

Notice to Shareholders

NOTICE is hereby given that the 2/2022-2023 Extraordinary General Meeting of Shareholders of LANXESS India Private Limited will be held on **Tuesday, 28th February, 2023 at 2:30 p.m. through Video Conferencing (VC) / other Audio-Visual means ('OVAM')** to transact the following business:

SPECIAL BUSINESS:

- 1. Approval for entering into Related Party Transactions by the Company 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 188 and any other applicable provisions of the Companies Act, 2013 read with the relevant rules/regulations made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to the approval of the members at the Extra Ordinary General Meeting, the consent of the Members be and is hereby accorded to enter into/ratify (including the transactions already entered) the Related Party Transactions (“Specified Transaction(s)”) by the Company with the Related Parties for the Financial Year 2023-2024 (“Relevant Period”) for the maximum amount indicated against Relevant Period for each Specified Transaction, as detailed in Annexure – 1 to this notice.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby severally authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps and to do such other acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution.”

LANXESS India Private Limited

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

Tel. + 91 22 6875 1000
Fax + 91 22 6875 1287
infoindia@lanxess.com
www.lanxess.in

CIN : U24119MH2004PTC158377

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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 and Circular No.10/2022 dated 28th December, 2022 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 EGM 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 2/2022-2023 Extraordinary General Meeting of the Company is scheduled to be held on Tuesday, 28th February, 2023 at 2:30 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 EGM 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 EGM 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 EGM and hence, the proxy form, attendance slip and route map of EGM 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 EGM 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 EGM 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 EGM through VC/OAVM facility which shall be kept open for the members from 2:15 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 EGM.
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.

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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
For **LANXESS India Private Limited**

Dhanya Santosh
Company Secretary
(Membership No: ACS - 22797)

9th February, 2023

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

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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. 1

As per the provisions of Section 188 (1) of the Companies Act, 2013 "Related Party Transactions" requires obtaining prior consent of the Board where transactions proposed to be entered into falls in the list of items referred therein and are within threshold limits prescribed under Rule 15 of Companies (Meeting of Board and its Power) Rules, 2015. Rule 15 of Companies (Meeting of Board and its Power) Rules, 2014 requires taking prior approval of the Company by Resolution where transactions proposed to be entered into falls, in the list of items referred therein and are in excess of threshold limits. Proviso to Section 188 further provides that nothing contained in sub-section (1) of Section 188 applies where transactions are entered into by the company in the ordinary course of business other than transactions which are not on an arm's length basis.

During the Financial Year 2022-2023, the Company has entered into certain business transactions with LANXESS Group of Companies. LANXESS Group of Companies includes the entities in which the LANXESS AG, Germany or LANXESS Deutschland GmbH, Germany has direct or indirect control either by way of Shareholding, Composition of Board of Directors (including appointment and removal of Directors), Voting Powers at meetings or any other power by which it can influence the decisions in such Companies. It is also proposed to continue to enter into certain business transactions with these Group Companies during the Financial Year 2023-2024. These Group Companies by virtue of their position in Group Structure may fall within the ambit of "Related Party" defined under the Companies Act, 2013 and thereby, any transactions with such Companies may require the compliance with respect to the provisions of Section 188 of the Companies Act, 2013 read with rules / regulations made thereunder.

Further, the Company envisages that the Specified Transaction(s) entered into during the Financial Year 2023-2024 ("Relevant Period") with each LANXESS Group Company whether individually and/or in aggregate would exceed the stipulated threshold prescribed under the Companies Act, 2013 (including any statutory modification, re-enactment thereof, for the time being in force). Considering that the Company is wholly owned subsidiary of LANXESS Deutschland GmbH, Germany and operates within the overall directions of Shareholder and although, the approval of the Shareholder may not be required under the provisions of Section 188 of the Companies Act, 2013 and the rules framed thereunder for the Specified Transactions with these Group Companies for Relevant Period, as an abundant precautionary measure, it is proposed to seek the approval of the Shareholders for the Specified Transactions with these Group Companies for Relevant Period. In this regard, the indicative list of such transactions (Herein referred to "Specified Transactions") with the maximum amount upto which the Specified Transactions can be entered into with LANXESS Group Companies for the Relevant Period are given in the "Annexure – 1" attached to this Notice.

The Board of Directors of the Company vide Resolution passed on 19th January, 2023 has considered the above arrangement for entering into contract(s)/ arrangement (s)/ transaction(s) with the Related Party Transactions and decided to seek approval of the Company by way of resolution pursuant to section 188 of the Companies Act 2013

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(including any statutory modification(s) or re-enactment thereof for the time being in force) read with the Companies (Meeting of Board and its Powers) Rules , 2014. The Board is of the opinion that the said Related Party Transactions are in the best interest of the Company.

None of the Directors are, in any way except as a Shareholder of the Company, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 1 of the Notice.

The Board recommends the Resolution set out at Item No. 1 of the Notice for approval by the shareholders.

