

NOTICE is hereby given that the 21st Annual General Meeting (AGM) of the members of LANXESS India Private Limited will be held on Monday, 22nd September, 2025 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 31st March, 2025, the reports of the Board of Directors and Auditors thereon.**

SPECIAL BUSINESS:

- 2. Amendment to the Objects Clause of the Memorandum of Association of the Company and, if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 4 13 and other applicable provisions, if any, of the Companies Act, 2013, read with the applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such approvals, consents, permissions and sanctions as may be necessary from the Registrar of Companies and/or any other competent authority, consent of the members be and is hereby accorded to alter the Objects Clause of the Memorandum of Association of the Company by inserting the following new clause 1A under Clause III(A) - Main Objects

Clause no 1A

"To carry on the business of generation, production, transmission, transformation, distribution, wheeling, trading, exchange, storage, metering, supply, purchase and sale of electricity, power and energy in all forms whether from conventional or non-conventional sources including solar, wind, hydro, thermal, nuclear, tidal, or any other source or combination thereof; to establish, develop, acquire, construct, own, operate, manage, and maintain Captive Generating Plants (CGPs) for self consumption, Independent Power Projects (IPPs), Renewable Energy Systems, Energy Storage Systems, Smart Grids, Substations, Transmission and Distribution Networks, Charging Infrastructure and other associated or allied infrastructure and facilities; to undertake related activities including open access for purchase or sale of electricity, energy efficiency projects, demand- side management, carbon credits, renewable energy certificates, and green energy trading; to manufacture, trade, import, export, lease, sell, install, service, or otherwise deal in all kinds of machinery, equipment, materials, and technology relating to generation, distribution, storage, monitoring, or usage of electricity and power; to provide consultancy, engineering, design, development, financing, maintenance, and operational services in connection with energy and electricity projects; and to apply for, obtain and hold necessary licenses, approvals, permits, clearances and authorisations from relevant authorities under the Electricity Act, 2003 and other applicable laws and undertake all related or ancillary activities in connection with the above

"RESOLVED FURTHER THAT the Board of Directors of the Company and/or the Company Secretary be and are hereby severally authorised to take all necessary steps and to do all such acts, deeds, matters and things, including executing such agreements, documents and writings and to make such filings with the Registrar of Companies, as may be necessary or desirable for the purpose of giving effect to this resolution, as may be necessary, proper or expedient to give effect to this resolution and to settle any question or difficulty that may arise in this regard."

- 3. Approval for insertion of Article 121 in the Articles of Association of the Company and, if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 14 and other applicable provisions, if any, of the Companies Act, 2013, read with the applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such approvals, consents, permissions

and sanctions as may be necessary from the Registrar of Companies and/or any other competent authority, consent of the members of the Company be and is hereby accorded to amend the Articles of Association of the Company by inserting the following new Article 121 after the existing Article 120:

Business Powers - Electricity Generation

121 - Notwithstanding anything contained elsewhere in these Articles, the Company (through its directors or authorised representatives) shall be authorised to engage in the business of electricity and power generation in all forms, whether from conventional or non-conventional sources including but not limited to solar, wind, hydro, thermal, tidal or any other source, and to establish, develop, acquire, construct, own, operate, and maintain Captive Generating Plants (CGPs) for self-consumption or otherwise, and to undertake all related or ancillary activities in accordance with applicable laws including the Electricity Act, 2003 and directions issued by competent regulatory authorities from time to time.

“RESOLVED FURTHER THAT the Board of Directors of the Company and/or the Company Secretary be and are hereby severally authorised to take all necessary steps and to do all such acts, deeds, matters and things, including executing such agreements, documents and writings and to make such filings with the Registrar of Companies, as may be necessary or desirable for the purpose of giving effect to this resolution, as may be necessary, proper or expedient to give effect to this resolution and to settle any question or difficulty that may arise in this regard.”

4. To approve the remuneration of Cost Auditors for the financial year ending 31st March, 2026 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 allother 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 ₹ 2,83,500/- (Rupees Two Lakhs Eighty Three Thousand Five Hundred 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 31st March, 2026.”

