

4th August 2025

Shareholders Empowered Services (SES)
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Dear Sirs,

Sub: SES Proxy Advisory Report - Chemplast Sanmar Limited – Notice of Annual General Meeting to be held on 12th August 2025 – our response thereto

This has reference to your email dated 3rd August 2025 enclosing Proxy Advisory Report. We submit our response hereunder with respect to your observations against Item Nos.3 and .5 of the AGM Notice as under:

Item No.3:

Appointment of Vikram Hosangady (DIN No: 09757469) as an Independent Director:

Company's reply:

1. It has been observed by you as under:
SES is of the view that any serving NEDs should serve a cooling off period of at least 3 years from date of cessation, before appointment as an ID. Therefore, SES is raising governance concern on the proposed resolution in this regard.
2. Mr Vikram Hosangady was appointed as a Non-Executive and Non-Independent Director with effect from May 16, 2023. Having regard to his contribution as Director and his expertise and knowledge, the Nomination and Remuneration Committee (NRC) thought it fit to recommend to the Board of Directors, he being re-designated/appointed as Independent Director as he fulfilled all the eligible norms for being appointed as an Independent Director. The Board of Directors accepted the recommendation of NRC and placed this before the Shareholders for approval as mandated under law.
3. We state that the above appointment is compliant with applicable laws and regulations. The cool off period of three years has been stipulated under the provisions of Companies Act 2013 (Section 149 (11) only in respect of those cases where the proposal involves re-appointment of an Independent Director, after completion of two terms as Independent Director.



4. By his appointment as an Independent Director, the proportion of Independent Directors in the Board of the Company is higher than Non-Independent Directors with resultant benefits arising therefrom. It is also in line with the composition of Board of Directors as is being recommended by some of the Investor Advisory Groups. This appointment as stated in the Explanatory Statement, is in the interest of the Company.

Item NO. 5 – Appointment of B Ravi & Associates as Secretarial Auditors of the Company for a term of five years:

5. As required under the relevant SEBI LODR regulations approval of the shareholders of the Company is being sought for the appointment of B Ravi & Associates, Company Secretaries, as Secretarial Auditors, for a term of five years from FY 2025-26 as stated in the Notice.
6. Given the fact that it is for a term of five years, authorisation from the Shareholders is being sought for the Board of Directors to determine the fee payable to Secretarial Auditor during the said term. It has been stated in the explanatory statement relating to this item, that the remuneration payable to Secretarial Auditor will be determined by the Board of Directors as mutually agreed upon with Secretarial Auditor and it will be in line with industry standards subject to escalation during their term of appointment.
7. The proposed remuneration/ fee to the Secretarial Auditors B Ravi & Associates is Rs. 4,75,000/- (excluding taxes and reimbursement of any out-of-pocket expenses at actuals), subject to the approval of Board of Directors, comprising of Annual Secretarial Audit fee of Rs. 3,50,000 and Fee for Annual Compliance Report of Rs. 1,25,000. This remuneration to Secretarial Auditors is subject to revisions as may be agreed upon between the Board of Directors and the Secretarial Auditors during the term of appointment of the Secretarial Auditors.
8. The above fee excludes any fees related to other service that may be availed by the Company from the Secretarial Auditors for issuing various certifications under statutory regulations and other permissible non audit services as required.

You are requested to take note of the above response for the purpose of issuance of your report.

Thanking you,

Yours faithfully,
For Chemplast Sanmar Limited.



M Raman
Company Secretary
Memb, No.ACS 06248

