

## Notice to Members

NOTICE is hereby given that the 17<sup>th</sup> Annual General Meeting (AGM) of the members of LANXESS India Private Limited will be held on Wednesday, 22<sup>nd</sup> September, 2021 at 3:00 p.m. (Indian Standard Time) through video conferencing (VC) / Other Audio Visual Means ('OVAM') to transact the following business:

### ORDINARY BUSINESS:

- 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, 2021, the reports of the Board of Directors and Auditors thereon.**

### SPECIAL BUSINESS:

- To approve the remuneration of Cost Auditors for the financial year ending 31<sup>st</sup> March, 2022 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, 2022.”

- To consider and approve appointment of Mr. Namitesh Roy Choudhury as a Wholetime Director and, if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 161, 196 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company, Mr. Namitesh Roy Choudhury (DIN: 09283595), who was appointed as Additional Director with effect from 1<sup>st</sup> September, 2021, be and is hereby appointed as a Wholetime Director of the Company;

**RESOLVED FURTHER THAT** any one of the Directors of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

### NOTES:

- The Ministry of Corporate Affairs (MCA), Government of India, has vide its General Circular No.14/ 2020 dated 8<sup>th</sup> April 2020, General Circular No. 17/ 2020 dated 13<sup>th</sup> April 2020, General Circular No. 20/ 2020 dated 5<sup>th</sup> May, 2020, General Circular No. 22/ 2020 dated 15<sup>th</sup> June, 2020, General Circular No. 33/ 2020 dated 28<sup>th</sup> September, 2020, General Circular No. 39/ 2020 dated 31<sup>st</sup> December, 2020 and Circular No. 02/ 2021 dated 13<sup>th</sup> January, 2021 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 17<sup>th</sup> AGM of the Company is scheduled to be held on Wednesday, 22<sup>nd</sup> September, 2021 at 3:00 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, in view of the prevailing situation, owing to the difficulties involved in dispatching physical copies, the notice of the 17th 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 the Company Secretary at dhanya.santosh@lanxess.com.
5. The Members can join the AGM through VC/OAVM facility which shall be kept open for the members from 2:45 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 the Company at 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 the Company at 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: 16<sup>th</sup> August, 2021

**Registered Office:**

LANXESS House,  
Plot Nos. A 162 - 164, Road No. 27,  
Wagle Estate, MIDC, Thane (W) - 400 604,  
Maharashtra.

Phone : +91 22 2587 1000 (Board)  
Fax : +91 22 2587 1287  
Email : infoindia@lanxess.com  
Website : 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 Ordinary and Special Business mentioned in the accompanying Notice:

**ITEM NO. 2**

The Board of Directors at its meeting held on 18<sup>th</sup> May, 2021 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, 2022.

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. 2 of the Notice for ratification of the remuneration payable to Cost Auditors for the financial year ending 31<sup>st</sup> March, 2022.

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. 2 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 2 of the Notice for approval by the members.

**ITEM NO.3**

The Board of Directors of the Company through resolution passed in the Board meeting held on 16<sup>th</sup> August, 2021 had appointed Mr. Namitesh Roy Choudhury as Additional Director of the Company with effect from 1<sup>st</sup> September, 2021 subject to allotment of Director Identification Number (DIN) by the Ministry of Corporate Affairs. He will hold the office of Additional Director till the conclusion of the ensuing Annual General Meeting. Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 approval of the members of the Company is required for appointment of Mr. Namitesh Roy Choudhury as a Wholtime Director of the Company.

Mr. Namitesh Roy Choudhury is a post graduate in Industrial Engineering Management from NITIE, Mumbai and graduate in Mechanical Engineering from Indian Institute of Technology, Kharagpur. He was working with organizations such as the Tata Group and with Bayer before he joined LANXESS. He has rich experience and expertise in (1) Management of Greenfield and Brownfield projects, (2) Environment management, Safety, Health & Sustainability and (3) Energy Management & Optimization. He was also the Chief Compliance Officer of the Company for a period from December 2017 to December 2020. Currently he is the Vice President - PTSE - HSEQ & Capital Investment of the Company.

None of the Directors, Key Managerial Personnel or their relatives except Mr. Namitesh Roy Choudhury, 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 Order of the Board of Directors  
For **LANXESS India Private Limited**

Dhanya Santosh  
Company Secretary  
Membership No.: ACS 22797

Thane,  
Date: 16<sup>th</sup> August, 2021

**Registered Office:**

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