

**Notice to Members**

NOTICE is hereby given that the 19<sup>th</sup> Annual General Meeting (AGM) of the members of LANXESS India Private Limited will be held on **Friday, 22<sup>nd</sup> September, 2023 at 1:30 p.m.** (Indian Standard Time) through **video conferencing (VC) / Other Audio Visual Means ('OVAM')** to transact the following business:

**ORDINARY BUSINESS:**

- 1. To receive, consider, approve and adopt the audited financial statements (standalone and consolidated) of the Company for the financial year ended 31<sup>st</sup> March, 2023, the reports of the Board of Directors and Auditors thereon.**
- 2. To confirm the interim dividend of 48.30% i.e., ₹ 4.83 per equity share on 1,03,45,12,266 equity shares paid to the shareholders of the Company for the financial year 2022-2023.**
- 3. To appoint auditors of the Company, and to fix their remuneration and in this regard, to consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 139, Sec 142 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules, circulars, notifications made/ issued thereunder, including any amendment(s), modification, variation or re-enactment thereof; Kirtane & Pandit LLP, Chartered Accountants (Firm Registration Number: 105215W / W100057) be and are hereby appointed as the Statutory Auditors of the Company in place of the retiring Statutory Auditors, Price Waterhouse Chartered Accountants LLP, (Registration No. 304026E/E-300009), to hold office for a term of 5 consecutive years i.e. from the conclusion of the ensuing Annual General Meeting until the conclusion of the Annual General Meeting to be held in the financial year 2028-2029 on such remuneration as may be mutually agreed by and between the Board of Directors and the Statutory Auditors plus applicable tax and reimbursement of out of pocket expenses incurred by Kirtane & Pandit LLP, Chartered Accountants in connection with the Audit of the Company;

**RESOLVED FURTHER THAT** Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and / or otherwise considered by them to be in the best interest of the Company, including fixation of their remuneration and reimbursement of out of pocket expenses incurred in connection hereto.”

**SPECIAL BUSINESS:**

- 4. To approve the remuneration of Cost Auditors for the financial year ending 31<sup>st</sup> March, 2024 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions 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 Company hereby ratifies the payment of remuneration of ₹ 3,15,000/- (Rupees Three Lakhs Fifteen Thousand only) plus applicable tax and reimbursement of out of

pocket expenses at actuals, if any, to M/s. Joshi Apte and Associates, Cost Accountants (Firm Registration No. 00240) who are appointed by the Board of Directors as Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ending 31<sup>st</sup> March, 2024."

**NOTES:**

1. The Ministry of Corporate Affairs (MCA), Government of India, has vide General Circular No. 20/ 2020 dated 5<sup>th</sup> May, 2020, Circular No. 02/ 2021 dated 13<sup>th</sup> January, 2021, Circular No.19/2021 dated 8<sup>th</sup> December, 2021, Circular No.21/2021 dated 14<sup>th</sup> December, 2021, Circular No.2/2022 dated 5<sup>th</sup> May, 2022 and Circular No.10/2022 dated 28<sup>th</sup> December, 2022 dated in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19" and "Clarification on holding of annual general meeting through video conferencing (VC) or other audio visual means (OAVM)" (collectively referred to as "MCA Circulars") has permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the applicable provisions of the Companies Act, 2013 (the "Act") (including any statutory modification or re-enactment thereof for the time being in force) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the "Rules"), as amended from time to time, read with the MCA Circulars the 2/2022-2023 Annual General Meeting of the Company is scheduled to be held on Friday, 22<sup>nd</sup> September, 2023 at 1:30 p.m. (Indian Standard Time) through VC/OAVM.
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/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. Pursuant to the MCA circulars, the notice of the AGM is being sent only by email to the members at their email addresses registered with the Company.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act. The Members will be allowed to pose questions during the course of the Meeting. The queries can also be sent in advance to Ms. Dhanya Santosh, Company Secretary at [dhanya.santosh@lanxess.com](mailto:dhanya.santosh@lanxess.com).
5. The Members can join the AGM through VC/OAVM facility which shall be kept open for the members from 1:15 p.m. (Indian Standard Time) i.e., 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure as mentioned below in the Notice. The Company may close the window for joining the VC/OAVM facility 15 minutes after the scheduled time to start of the AGM.
6. Corporate member intending to send their authorized representatives to attend the meeting is requested to send to Ms. Dhanya Santosh, Company Secretary at [dhanya.santosh@lanxess.com](mailto:dhanya.santosh@lanxess.com), a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.

7. Members intending to inspect:

- i. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013;
- ii. The Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of the Companies Act, 2013 read with Rules issued thereunder; and
- iii. All documents referred to in the accompanying Notice

shall write to Ms. Dhanya Santosh, Company Secretary at [dhanya.santosh@lanxess.com](mailto:dhanya.santosh@lanxess.com) and the same shall be made available for inspection up to the date of this Meeting.

8. The relevant 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 and forms part of this Notice.

By Order of the Board of Directors  
For **LANXESS India Private Limited**

Dhanya Santosh  
Company Secretary  
Membership No.: ACS 22797

Thane,  
Date: 24<sup>th</sup> August, 2023

**Registered Office:**

LANXESS House,  
Plot Nos. A 162 - 164, Road No. 27,  
Wagle Estate, MIDC, Thane (W) - 400 604,  
Maharashtra.  
Phone : +91 22 6875 1000 (Board)  
Fax : +91 22 6875 1287  
Email : [infoindia@lanxess.com](mailto:infoindia@lanxess.com)  
Website : [www.lanxess.in](http://www.lanxess.in)  
CIN : U24119MH2004PTC158377

**Annexure to Notice**

Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013.

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

**ITEM NO. 3**

The term of office of Price Waterhouse Chartered Accountants LLP (Registration No. 304026E/E-300009), as the Statutory Auditors of the Company expires at the conclusion of the ensuing Annual General Meeting of the Company.

It is proposed to appoint Kirtane & Pandit LLP, Chartered Accountants (Firm Registration Number: 105215W / W100057) Chartered Accountants as the Statutory Auditors of the Company for a term of 5 consecutive years i.e. to hold office from the conclusion of the ensuing Annual General Meeting until the conclusion of the Annual General Meeting to be held for the Financial Year 2028-2029, on such remuneration as may be mutually agreed by and between the Board of Directors and the Statutory Auditors plus applicable tax and reimbursement of out of pocket expenses incurred by Kirtane & Pandit LLP, Chartered Accountants in connection with the Audit of the Company.

In this regard, the Company has received a consent cum eligibility certificate from the proposed auditors to the effect that if appointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 3 of the Notice for appointment of Statutory Auditors for a term of 5 consecutive years from the conclusion of the ensuing Annual General Meeting until the conclusion of the Annual General Meeting to be held for the Financial Year 2028-2029.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the members.

**ITEM NO. 4**

The Board of Directors at its meeting held on 9<sup>th</sup> June, 2023 has approved the appointment of M/s. Joshi Apte and Associates, Cost Accountants (ICAI Firm Registration No.00240) as Cost Auditors to conduct the audit of the cost records of Company for the financial year ending 31<sup>st</sup> March, 2024.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No.4 of the Notice for ratification of the remuneration payable to Cost Auditors for the financial year ending 31<sup>st</sup> March, 2024.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members.

By Order of the Board of Directors  
For **LANXESS India Private Limited**

Dhanya Santosh  
Company Secretary  
Membership No.: ACS 22797

Thane,  
Date: 24<sup>th</sup> August, 2023

**Registered Office:**

LANXESS House,  
Plot Nos. A 162 - 164, Road No. 27,  
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