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



Dhanya Santosh
Company Secretary
(Membership No: ACS - 22797)

Thane, 9th February, 2023

Registered Office:

LANXESS House,
Plot no: A 162-164,
Road No 27, MIDC,
Wagle Estate, Thane (W) - 400604
Maharashtra, India.
Phone: +91 22 6875 1000 (Board)
Fax: +91 22 6875 1287
Email: infoindia@lanxess.com
Website: www.lanxess.in
CIN : U24119MH2004PTC158377

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Annexure – 1

Sr. No.	Name(s) of the Related Party	Nature of Relationship	Type of Contracts / arrangements / transactions	Total Value of all the Contracts / arrangements / transactions in the Financial 2023-2024 Year (INR)	Duration of Contracts / arrangements / transactions	Justification for entering into contracts
	LANXESS Hong Kong Limited	Affiliate Company	<p>Sale of Goods</p> <p>Purchase of Goods</p> <p>Cost Sharing Recoveries</p> <p>Cost Sharing Payments</p> <p>Marketing Service Income</p> <p>Indent Commission Income</p> <p>Indent Commission Expenses</p>	4,033,058,944	Financial Year 2023-2024	Better quality of goods, materials and services, which meet Group global high standards, efficient services and financing, process standardization, benefits from best practices and high standards followed by LANXESS Group Companies worldwide
	LANXESS (Wuxi) High Performance Composit	Affiliate Company	<p>Sale of Goods</p> <p>Purchase of Goods</p> <p>Cost Sharing Recoveries</p>	833,109,799	Financial Year 2023-2024	Same as above

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			Cost Sharing Payments Marketing Service Income Indent Commission Income Indent Commission Expenses			
	LANXESS Pty. Ltd	Affiliate Company	Sale of Goods Purchase of Goods Cost Sharing Recoveries Cost Sharing Payments Marketing Service Income Indent Commission Income Indent Commission Expenses	643,804,518	Financial Year 2023-2024	Same as above
	Rhein Chemie (Qingdao) Limited	Affiliate Company	Sale of Goods Purchase of Goods Cost Sharing Recoveries	2,237,033,554	Financial Year 2023-2024	Same as above

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			Cost Sharing Payments			
			Marketing Service Income			
			Indent Commission Income			
			Indent Commission Expenses			
	LANXESS Chemicals S.L.	Affiliate Company	Sale of Goods	252,297,460	Financial Year 2023-2024	Same as above
			Purchase of Goods			
			Cost Sharing Recoveries			
			Cost Sharing Payments			
			Marketing Service Income			
			Indent Commission Income			
			Indent Commission Expenses			
	LANXESS Corporation	Affiliate Company	Sale of Goods	9,846,936,031	Financial Year 2023-2024	Same as above
			Purchase of Goods			
			Cost Sharing Recoveries			

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			Cost Sharing Payments			
			Marketing Service Income			
			Indent Commission Income			
			Indent Commission Expenses			
	LANXESS K.K.	Affiliate Company	Sale of Goods	420,589,883	Financial Year 2023-2024	Same as above
			Purchase of Goods			
			Cost Sharing Recoveries			
			Cost Sharing Payments			
			Marketing Service Income			
			Indent Commission Income			
			Indent Commission Expenses			
	LANXESS N.V.	Affiliate Company	Sale of Goods	2,953,358,631	Financial Year 2023-2024	Same as above
			Purchase of Goods			

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			<p>Cost Sharing Recoveries</p> <p>Cost Sharing Payments</p> <p>Marketing Service Income</p> <p>Indent Commission Income</p> <p>Indent Commission Expenses</p>			
	LANXESS S.A.	Affiliate Company	<p>Sale of Goods</p> <p>Purchase of Goods</p> <p>Cost Sharing Recoveries</p> <p>Cost Sharing Payments</p> <p>Marketing Service Income</p> <p>Indent Commission Income</p> <p>Indent Commission Expenses</p>	646,328,751	Financial Year 2023-2024	Same as above

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	LANXESS, S.A. de C.V.	Affiliate Company	Sale of Goods Purchase of Goods Cost Sharing Recoveries Cost Sharing Payments Marketing Service Income Indent Commission Income Indent Commission Expenses	391,787,898	Financial Year 2023-2024	Same as above
	LANXESS Industria de Productos	Affiliate Company	Sale of Goods Purchase of Goods Cost Sharing Recoveries Cost Sharing Payments Marketing Service Income Indent Commission Income Indent Commission Expenses	302,892,084	Financial Year 2023-2024	Same as above

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	LANXESS S.A.S.	Affiliate Company	Sale of Goods Purchase of Goods Cost Sharing Recoveries Cost Sharing Payments Marketing Service Income Indent Commission Income Indent Commission Expenses	238,095,495	Financial Year 2023-2024	Same as above
	LANXESS Pte. Ltd.	Affiliate Company	Sale of Goods Purchase of Goods Cost Sharing Recoveries Cost Sharing Payments Marketing Service Income Indent Commission Income	3,374,097,171	Financial Year 2023-2024	Same as above

