

Notice to Members

NOTICE is hereby given that the 20th Annual General Meeting (AGM) of the members of LANXESS India Private Limited will be held on **Thursday, 26th September, 2024 at 3:00 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, 2024, the reports of the Board of Directors and Auditors thereon.**
- 2. To confirm the interim dividend of 17% (₹ 1.70 per equity share of ₹ 10 each) on 1,03,45,12,266 equity shares paid to the shareholders of the Company for the financial year 2023-2024.**

SPECIAL BUSINESS:

- 3. Appointment of Dr. Hubert Fink as a 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 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, Dr. Hubert Fink (DIN: 10476747), who was appointed as an Additional Director with effect from 23rd January, 2024, be and is hereby appointed as a Director of the Company;

RESOLVED FURTHER THAT any one of the Directors of the Company and the Company Secretary be and are 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.”

- 4. Appointment of Mr. Mandar Mithbaonkar as a 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. Mandar Mithbaonkar (DIN: 10566927), who was appointed as an Additional Director and Wholetime Director with effect from 28th March, 2024, be and is hereby appointed as a Director designated as Wholetime Director of the Company;

RESOLVED FURTHER THAT any one of the Directors of the Company and Company Secretary be and are 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.”

5. To approve the remuneration of Cost Auditors for the financial year ending 31st March, 2025 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/- (Indian 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 31st March, 2025.”

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

Dhanya Santosh
Company Secretary
Membership No.: ACS 22797

Thane,
Date: 20th August, 2024

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, Circular No. 02/ 2021 dated 13th January, 2021, Circular No.19/2021 dated 8th December, 2021, Circular No.21/2021 dated 14th December, 2021, Circular No.2/2022 dated 5th May, 2022, Circular No.10/2022 dated 28th December, 2022 and Circular No. 09/2023 dated 25th September, 2023 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 20th Annual General Meeting of the Company is scheduled to be held on **Thursday, 26th September, 2024 at 3:00 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 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 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 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: 20th August, 2024

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. 3

The Board of Directors of the Company through Circular Resolution no. 11/2023-2024 passed on 15th January, 2024 had appointed Dr. Hubert Fink as an Additional Director of the Company with effect from 23rd January, 2024. 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 Dr. Hubert Fink as a Director of the Company.

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

| | |
|---|--|
| Name of the Director | Dr. Hubert Fink |
| Age | 62 Years |
| Date of first appointment on the Board | 23 rd January, 2024. |
| Qualifications | Dr. Fink studied process engineering and business administration at RWTH Aachen University, earning his doctorate in 1988 and a second diploma in 1992. |
| Experience and Area of specialization | Dr. Fink joined Bayer AG in 1988. During his tenure he held various positions before becoming head of Global Operations Semi-Crystalline Products in 2002. When LANXESS was established in 2004, Dr. Fink led the Semi-Crystalline Products business unit and later the Advanced Industrial Intermediates business unit from 2011. Dr. Fink was appointed to the LANXESS AG Board of Management on October 1, 2015 and reappointed in December 2022. |
| Number of meetings of the Board of the Company attended during the financial year 2023-24 | 1 |
| Directorship held in other companies | 1) Director in LANXESS AG, Germany w.e.f 26 th June, 2023. 2) Director in LANXESS Deutschland GmbH, Germany w.e.f 10 th January, 2015. 3) Chairman in Saltigo GmbH, Germany w.e.f 6 th January, 2016. |
| Chairmanships / Memberships of Committee of other Company's Boards (as on 31 st March, 2024) | Chairman in Saltigo GmbH, Germany w.e.f 6 th January, 2016. |
| Terms and conditions of appointment along with remuneration proposed to be paid and Remuneration last drawn | Dr. Hubert Fink 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 of LANXESS AG as it may in its discretion deem fit. |
| Shareholding of Director Relationship with other Directors, Manager and other Key Managerial | NIL |
| Personnel of the Company | NIL |

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

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

ITEM NO. 4

The Board of Directors of the Company through Resolution no. 4/2023-2024 passed on 26th March, 2024 had appointed Mr. Mandar Mithbaonkar as an Additional Director and Wholetime Director of the Company with effect from 28th March, 2024. 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. Mandar Mithbaonkar as a Wholetime Director of the Company.

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

| | |
|---|--|
| Name of the Director | Mandar Mithbaonkar |
| Age | 48 Years |
| Date of first appointment on the Board | 28 th March, 2024 |
| Qualifications | Mr. Mandar Mithbaonkar has completed Chartered Accountancy (CA) from The Institute of Chartered Accountants of India and a Bachelor of Commerce from Mumbai University. |
| Experience and Area of specialization | Mr. Mandar Mithbaonkar has worked with organizations such as Bharat Shell Limited, Joyco India Private Limited, and Thermo Electron LLS India Private Limited before joining LANXESS. He has rich experience in 1) Financial management & expertise, which includes budgeting, forecasting, financial planning, etc. 2) Corporate Finance & M&A expertise, 3) Regulatory compliance and Risk Management. |
| Number of meetings of the Board of the Company attended during the financial year 2023-24 | NIL |
| Directorship held in other companies | NIL |
| Chairmanships / Memberships of Committee of other Company's Boards (as on 31 st March, 2024) | NIL |
| Terms and conditions of appointment along with remuneration proposed to be paid and Remuneration last drawn | Mr. Mandar Mithbaonkar 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. Mandar Mithbaonkar, are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

ITEM NO. 5

The Board of Directors at its meeting held on 16th May, 2024 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, 2025.

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, 2025.

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. 5 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 5 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: 20th August, 2024

Registered Office:

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