

CHEMPLAST SANMAR LIMITED

Registered Office: 9 Cathedral Road, Chennai 600086
Tel: +91 44 2812 8500, CIN: L24230TN1985PLC011637,
Email: grd@sanmargroup.com, Website: www.chemplastsanmar.com

Notice of Thirty Eighth Annual General Meeting

Notice is hereby given that the Thirty Eighth Annual General Meeting of the members of Chemplast Sanmar Limited will be held on Friday, the 24th June 2022 at 3.00 PM through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) to transact the following businesses :

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022, together with the Reports of the Board of Directors and the Auditors thereon; and
 - b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022 together with the Report of Auditors thereon.

2. To appoint a Director in place of Dr Amarnath Ananthanarayanan (DIN: 02928105), who retires by rotation and being eligible offers himself for reappointment.

3. To appoint auditors and fix their remuneration and in this regard to consider, and pass the following resolution, as an

Ordinary Resolution:

"RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force), BSR & Co LLP, Chartered Accountants, (Firm registration number : 101248W/W100022) be and are hereby appointed as Statutory Auditors of the Company to hold office for a period of 5 (five) years from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting to be held during the year 2027 to examine and audit the accounts of the Company for the financial years 2022-23 to 2026-27 on the remuneration as may be recommended by the Audit Committee to the Board of Directors in consultation with the Statutory Auditors.

SPECIAL BUSINESS

4. To consider and pass, the following as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), payment of Remuneration of ₹5,00,000 (Rupees Five Lacs Only), apart from reimbursement of out-of-pocket

expenses and applicable taxes, to N Sivashankaran & Co., Cost Accountants, (Firm Registration No.100662), who were appointed by the Board of Directors at their meeting held on May 10, 2022 for carrying out Cost Audit of the Company for the Financial Year 2022-23, be and is hereby approved."

5. To consider and pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of section 197 and other applicable provisions, if any, of the Companies Act, 2013, as amended and the rules made thereunder, applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of Nomination and Remuneration Committee and the approval of Board of Directors, the consent of the members of the Company be and is hereby accorded for the payment of annual commission at the rate not exceeding 1% (one per cent) of the net profits of the Company computed in the manner as laid down under sections 197 and 198 of the Companies Act, 2013, as amended, subject to a maximum of ₹50,00,000 (Rupees Fifty Lacs Only), per annum, to all the Independent Directors together (apart from sitting fees and expenses incurred for attending the meeting of the Board or the Committee(s) thereof) for a period of five years commencing from the financial year 2021-22 and the said commission be paid to the independent directors in such amount, proportion and manner as may be recommended by the Nomination and Remuneration Committee to the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors, Key Managerial Personnel and any other person authorized by the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution."

By Order of the Board
For Chemplast Sanmar Limited

M Raman

Company Secretary &
Compliance Officer
Memb No. ACS 6248

Place: Chennai
Date: 10th May 2022

NOTES:

