |
| Gratuity                       | : 58,154.00 p.a.           |
| Medical Insurance              | : 2,350.00 p.a.            |
| <b>Total</b>                   | <b>: 31,06,104.00 p.a.</b> |

**Provident Fund:** Contribution to Provident Fund, Superannuation Fund or Annuity Fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

**Gratuity and other Retirement Benefits:** To be paid as per the rules of the Company.

**Increment:** The increment for every financial year shall be minimum 10% to maximum of 30% subject to the approval of the Board and subject to overall ceiling limits as laid down under the Companies Act, 2013.

**Term of Appointment:** 5 (Five) years i.e. from February 10, 2022 to February 9, 2027

#### **A Brief Profile of Ms. Nidhi Haresh Motwani is given as below:**

Ms. Nidhi Motwani currently holds the position of Vice President of our Company and she is associated with HP Adhesives since 2016. She has completed Bachelor of Business Administration from Narsee Monjee Institute of Management Studies, Mumbai, and Masters of Global Business from S P Jain School of Global Management. At HP Adhesives Limited, Nidhi leads the complete execution of the organisational strategy across levels primarily focusing on operations, new projects, and growth of new product categories. In the last five years, under her leadership, the organisation has experienced a significant increase in output capacity as well as consistent efficiency in production. She has been instrumental in launching and showing manifold growth of new products - SR/SH and Silicone sealant.

Ms. Nidhi Haresh Motwani has given her consent to act as a Director of the Company. Also, as per the confirmation received from her, she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

The Company has received a notice in writing under Section 160 of the Act from a Member proposing the candidature of Ms. Nidhi Haresh Motwani for the office of Director of the Company.

She is liable to retire by rotation. No sitting fees shall be paid for attending the Meetings of the Board of Directors or Committees thereof. In the absence of adequate profits during the previous financial year, the remuneration is proposed to be paid to Ms. Nidhi Haresh Motwani as per the provisions of Schedule V to the Companies Act, 2013 and the provisions of Sections 196, 197 and other applicable provisions, if any, of the Act.

The Nomination & Remuneration Committee and the Board of Directors of the Company are of the opinion that Ms. Nidhi Haresh Motwani is a fit and proper person to hold the said office and her appointment as Executive Director will be in the interest of the Company.

The additional details of Ms. Nidhi Motwani as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards issued by the Institute of Company Secretaries of India are set out in the Annexure I forming part of this Notice. She does not hold any shares in the Company.

Ms. Nidhi Haresh Motwani, Mrs. Anjana Haresh Motwani, and Mr. Karan Haresh Motwani, being related to each other, be deemed to be interested to the extent of the remuneration payable to Ms. Nidhi Haresh Motwani as Executive Director. None of the other Directors, Key Managerial Personnel, or their relatives be deemed to be interested or concerned, financially or otherwise, in this resolution.

Considering the experience and knowledge of Ms. Nidhi Haresh Motwani, the Board recommends the **Ordinary Resolution** as set out at item no. 1 of this Postal Ballot Notice for approval by the Members of the Company.

**By order of the Board  
For HP Adhesives Limited**

**Date: 25<sup>th</sup> March, 2022  
Place: Mumbai**

**Karan Motwani  
Managing Director  
DIN: 02650089**

**Registered Office:**  
11 Unique House,  
Chakala Cross Road,  
Andheri East, Mumbai 400099.

**Annexure I****Details of Director seeking appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 (SS-2):**

|                                                                                                   |                                                                                                                                                                                                              |
|---------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name of the Director                                                                              | Ms. Nidhi Haresh Motwani                                                                                                                                                                                     |
| Director Identification Number (DIN)                                                              | 06655834                                                                                                                                                                                                     |
| Date of Birth and Age                                                                             | January 01, 1992 (30 years)                                                                                                                                                                                  |
| Date of First Appointment on the Board                                                            | February 10, 2022                                                                                                                                                                                            |
| Qualifications                                                                                    | Bachelor of Business Administration from Narsee Monjee Institute of Management Studies, Mumbai and Masters of Global Business from S P Jain School of Global Management                                      |
| Expertise in Specific functional Area Finance, Tax, Treasury and General                          | General Management of Business and New Product Development                                                                                                                                                   |
| No. of Board Meetings attended                                                                    | 1                                                                                                                                                                                                            |
| Number of Shares held in the Equity Capital of the Company                                        | Nil                                                                                                                                                                                                          |
| Shareholding in the Company as a beneficial owner                                                 | Nil                                                                                                                                                                                                          |
| Directorships held in other Public Limited Companies                                              | Nil                                                                                                                                                                                                          |
| Resignation from the directorship of the listed companies in the past three years                 | Nil                                                                                                                                                                                                          |
| Memberships / Chairmanships of Committees of Boards in Companies (Including HP Adhesives Limited) | Nil                                                                                                                                                                                                          |
| Remuneration last drawn                                                                           | Rs. 31,06,104.00 p.a. as a Vice-president Operations in HP Adhesives Limited                                                                                                                                 |
| Remuneration sought to be paid                                                                    | Rs. 31,06,104.00 p.a.                                                                                                                                                                                        |
| Disclosure of relationships between Directors/ KMP inter-se                                       | Ms. Nidhi Haresh Motwani is the Daughter of Mrs. Anjana Haresh Motwani, Chairperson & Executive Director and Promoter and Sister of Mr. Karan Haresh Motwani, Managing Director and Promoter of the Company. |