

**Notice to Members**

NOTICE is hereby given that the 18<sup>th</sup> Annual General Meeting (AGM) of the members of LANXESS India Private Limited will be held on Tuesday, 20<sup>th</sup> September, 2022 at 2:00 p.m. (Indian Standard Time) at the Registered Office of the Company at LANXESS House, Plot Nos. A 162-164, Road No. 27, Wagle Estate, MIDC, Thane (W) - 400 604 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, 2022, the reports of the Board of Directors and Auditors thereon.**
- 2. To confirm the interim dividend of 19.30% i.e., ₹ 1.93 per equity share on 1,03,45,12,266 equity shares paid to the shareholders of the Company for the financial year 2021-2022.**

**SPECIAL BUSINESS:**

- 3. To approve the remuneration of Cost Auditors for the financial year ending 31<sup>st</sup> March, 2023 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, 2023.”

- 4. Appointment of Mr. Balaram Khot as a Whole time 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, Section 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. Balaram Khot (DIN: 09562064), who was appointed as an Additional Director with effect from 5<sup>th</sup> April, 2022, 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:**

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- THE INSTRUMENT APPOINTING THE PROXY, DULY COMPLETED, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

**A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE**

**TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**

- c) Corporate member intending to send their authorized representatives to attend the meeting is requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
- d) During the period beginning 24 hours before the time for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days' notice in writing is given to the Company.
- e) Members / Proxies / Corporate Representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
- f) The Board of Directors of the Company vide Circular Resolution no. 2/2022-2023 passed on 18<sup>th</sup> April, 2022 declared an interim equity dividend of 19.30% (₹ 1.93 per equity share of ₹ 10 each) on 1,03,45,12,266 equity shares for the financial year 2021-2022, aggregating to ₹ 1,99,66,08,673/- (Rupees One Hundred and Ninety Nine Crores Sixty Six Lakhs Eight Thousand Six Hundred and Seventy Three Only).
- g) The register of Directors and their shareholding, maintained under section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
- h) The Register of Contracts or Arrangements in which Directors are interested, maintained under section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
- i) 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.
- j) In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- k) All documents referred to in the accompanying Notice and the Explanatory Statement will be available for inspection by the members at the Registered Office of the Company on all working days (i.e. Monday to Friday) during normal business hours up to and including the date of AGM.
- l) Route map for reaching the venue of the meeting is annexed hereto.

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

Dhanya Santosh  
Company Secretary  
Membership No.: ACS 22797

Thane,  
Date: 22<sup>nd</sup> August, 2022

**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 Special Business mentioned in the accompanying Notice:

### ITEM NO. 3

The Board of Directors at its meeting held on 17<sup>th</sup> May, 2022 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, 2023.

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.3 of the Notice for ratification of the remuneration payable to Cost Auditors for the financial year ending 31<sup>st</sup> March, 2023.

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 of the Company through Circular Resolution no. 1/2022-2023 passed on 5<sup>th</sup> April, 2022, had appointed Mr. Balaram Khot as an Additional Director of the Company with effect from 5<sup>th</sup> April, 2022. 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. Balaram Khot as a Wholetime Director of the Company.

Mr. Balaram Khot has completed an Executive Management Programme in Marketing and Human Resource Management from Indian Institute of Technology (IIT), Mumbai, and had graduated in Production Engineering from SGGGS College of Engineering & Technology, Nanded

### Brief profile of directors being appointed as per Secretarial Standard- 2 for General Meetings:-

Name of the Director	Balaram Khot
Age	54
Date of first appointment on the Board	5 <sup>th</sup> April, 2022
Qualifications	Mr. Balaram Khot has completed an Executive Management Programme in Marketing and Human Resource Management from Indian Institute of Technology (IIT), Mumbai, and had graduated in Production Engineering from SGGGS College of Engineering & Technology, Nanded
Experience and Area of	He was working with organizations such as the specialization Bayer India, Novartis, Bayer CropScience and DOW-NOCIL before joining LANXESS. He has rich experience and expertise in (1) Capital Investment Programs/ Projects Management, (2) Site Engineering & Infrastructure Management, (3) Energy & Utility Operations, (4) Asset Life Cycle Management, (5) General Administration, and (6) Technical support for Sourcing & Technology.

Number of meetings of the Board of the Company attended during the financial year 2021- 22	NIL
Directorship held in other companies	<p>a) Additional Director in LANXESS Solutions India Private Limited w.e.f 5<sup>th</sup> April, 2022.</p> <p>b) First Director in LANXESS Performance Materials (India) Private Limited w.e.f 18<sup>th</sup> July, 2022</p>
Chairmanships/Memberships of Committee of other Company's Boards (as on March 31, 2022)	NIL
Terms and conditions of appointment along with remuneration proposed to be paid and Remuneration last drawn	Mr. Balaram Khot shall be entitled for remuneration, benefits, commission, profit sharing, perquisites or allowances as may be approved and varied from time to time by the Board as it may in its discretion deem fit.
Shareholding of Director	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NIL

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

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

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

Dhanya Santosh  
Company Secretary  
Membership No.: ACS 22797

Thane,  
Date: 22<sup>nd</sup> August, 2022

**Registered Office:**

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