

Notice to Shareholders

NOTICE is hereby given that the 1/2021-2022 Extraordinary General Meeting of Shareholders of LANXESS India Private Limited will be held with a shorter notice on **Friday, 4th March, 2022 at 2:30 p.m. 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:

SPECIAL BUSINESS:

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 Board of Directors 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 2022-2023 (“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.”

NOTES:

- a) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING (EGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF ON A POLL ONLY AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

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 2587 1000
Fax + 91 22 2587 1287
infoindia@lanxess.com
www.lanxess.in

CIN : U24119MH2004PTC158377

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- b) **THE INSTRUMENT APPOINTING THE PROXY, DULY COMPLETED, MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
- c) 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 of notice in writing is given to the Company.
- d) The register of Directors and their shareholding, maintained under section 170 of the Companies Act, 2013, will be available for inspection by members at the EGM.
- e) 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 EGM.
- f) The relevant Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, is annexed hereto and forms a part of this Notice.
- g) All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days up to the date of EGM.

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



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

28th February, 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
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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 2021-2022, 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 2022-2023. 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 2022-2023 ("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

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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 28th February, 2022 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 (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, 28th February, 2022

Registered Office:

LANXESS House,
Plot no: A 162-164,
Road No 27, MIDC,
Wagle Estate, Thane (W) - 400604
Maharashtra, India.
Phone: +91 22 2587 1000 (Board)
Fax: +91 22 2587 1287
Email: infoindia@lanxess.com
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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 2022-2023 Year (INR)	Duration of Contracts / arrangements / transactions	Justification for entering into contracts
1.	LANXESS Distribution GmbH	Affiliate Company	Sale of Goods Purchase of Goods Cost Sharing Recoveries Cost Sharing Payments Marketing Service Income Indent Commission Income Indent Commission Expenses	61,07,30,534	Financial Year 2022-2023	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
2.	LANXESS Hong Kong Limited	Affiliate Company	Sale of Goods Purchase of Goods Cost Sharing Recoveries Cost Sharing Payments Marketing Service Income Indent	4,49,53,73,538	Financial Year 2022-2023	Same as above

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			Commission Income			
			Indent Commission Expenses			
3.	LANXESS (Wuxi) High Performance Composit	Affiliate Company	Sale of Goods	70,72,32,187	Financial Year 2022-2023	Same as above
			Purchase of Goods			
			Cost Sharing Recoveries			
			Cost Sharing Payments			
			Marketing Service Income			
			Indent Commission Income			
			Indent Commission Expenses			
4.	LANXESS Pty. Ltd	Affiliate Company	Sale of Goods	31,21,25,650	Financial Year 2022-2023	Same as above
			Purchase of Goods			
			Cost Sharing Recoveries			
			Cost Sharing Payments			
			Marketing Service Income			
			Indent Commission Income			
			Indent Commission			

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			Expenses			
5.	Rhein Chemie (Qingdao) Limited	Affiliate Company	Sale of Goods Purchase of Goods Cost Sharing Recoveries Cost Sharing Payments Marketing Service Income Indent Commission Income Indent Commission Expenses	69,75,45,118	Financial Year 2022-2023	Same as above
6.	LANXESS Limited	Affiliate Company	Sale of Goods Purchase of Goods Cost Sharing Recoveries Cost Sharing Payments Marketing Service Income Indent Commission Income Indent Commission Expenses	17,68,08,765	Financial Year 2022-2023	Same as above

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7.	LANXESS Chemicals S.L.	Affiliate Company	Sale of Goods Purchase of Goods Cost Sharing Recoveries Cost Sharing Payments Marketing Service Income Indent Commission Income Indent Commission Expenses	25,57,04,908	Financial Year 2022-2023	Same as above
8.	LANXESS Corporation	Affiliate Company	Sale of Goods Purchase of Goods Cost Sharing Recoveries Cost Sharing Payments Marketing Service Income Indent Commission Income Indent Commission Expenses	4,83,28,82,338	Financial Year 2022-2023	Same as above

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9.	LANXESS K.K.	Affiliate Company	Sale of Goods Purchase of Goods Cost Sharing Recoveries Cost Sharing Payments Marketing Service Income Indent Commission Income Indent Commission Expenses	27,90,42,064	Financial Year 2022- 2023	Same as above
10.	LANXESS N.V.	Affiliate Company	Sale of Goods Purchase of Goods Cost Sharing Recoveries Cost Sharing Payments Marketing Service Income Indent Commission Income Indent Commission Expenses	2,91,01,50,445	Financial Year 2022- 2023	Same as above

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11.	LANXESS S.A.	Affiliate Company	Sale of Goods Purchase of Goods Cost Sharing Recoveries Cost Sharing Payments Marketing Service Income Indent Commission Income Indent Commission Expenses	44,05,71,405	Financial Year 2022-2023	Same as above
12.	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	29,74,62,830	Financial Year 2022-2023	Same as above

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13.	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	27,13,18,565	Financial Year 2022- 2023	Same as above
14.	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	23,10,24,142	Financial Year 2022- 2023	Same as above