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs, Government of India ("MCA") issued General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021 and 2/2022 dated 8th April 2020, 13th April 2020, 5th May 2020, 13th January 2021, 8th December 2021, 14th December 2021 and 5th May 2022, respectively, ("MCA Circulars") allowing, inter-alia, conduct of AGMs through Video Conferencing/ Other Audio-Visual Means ("VC/ OAVM") facility upto 31st December 2022, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2020. In compliance with these Circulars, provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 38th AGM of the Company is being conducted through VC/ OAVM facility, which does not require physical presence of members at a common venue. The deemed venue for the 38th AGM shall be the Registered Office of the Company. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. The company has engaged KFin Technologies Limited (KFIN) for facilitating voting through electronic means i.e., remote e-voting and voting at the 38th AGM.
 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, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. Since the AGM will be held through VC/ OAVM, the route map of the AGM venue is not annexed to the notice.
 3. Institutional investors, who are Members of the Company, may attend the 38th AGM of the Company through VC/ OAVM mode and vote electronically. Corporate members are required to send a scanned copy (in PDF/JPG Format) of the Board Resolution/ Power of Attorney authorizing its representatives to attend and vote at the AGM through VC / OAVM on its behalf pursuant to Section 113 of the Act. The said Resolution/ Authorisation shall be sent to the Scrutinizer by email through its registered email address to csbravi@gmail.com
 4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts for the items nos 3, 4 and 5 is annexed hereto and forms part of the notice.
 5. Information pursuant to regulations 36(3) of SEBI LODR and secretarial standard on General Meetings (SS-2) in respect of the Director seeking re-appointment, at the AGM are furnished in the annexure to this notice. The Director has furnished the requisite consent/ declaration for his re-appointment.
 6. All the documents referred to in the accompanying Notice and the Explanatory Statement, shall be available for inspection through electronic mode, without any fee by the Members from the date of circulation of this Notice up to the date of the AGM viz 24th June, 2022. Members seeking to inspect such documents can send an email to grd@sanmargroup.com in this regard. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write well in advance to the company on grd@sanmargroup.com and the same will be replied by the company suitably.
 7. During the AGM, the Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act shall be available for inspection. Members seeking to inspect such documents can send an e-mail to grd@sanmargroup.com.
 8. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This procedure of first come first served basis will not be applicable to large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc., who can have free access to login at anytime. The detailed instructions for joining the Meeting through VC/OAVM form part of the Notes to this Notice.
 9. 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.
 10. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), and the Circulars issued by the Ministry of Corporate Affairs as mentioned in para 1 above, the Company is providing the facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with KFIN for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a Member using remote e-Voting system as well as e-Voting on the date of the AGM will be provided by KFIN.
- The Company has appointed CS Dr.B.Ravi (FCS No.:1810 CP No.:3318) of B Ravi & Associates (Firm Registration Number: P2016TN052400), Company Secretaries, as the Scrutinizer for conducting e-voting process in a fair and transparent manner.
11. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020 further extended by MCA General Circular No.2/2022 dated 5th May 2022 and SEBI Circular Reference: SEBI/HO/ CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, the Annual Report 2021-22 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Depositories and have been uploaded on the website of the Company at <https://www.chemplastsanmar.com/annual-report.php>. The Notice of the AGM is available in the website of the Company at <https://www.chemplastsanmar.com/agm-notice.php>. The Notice and the Annual Report can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The

AGM Notice is also available on the website of KFIN (agency for providing the remote e-Voting facility) i.e. <https://evoting.kfintech.com/public/Downloads.aspx>

In view of the exemptions provided, no physical or hard copies of the Notice and Annual Report will be sent to Members who have not registered their e-mail addresses with the Company/ RTA.

Members may follow the process detailed herein for registration of e-mail addresses to obtain the Annual Report and Notice.

Demat – Members may contact their DPs and register or update their respective e-mail addresses in the demat account, as per the process recommended by the DP. Alternatively Members holding shares in electronic form who have not registered their e-mail address may temporarily get their e-mail address and mobile number registered with RTA by clicking the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> for enabling receipt of the Annual Report and Notice electronically. Members are requested to follow the process stated in the link to temporarily register their e-mail address and mobile number. After due verification, RTA will forward the documents and the login credentials for voting and attending the AGM to the registered e-mail address.

As an eco-friendly measure intending to benefit the society at large, we request you to be part of the e-initiative and register your e-mail address to receive all communication and documents including Annual reports from time to time in electronic form to the e-mail address provided by you.

In case of any queries, Members may write to einward.ris@kfintech.com or grd@sanmargroup.com by quoting their DP and Client ID.

12. Registration / Updation of e-mail addresses

- i. All the members of the Company hold shares in dematerialised form. Members who have not registered their e-mail addresses so far, are requested to register the same with the depository through their Depository Participants (DPs).
- ii. Members holding shares in dematerialised form are requested to intimate all changes pertaining to their Bank account numbers / update, PAN, E-mail ID/mandates/nominations/ power of attorney/change of name/change of address/contact numbers etc. to their Depository Participants ("DP") with whom they are maintaining their demat accounts. Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's RTA to provide efficient and better services.

13. Instructions for members for remote e-voting

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations

and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting facility provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFIN, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.

- ii. However, pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The remote e-voting commences on 21st June 2022 (9.00 AM IST) and ends on 23rd June 2022 (5.00 PM IST)
- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date, i.e. 17th June, 2022.
- vi. Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@kfintech.com. However, if he / she is already registered with KFIN for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- vii. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."
- viii. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:

Step 1 : Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access to KFIN e-Voting system in case of non-individual shareholders in demat mode.