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

Dhanya Santosh
Company Secretary
Membership No.: ACS 22797

Thane,
Date: 29th August, 2025

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
Website : www.lanxess.in
CIN : U24119MH2004PTC158377

NOTES:

1. The Ministry of Corporate Affairs (MCA), Government of India, has vide General Circular No. 20/2020 dated 5th May 2020, No. 02/2021 dated 13th January 2021, No. 07/2021 dated 3rd May 2021, No. 19/2021 dated 8th December 2021, No. 21/2021 dated 14th December 2021, No. 02/2022 dated 5th May 2022, No. 10/2022 and No. 11/2022 dated 28th December 2022, No. 09/2023 dated 25th September 2023 and General Circular No. 09/2024 dated 19th September 2024 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 21st Annual General Meeting of the Company is scheduled to be held on **Monday, 22nd September, 2025 at 1:30 p.m. (Indian Standard Time) through Video Conferencing (VC) / Other Audio Visual Means (‘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.
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, 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 and the same shall be made available for inspection at the Registered Office of the Company during business hours on all working days (excluding Saturdays, Sundays and public holidays) from the date of this notice up to the date of the Annual General 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: 29th August, 2025

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
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. 2

The Madhya Pradesh Electricity Regulatory Commission ("MPERC"), vide its Order dated 3rd July, 2024, issued the Detailed Procedure for Verification of the Status of Captive Generating Plants and Captive Users under Regulation 8 of the MPERC (Verification of Captive Generating Plants and Captive Users) Regulations, 2023.

Clause 3.1.2(a)(ii) of the said Detailed Procedure requires that the Memorandum of Association (MOA) of a company intending to establish and operate a Captive Generating Plant must expressly provide for ownership, operation and usage of such plant.

The members are further apprised that, vide Order dated 27th May, 2025, the MPERC permitted companies additional time up to 31st March, 2026 to amend their MOA in this regard.

In order to comply with the said Order and to undertake activities permitted under the Electricity Act, 2003, it is necessary to amend the Objects Clause of the MOA of the Company to specifically include the business of generation, transmission, distribution, wheeling, trading, and allied activities relating to electricity and power from conventional and non-conventional sources.

Pursuant to Sections 4 and 13 of the Companies Act, 2013, alteration of the Objects Clause requires approval of the members by way of a Special Resolution and subsequent filing of necessary forms with the Registrar of Companies.

A copy of the MOA, together with the proposed amendment and a copy of the MPERC Order, is available for inspection at the Registered Office of the Company during business hours on all working days (excluding Saturdays, Sundays and public holidays) from the date of this notice up to the date of the Annual General Meeting.

None of the Directors, Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

The Board of Directors recommends the Special Resolution set out at Item No. 2 of the Notice for approval of the members.

ITEM NO. 3

The Madhya Pradesh Electricity Regulatory Commission ("MPERC"), vide its Order dated 3rd July, 2024, issued the Detailed Procedure for Verification of the Status of Captive Generating Plants and Captive Users under Regulation 8 of the MPERC (Verification of Captive Generating Plants and Captive Users) Regulations, 2023.

While the Memorandum of Association of the Company is being amended to specifically include electricity generation and allied activities in its Main Objects Clause, it is also mandated in the Order to expressly provide in the Articles of Association (AOA) that the Company is authorised to engage in such activities.

The members are further apprised that, vide Order dated 27th May, 2025, the MPERC permitted companies additional time up to 31st March, 2026 to amend their AOA in this regard.

Pursuant to Section 14 of the Companies Act, 2013, alteration of the AOA requires the approval of the members by way of a Special Resolution and subsequent filing with the Registrar of Companies.

A copy of the AOA of the Company, together with the proposed amendment and the Order, is available for inspection at the Registered Office of the Company during business hours on all working days (excluding Saturdays, Sundays and public holidays) from the date of this notice up to the date of the Annual General Meeting.

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

The Board of Directors recommends the Special Resolution set out at Item No. 3 of the Notice for the approval of the members.

ITEM NO. 4

The Board of Directors at its meeting held on 14th May, 2025 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 31st March, 2026.

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 31st March, 2026.

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: 29th August, 2025

Registered Office:

LANXESS House,
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