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15.	LANXESS Pte. Ltd.	Affiliate Company	Sale of Goods Purchase of Goods Cost Sharing Recoveries Cost Sharing Payments Marketing Service Income Indent Commission Income Indent Commission Expenses	1,98,59,48,860	Financial Year 2022-2023	Same as above
16.	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	1,42,40,810	Financial Year 2022-2023	Same as above

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17.	LANXESS Chemical (China) 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	1,82,53,80,419	Financial Year 2022-2023	Same as above
18.	Saltigo GmbH	Affiliate Company	Sale of Goods Purchase of Goods Cost Sharing Recoveries Cost Sharing Payments Marketing Service Income Indent Commission Income Indent Commission Expenses	20,33,65,013	Financial Year 2022-2023	Same as above

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19.	LANXESS Korea Ltd.	Affiliate Company	Sale of Goods Purchase of Goods Cost Sharing Recoveries Cost Sharing Payments Marketing Service Income Indent Commission Income Indent Commission Expenses	22,58,16,867	Financial Year 2022-2023	Same as above
20.	LANXESS Deutschland GmbH.	Holding Company	Sale of Goods Purchase of Goods Cost Sharing Recoveries Cost Sharing Payments Marketing Service Income Indent Commission Income Indent Commission Expenses Royalty Expenses	25,37,20,94,729	Financial Year 2022-2023	Same as above
21.	OOO LANXESS	Affiliate Company	Sale of Goods Purchase of Goods	12,99,189	Financial Year 2022-2023	Same as above

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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>			
22.	LANXESS Liyang Polyols Co. Ltd.	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>	31,74,17,868	Financial Year 2022-2023	Same as above
23.	LANXESS Changzhou Co., Ltd.	Affiliate Company	<p>Sale of Goods</p> <p>Purchase of Goods</p> <p>Cost Sharing Recoveries</p> <p>Cost Sharing Payments</p>	27,96,63,232	Financial Year 2022-2023	Same as above

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			Marketing Service Income			
			Indent Commission Income			
			Indent Commission Expenses			
24.	Rhein Chemie Uruguay S.A.	Affiliate Company	Sale of Goods	27,40,84,217	Financial Year 2022-2023	Same as above
			Purchase of Goods			
			Cost Sharing Recoveries			
			Cost Sharing Payments			
			Marketing Service Income			
			Indent Commission Income			
			Indent Commission Expenses			
25.	LANXESS Thai Co., Ltd.	Affiliate Company	Sale of Goods	25,07,84,008	Financial Year 2022-2023	Same as above
			Purchase of Goods			
			Cost Sharing Recoveries			
			Cost Sharing Payments			
			Marketing Service Income			
			Indent			

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			Commission Income			
			Indent Commission Expenses			
26.	LANXESS (Ningbo) Pigments Co., Ltd.	Affiliate Company	Sale of Goods	74,20,57,026	Financial Year 2022-2023	Same as above
			Purchase of Goods			
			Cost Sharing Recoveries			
			Cost Sharing Payments			
			Marketing Service Income			
			Indent Commission Income			
			Indent Commission Expenses			
27.	Antec International Ltd.	Affiliate Company	Sale of Goods	18,33,94,990	Financial Year 2022-2023	Same as above
			Purchase of Goods			
			Cost Sharing Recoveries			
			Cost Sharing Payments			
			Marketing Service Income			
			Indent Commission Income			
			Indent Commission			

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			Expenses			
28.	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	29,07,566	Financial Year 2022-2023	Same as above
29.	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	1,66,83,401	Financial Year 2022-2023	Same as above

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30.	LANXESS Trademark GmbH & Co. K	Affiliate Company	Sale of Goods Purchase of Goods Cost Sharing Recoveries Cost Sharing Payments Marketing Service Income Indent Commission Income Indent Commission Expenses Royalty Expenses	3,74,71,455	Financial Year 2022- 2023	Same as above
31.	PCTS Specialty Chemicals	Affiliate Company	Sale of Goods Purchase of Goods Cost Sharing Recoveries Cost Sharing Payments Marketing Service Income Indent Commission Income Indent Commission Expenses Royalty Expenses	68,45,261	Financial Year 2022- 2023	Same as above
32.	IPEL- ITIBANYL PRODUTOS	Affiliate Company	Sale of Goods Purchase of Goods	47,30,870	Financial Year 2022- 2023	Same as above

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			Cost Sharing Recoveries			
			Cost Sharing Payments			
			Marketing Service Income			
			Indent Commission Income			
			Indent Commission Expenses			
			Royalty Expenses			
33.	LANXESS Sales B.V. NL	Affiliate Company	Sale of Goods	27,78,42,345	Financial Year 2022-2023	Same as above
			Purchase of Goods			
			Cost Sharing Recoveries			
			Cost Sharing Payments			
			Marketing Service Income			
			Indent Commission Income			
			Indent Commission Expenses			
			Royalty Expenses			
34.	LANXESS (Pty.) Ltd.	Affiliate Company	Sale of Goods	25,24,79,017	Financial Year 2022-2023	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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