Step 3 : Access to join virtual meetings(e-AGM) of the Company on KFIN system to participate e-AGM and vote at the AGM.

Details on Step 1 are mentioned below:

I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. User already registered for IDeAS facility:
	I. Visit URL: https://eservices.nsdl.com
	II. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section.
	III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"
	IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.
	2. User not registered for IDeAS e-Services
	I. To register click on link : https://eservices.nsdl.com
	II. Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
	III. Proceed with completing the required fields.
	IV. Follow steps given in points 1
	3. Alternatively by directly accessing the e-Voting website of NSDL
	I. Open URL: https://www.evoting.nsdl.com/
	II. Click on the icon "Login" which is available under 'Shareholder/Member' section.
Individual Shareholders holding securities in demat mode with CDSL	III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.
	IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.KFIN.
	V. On successful selection, you will be redirected to KFIN e-Voting page for casting your vote during the remote e-Voting period.
	1. Existing user who have opted for Easi / Easiest
	I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com
	II. Click on New System Myeasi
	III. Login with your registered user id and password.
	IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFIN e-Voting portal.
	V. Click on e-Voting service provider name to cast your vote.
	2. User not registered for Easi/Easiest
	I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration
	II. Proceed with completing the required fields.
	III. Follow the steps given in point 1
	3. Alternatively, by directly accessing the e-Voting website of CDSL
	I. Visit URL: www.cdslindia.com
	II. Provide your demat Account Number and PAN No
	III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.
	IV. After successful authentication, user will be provided links for the respective ESP, i.e KFIN where the e- Voting is in progress.
Individual Shareholder login through their demat accounts / Website of Depository Participant	I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.
	II. Once logged-in, you will be able to see e-Voting option.Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.
	III. Click on options available against company name or e-Voting service provider – KFIN and you will be redirected to e-Voting website of KFIN for casting your vote during the remote e-Voting period without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

Details on Step 2 are mentioned below:

II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode

(A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFIN which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- Enter the login credentials (i.e. User ID and password). In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFIN for e-voting, you can use your existing User ID and password for casting the vote.
- After entering these details appropriately, click on "LOGIN".
- You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- You need to login again with the new credentials.
- On successful login, the system will prompt you to select the "EVEN" i.e., 6615 and click on "Submit"
- On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed your total

shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

- Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
 - Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - You may then cast your vote by selecting an appropriate option and click on "Submit".
 - A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting. together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id csbravi@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_ Even No."
- (B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:
- Members who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFIN, by accessing the link:

<https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>

- a. Select the Company name viz.
- b. Enter the DP ID & Client ID / Physical Folio Number, if applicable and PAN details. If the PAN details are not available on record in respect of a Physical Folio, if applicable, Member shall enter one of the Share Certificate numbers.
- c. Upload a self-attested copy of the PAN card (in case registered) or a self-attested copy of share certificate details of which are entered as mentioned above, for authentication.
- d. Enter your email address and mobile number.
- e. The system will then confirm the email address for receiving this AGM Notice.
- f. After successful submission of the email address, KFintech will email the Annual Report, the Notice of AGM along with the e-voting user ID and password to the shareholders.
- ii. Members holding shares in dematerialised mode are requested to register/ update their email addresses with relevant depository participants.
- iii. Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio for sending the Annual report, Notice of AGM and the e-voting instructions. For permanent registration of email address, mobile number, etc., members may get in touch with their DPs for updation.
- iv. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Details on Step 3 are mentioned below:

III) Instructions for all the shareholders for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.

- i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFIN. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/KFIN. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password

may retrieve the same by following the remote e-Voting instructions mentioned above.

- ii. Facility for joining AGM through VC/ OAVM shall open atleast 15 minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- vi. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- vii. Facility of joining the AGM through VC / OAVM shall be available for atleast 1000 members on first come first served basis.
- viii. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

OTHER INSTRUCTIONS

- i. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com/> and login through the user id and password provided in the mail received from KFIN. On successful login, select 'Speaker Registration' which will be opened from 17th June 2022 to 20th June 2022. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
- ii. **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com/>. Please login through the user id and password provided in the mail received from KFIN. On successful login, select 'Post Your Question' option which will be opened from 17th June to 20th June 2022.

