NOTICE is hereby given that the 22nd Annual General Meeting (AGM) of the members of LANXESS India Private Limited will be held on **Tuesday, 22nd September, 2026 at 12:30 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 of the Company for the financial year ended 31st March, 2026, the reports of the Board of Directors and Auditors thereon.**

2. **To confirm the interim dividend of 25.1% (₹ 2.51 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 2025-2026**

SPECIAL BUSINESS:

3. **To approve the remuneration of Cost Auditors for the financial year ending 31st March, 2027 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/- (Indian 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. 000240) 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, 2027."

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

Dhanya Santosh
Company Secretary
Membership No.: ACS - 22797

Thane,
Date: 12th August, 2026

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 dated 28th December 2022, No. 11/2022, No. 09/2023 dated 25th September 2023, No. 09/2024 dated 19th September 2024 and General Circular No. 03/2025 dated 22nd September 2025 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 22nd Annual General Meeting of the Company is scheduled to be held on Tuesday, 22nd September, 2026 at 12:30 p.m.(Indian Standard Time) through Video Conferencing (VC) / Other Audio Visual Means ('OVAM')

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 12:15 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, Sundaysand 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: 12th August, 2026

Registered Office:
LANXESS House,
Plot Nos. A 162 - 164, Road No. 27,
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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 24th April, 2026 has approved the appointment of M/s. Joshi Apte and Associates, Cost Accountants (ICAI Firm Registration No. 000240) as Cost Auditors to conduct the audit of the cost records of Company for the financial year ending 31st March, 2027.

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 31st March, 2027.

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.

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

Dhanya Santosh
Company Secretary
Membership No.: ACS - 22797

Thane,
Date: 12th August, 2026

Registered Office:
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