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			Indent Commission Expenses			
LANXESS AG	Ultimate Holding Company		Sale of Goods Purchase of Goods Cost Sharing Recoveries Cost Sharing Payments Marketing Service Income Indent Commission Income Indent Commission Expenses	14,240,810	Financial Year 2023-2024	Same as above
LANXESS Chemical (China) Co., Ltd.	Affiliate Company		Sale of Goods Purchase of Goods Cost Sharing Recoveries Cost Sharing Payments Marketing Service Income	3,274,796,177	Financial Year 2023-2024	Same as above

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			Indent Commission Income			
			Indent Commission Expenses			
	Saltigo GmbH	Affiliate Company	Sale of Goods	515,307,743	Financial Year 2023-2024	Same as above
			Purchase of Goods			
			Cost Sharing Recoveries			
			Cost Sharing Payments			
			Marketing Service Income			
			Indent Commission Income			
			Indent Commission Expenses			
	LANXESS Korea Ltd.	Affiliate Company	Sale of Goods	244,984,339	Financial Year 2023-2024	Same as above
			Purchase of Goods			
			Cost Sharing Recoveries			
			Cost Sharing Payments			

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			Marketing Service Income			
			Indent Commission Income			
			Indent Commission Expenses			
	LANXESS Deutschland GmbH.	Holding Company	Sale of Goods	42,529,879,405	Financial Year 2023-2024	Same as above
			Purchase of Goods			
			Cost Sharing Recoveries			
			Cost Sharing Payments			
			Marketing Service Income			
			Indent Commission Income			
			Indent Commission Expenses			
			Royalty Expenses			
	OOO LANXESS	Affiliate Company	Sale of Goods	2,253,676	Financial Year 2023-2024	Same as above
			Purchase of Goods			
			Cost Sharing Recoveries			

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			Cost Sharing Payments Marketing Service Income Indent Commission Income Indent Commission Expenses			
	LANXESS Liyang Polyols Co. Ltd.	Affiliate Company	Sale of Goods Purchase of Goods Cost Sharing Recoveries Cost Sharing Payments Marketing Service Income Indent Commission Income Indent Commission Expenses	91,562,127	Financial Year 2023-2024	Same as above

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	LANXESS (Ningbo) Pigments Co., Ltd.	Affiliate Company	Sale of Goods Purchase of Goods Cost Sharing Recoveries Cost Sharing Payments Marketing Service Income Indent Commission Income Indent Commission Expenses	1,345,038,463	Financial Year 2023-2024	Same as above
	LANXESS Solutions India Private Limited	Wholly owned subsidiary	Sale of Goods Purchase of Goods Cost Sharing Recoveries Cost Sharing Payments Marketing Service Income Indent Commission Income Indent Commission Expenses	80,506,013	Financial Year 2023-2024	Same as above

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	LANXESS KIMYA TICARET LIM	Affiliate Company	Sale of Goods Purchase of Goods Cost Sharing Recoveries Cost Sharing Payments Marketing Service Income Indent Commission Income Indent Commission Expenses	235,331,475	Financial Year 2023- 2024	Same as above
	PCTS Specialty Chemicals	Affiliate Company	Sale of Goods Purchase of Goods Cost Sharing Recoveries Cost Sharing Payments Marketing Service Income Indent Commission Income	193,670,869	Financial Year 2023- 2024	Same as above

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			Indent Commission Expenses			
			Royalty Expenses			
	LANXESS Vietnam Co. Ltd	Affiliate Company	Sale of Goods	41,883,920	Financial Year 2023-2024	Same as above
			Purchase of Goods			
			Cost Sharing Recoveries			
			Cost Sharing Payments			
			Marketing Service Income			
			Indent Commission Income			
			Indent Commission Expenses			
			Royalty Expenses			
	LANXESS Canada Co./Cie	Affiliate Company	Sale of Goods	1,581,810,081	Financial Year 2023-2024	Same as above
			Purchase of Goods			
			Cost Sharing Recoveries			
			Cost Sharing Payments			
			Marketing Service Income			

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			Indent Commission Income			
			Indent Commission Expenses			
			Royalty Expenses			
	LANXESS Performance Materials GmbH	Affiliate Company	Sale of Goods	13,495,664,639	Financial Year 2023-2024	Same as above
			Purchase of Goods			
			Cost Sharing Recoveries			
			Cost Sharing Payments			
			Marketing Service Income			
			Indent Commission Income			
			Indent Commission Expenses			
			Royalty Expenses			
	LANXESS Performance Materials (India) Private Limited	Affiliate Company	Sale of Goods	15,495,664,639	Financial Year 2023-2024	Same as above
			Purchase of Goods			
			Cost Sharing Recoveries			
			Cost Sharing Payments			

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			Marketing Service Income			
			Indent Commission Income			
			Indent Commission Expenses			
			Royalty Expenses			



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