- iii. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com/> (KFIN Website) or contact Ms. Swati Reddy, at evoting@Kfintech.com or call KFIN's toll free No. 1800-309-4001 for any further clarifications.
- iv. The Members, whose names appear in the list of Beneficial Owners as on 17th June, 2022, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- v. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
 - i. If the mobile number of the member is registered against DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client

ID to 9212993399

- 1. Example for NSDL:
- 2. MYEPWD <SPACE> IN12345612345678
- 3. Example for CDSL:
- 4. MYEPWD <SPACE> 1402345612345678
- 5. MYEPWD <SPACE> XXXX1234567890
- ii. If e-mail address or mobile number of the member is registered against DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter DP ID Client ID and PAN to generate a password.
- iii. Members who may require any technical assistance or support before or during the AGM are requested to contact KFIN at toll free number 1800-309-4001 or write to them at evoting@Kfintech.com.
- vi. The results of the electronic voting shall be declared to the Stock Exchanges not later than forty-eight hours from the conclusion of the meeting.

The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.

Explanatory Statement annexed to the Notice as required under Section 102 of the Companies Act, 2013.

Item No 3

S R Batliboi & Associates LLP, Chartered Accountants, Chennai (Firm Registration No. 101049W/ E300004) were appointed as statutory auditors of the company at the 33rd Annual General Meeting (AGM) held on 27th September 2017, for a second term of 5 (five) years commencing from the conclusion of 33rd AGM in 2017. Hence, on completion of their term of 10 years of appointment, in terms of section 139(3) of the Companies Act, 2013, they are not eligible to be reappointed as Statutory Auditors of the Company.

The Board of Directors as recommended by the Audit Committee of Directors, have subject to the approval of the shareholders of the Company, appointed BSR & Co. LLP, Chartered Accountants (Firm Registration No 101248W/W-100022) as Statutory Auditors of the Company for a period of 5 years, from the conclusion of 38th Annual General Meeting to the conclusion of 43rd Annual General Meeting of the Company, i.e. for the Financial Years 2022-23 to 2026-27.

The fee payable to BSR & Co., LLP will be recommended by the Audit Committee to the Board of Directors as mutually agreed upon with the Auditors and it will be in line with industry standards, with no material change in the fee payable to BSR & Co. LLP from that of the annual audit fee paid to the outgoing Auditors. i.e. Rs.45 lacs, subject to escalation during their term of appointment.

Brief Profile/Credentials of BSR & Co., LLP

BSR & Co. ('the firm ') was constituted on 27 March 1990 as a partnership firm having firm registration no. as 101248W. It was converted into limited liability partnership i.e. B S R & Co. LLP on 14 October 2013 thereby having a new firm registration no. 101248W-1 00022. The registered office of the firm is at 14th Floor, Central B Wing and North C Wing, Nesco IT Park 4, Nesco Centre, Western Express Highway, Goregaon (East), Mumbai 400063. B S R & Co. LLP is a member entity of B S R & Associates, a network registered with the Institute of Chartered Accountants of India. B S R & Co. LLP is registered in Mumbai and having offices at Gurgaon, Bangalore, Kolkata, Hyderabad, Pune, Chennai, Chandigarh, Ahmedabad, Vadodara, Noida, Jaipur and Kochi. B S R & Co. LLP has over 3000 staff and 100+ Partners.

BSR & Co. LLP audits various companies listed on stock exchanges in India including companies in the Chemical sector.

BSR & Co. LLP, Chartered Accountants have confirmed that their appointment which is subject to the approval of the shareholders of the Company, is well within the limits prescribed under the Companies Act, 2013.

The Board recommends the resolution set forth in Item No. 3 for the approval of the Members.

Interest of Directors:

None of the Directors and Key Managerial Personnel of the company and/or their relatives is deemed to be concerned or interested in the resolution.

Inspection of Documents:

The letter dated 6th May 2022 received from BSR & Co LLP is available for inspection to the members upto the date of the Annual General Meeting.

Item No. 4

The Board of Directors on the recommendation of Audit Committee have appointed N Sivashankaran & Co, Cost Accountants, Chennai as Cost Auditor of the Company for the financial year 2022-23.

