

# NOTICE

## PPG ASIAN PAINT PRIVATE LIMITED

CIN: U24200MH1997PTC105961

Registered Office: 6A, Shantinagar, Santacruz East, Mumbai – 400055.

Website: www.ppgasianpaints.com | Email: compliance@ppgasianpaints.com

NOTICE is hereby given that the 22<sup>nd</sup> Annual General Meeting of the members of PPG ASIAN PAINTS PRIVATE LIMITED will be held at the Registered Office of the Company at 6A, Shantinagar, Santacruz East, Mumbai 400055 at 11.00 am on June 3, 2019, at 6A, Shanti Nagar, Santacruz (East), Mumbai 400055 to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the audited Standalone and Consolidated Financial Statements of the Company of the financial year ended 31<sup>st</sup> March 2019, together with the Reports of the Board of Directors and Auditors thereon.

### SPECIAL BUSINESS

2. **Appointment of Mr. Vincent Robin (DIN: 08327357) as Nominee Director.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:


**“RESOLVED THAT** Mr. Vincent Robin (DIN: 08327357) who was appointed as Additional Director of the Company by the Board of Directors effective January 15, 2019 Company in terms of Section 161 of the Companies Act, 2013, and who holds office upto the date of this Annual General Meeting, in respect of whom the Company had received the Nomination Letter from PPG Industries Inc., pursuant clause 40.1 of the Articles of Association of the Company be and is hereby appointed as Nominee Director on the Board of Directors of the Company.

**RESOLVED FURTHER THAT** any one of the Director and the Company Secretary of the Company, be and are hereby severally authorized to file relevant forms with the Registrar of companies, Maharashtra, Mumbai, and to do such other acts, deeds and things as may be considered necessary in connection with the above appointment.”

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument appointing the proxy, in order to be effective, should be duly signed and completed and must be deposited at the Registered Office of the Company not less than forty-eight hours before commencement of the Meeting. A Proxy form is annexed to the Annual Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/ authority, as applicable.
2. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding 50 (fifty) in number and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) percent of the total share capital carrying voting rights may appoint single person as a proxy and such person shall not act as proxy for any other member. A proxy-holder shall prove his identity at the time of attending the Meeting.
3. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the Board Resolution together with respective specimen signature(s) of those representatives authorized under the said resolution to attend and vote on their behalf at the Meeting by not less than forty-eight hours before commencement of the Meeting.
4. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.
5. A route map showing directions to reach the venue of the Twenty - Second Annual General Meeting is given along with this Annual Report as per the requirement of the Secretarial Standards- 2 on the General Meetings.

**By Order of the Board**



**Abbas Motorwala**

**Membership No.: ACS 41481**

**Manager – Legal & Company Secretary**

Dated: April 25, 2019

Registered Office: 6A, Shantinagar,  
Santacruz (East), Mumbai 400 055

# Explanatory Statement

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

### Item No. 2

Mr. Vincent Robin was appointed as an Additional Director by the Board with effect from January 15, 2019, in terms of Section 161 of the Companies Act, 2013 and Rules made thereunder. He holds office upto the date of this Annual General Meeting.

Mr. Robin is not disqualified from being appointed as Nominee Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Nominee Director.

Mr. Robin was appointed PPG Vice President, Automotive Coatings, Asia Pacific since 2011. In this role, he oversees the entire Automotive Coatings SBU in the Asia Pacific Region, driving localization and new technology introduction in a bid to achieve profitable growth in this region with the highest growth opportunities.

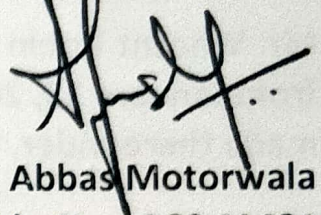
Joined PPG in 1987, Mr. Robin has extensive industry experience and proven management ability, particularly known for building high performance organizations and implementing strategies. He started his career with PPG as a project engineer at PPG Automotive Glass SBU in Europe. In 1995, he was promoted to Marketing and Business Development Manager of the SBU in Europe and Director of Automotive Coatings, Renault account. In 2000, Mr. Robin started to chair the Automotive Coatings business in France before he was relocated to Asia as the Managing Director, Automotive Coatings Asia. Robin started to oversee the Automotive Coatings business in Europe since 2007. As the General Manager, he focused on improving the profitability in Europe and enhancing PPG's leadership in the market while expanding footprint in developing markets such as central Europe and Russia. After taking the role of Vice President, Automotive Coatings Asia Pacific, Mr. Robin is leveraging on its extensive experience in the Automotive Coatings industry to lead the sustainable profit growth of the SBU in Asia Pacific. From May 2018, Vincent takes additional responsibility as general manager of China to lead PPG's business in China for continuous growth and sustainable development.

Mr. Robin obtained a bachelor degree in Chemical Engineering from Centrale Lille in 1987. He attended a ten-week program for Executive Development at IMD (Lausanne, Switzerland) in 1998. Vincent's mother tongue is French. He is fluent in English and has basic knowledge of Chinese.

None of the Director of the Company and their relatives, except Mr. Robin is concerned or interested, financially or otherwise, in the resolution set out at Item No. 2.

The Board recommends the resolution set forth in Item No. 2 for the approval of Members as an Ordinary Resolution.

By Order of the Board



Abbas Motorwala

Membership No.: ACS 41481

Manager – Legal & Company Secretary

Dated: April 25, 2019

Registered Office: 6A, Shantinagar,  
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