Pursuant to Sections 142 and 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the Members of the Company are required to approve the payment of remuneration of ₹5,00,000 (Rupees Five Lacs Only) apart from reimbursement of out of pocket expenses and applicable taxes to the Cost Auditor, N Sivashankaran & Co., Cost Accountants, Chennai as considered and approved by the Board of Directors in their meeting held on May 10, 2022 for the Financial Year 2022-23.

The Board recommends the resolution set forth in Item No. 4 for the approval of the Members.

Interest of Directors:

None of the Directors and Key Managerial Personnel of the company and/or their relatives is deemed to be concerned or interested in the resolution.

Item No 5

With the enhanced Corporate Governance requirements under the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 coupled with the size, complexity and operations of the Company, particularly the Independent Directors are required to commit greater time, attention and provide higher level of oversight. The Company's Independent Directors are experienced professionals with high level of expertise and rich experience in functional areas such as business strategy and development, financial, commercial, sales and marketing, general management amongst others. The Company's Independent Directors have been making invaluable contributions towards the Company's strategy, monitoring of risk management and compliances. The Nomination and Remuneration Committee and Board of Directors at their meetings held on February 24, 2022 and March 22, 2022 respectively, recommended the proposal for payment of commission to all Independent Directors put together, not exceeding 1% (one percent) of the net profits of the Company calculated in accordance with the provisions of the Act, subject to maximum of ₹50,00,000 (Rupees Fifty Lacs Only) per annum, to all the independent directors put together (apart from sitting fees and expenses incurred for attending the meeting of the Board or the Committee(s) thereof), for a period of 5 (five) years, commencing from the financial year 2021-22. This commission will be paid to the Independent Directors, in such amount, proportion and manner as may be recommended by the Nomination and

Remuneration Committee to the Board of Directors and approval of the Board and subject to any other applicable requirements of the law.

The other non-executive directors of the Company are not entitled for any such commission.

Regulation 17(6) of the SEBI Listing Regulations authorises the Board of Directors to recommend all fees or compensation, if any, other than sitting fees, paid to Non-Executive Directors, including Independent Directors and the same would require approval of members in general meeting.

Accordingly, the Board recommends the resolution set forth in Item No. 5 for the approval of the members.

Interest of Directors:

All Independent Directors along with their relatives, are deemed to be concerned or interested, financially or otherwise, in this resolution to the extent of remuneration that may be payable to them. None of the other Directors, Key Managerial Personnel or their relatives are interested in the resolution.

Particulars of the Director seeking re-appointment at the ensuing Annual General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Name	Dr Amarnath Ananthanarayanan DIN: 02928105
Age	51 Years
Qualifications	B. A. Economics, M.A., Ph. D.
Date of Appointment/ Re-appointment by the shareholders	August 2, 2021
Date of first appointment on the Board	March 28, 2019
Expertise in Specific Functional Areas	<p>Several years of experience across Finance, Commercial, Information Technology, General Management & Human Resources and been on boards of various companies for over a decade. He is a recipient of Udyog Rattan Award conferred by The Institute of Economic Studies.</p> <p>Professional Experience:</p> <ul style="list-style-type: none"> • leader and change agent with proven track record of over 25 years across Finance, Commercial, Information Technology, General Management & Human Resources • varied exposure from being country head to continent head, mergers & acquisitions to big data analytics, and BPO operations to research & academics highlight: creating new businesses and managing joint ventures • experience across Asia & USA in French, American and Indian organizations • Received international recognition for leadership, growth, innovation and risk management
Terms & conditions of appointment or reappointment along with details of remuneration sought to be paid and the remuneration last drawn.	Reappointment as a non-executive director liable to retire by rotation. No remuneration is proposed to be paid to him. He is not entitled to sitting fees for attending the Board and Committee Meetings and commission, if any.
Directorship held in other listed entities	None
Membership / Chairmanship of Committees	Stakeholders Relationship Committee – Member Committee of Directors – Member
Number of shares held in the Company, including shareholding as a beneficial owner	1,713 equity shares of Rs.5 each (0.001%)
Disclosure of relationship	Not related to any director of the Company.
Number of Board Meetings attended during the year	7 out of 7 meetings held in the FY 2021-22