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9 Cathedral Road
Chennai 600 086 India
Tel + 91 44 2812 8500
E-mail: csl@sanmargroup.com
www.chemplastsanmar.com
CIN L24230TN1985PLC011637

15th July 2023

BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 Scrip Code - 543336	National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex Mumbai – 400 050 Scrip Symbol – CHEMPLASTS
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Dear Sir/Madam,

Sub: Notice of Annual General Meeting

The Thirty Ninth Annual General Meeting ("AGM") of the Company will be held on Friday, the 11th August, 2023 at 3.00 PM IST through Video Conferencing / Other Audio-Visual Means.

Pursuant to Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we are submitting herewith the Notice of AGM for the Financial Year 2022-23 which has been sent to the Members, who have registered their e-mail addresses with the Registrar and Share Transfer Agent / Depositories through electronic mode.

The Notice of AGM is uploaded on the Company's website www.chemplastsanmar.com

Pursuant to Regulation 42(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the cut-off date / record date for the purpose of 39th Annual General Meeting of the Company and E-Voting thereat has been fixed as 4th August, 2023.

This is for your information and records.

Thanking You,

Yours faithfully,
For CHEMPLAST SANMAR LIMITED

M RAMAN
Company Secretary and Compliance Officer
Memb No. ACS 6248

NOTICE

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 NINTH ANNUAL GENERAL MEETING

Notice is hereby given that the Thirty Ninth Annual General Meeting of the members of Chemplast Sanmar Limited will be held on Friday, the August 11, 2023 at 3.00 PM through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) at 9, Cathedral Road, Chennai 600 086 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, 2023, 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, 2023 together with the Report of Auditors thereon.
2. To appoint a Director in place of Mr Chandran Ratnaswami (DIN: 00109215) Director, who retires by rotation and being eligible offers himself for reappointment.

SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to the provisions of Section 152, 160, 161 and other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors at its meeting held on May 16, 2023, Mr Vikram Taranath Hosangady (DIN:09757469) be and is hereby appointed as Non-Executive Non-Independent Director of the Company liable to retire by rotation, in the casual vacancy caused by the resignation of Dr Amarnath Ananthanarayanan.

RESOLVED FURTHER THAT any Director of the Company or Mr M Raman Company Secretary be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give

effect to this resolution and for matters connected therewith or incidental thereto".

4. To consider and pass the following resolution 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 its meeting held on May 16, 2023 for carrying out Cost Audit of the Company for the Financial Year 2023-24, be and is hereby approved and that the Board of Directors be and is hereby authorised to take all such action as may be required in this regard.

By Order of the Board
For Chemplast Sanmar Limited
M Raman

Place: Chennai Company Secretary & Compliance Officer
 Date: May 16, 2023 Memb No. ACS 6248

NOTES:

1. The Ministry of Corporate Affairs, Government of India ("MCA") issued General Circulars No. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021 and 10/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022 and December 28, 2022 respectively, ("MCA Circular") and Securities and Exchange Board of India ("SEBI") issued Circular No SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 ("SEBI Circular") allowing, inter-alia, conduct of AGMs through Video Conferencing/ Other Audio-Visual Means ("VC/ OAVM") facility upto September 30, 2023, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2020 dated May 5, 2020. In compliance with

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these Circulars, provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 39th 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 39th 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 39th 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 aforementioned 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 39th 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 authorising 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 and 4 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 August 11, 2023. 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 2000 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 B Ravi & Associates (Firm Registration Number: P2016TN052400) Practicing Company Secretaries, represented by CS Dr. B. Ravi (FCS No.:1810 CP No.:3318) Managing Partner of

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B Ravi & Associates, 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. 10/2022 dated December 28, 2022 and SEBI Circular Reference: SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, the Annual Report 2022-23 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. Physical copy of the Annual Report shall be provided to those Members who have made a specific request in this regard.

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.

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, with DP.

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 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 Tuesday, August 8, 2023 (9.00 AM IST) and ends on Thursday, August 10, 2023 (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. Friday, August 4, 2023.
- 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

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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	<ol style="list-style-type: none"> 1. User already registered for IDeAS facility: <ol style="list-style-type: none"> I. Visit URL: https://eservices.nsd.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 <ol style="list-style-type: none"> I. To register click on link: https://eservices.nsd.com II. Select "Register Online for IDeAS" or click at https://eservices.nsd.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 <ol style="list-style-type: none"> I. Open URL: https://www.evoting.nsd.com/ II. Click on the icon "Login" which is available under 'Shareholder/Member' section. 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.

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Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing user who have opted for Easi / Easiest</p> <p>I. Visit URL: https://web.cdslindia.com/myeasinew/home/login/ or URL: www.cdslindia.com</p> <p>II. Click on the "Login" icon applicable when using the URL: www.cdslindia.com</p> <p>III. and opt for "New System Myeasi"</p> <p>IV. Login with your registered user ID and password.</p> <p>V. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFIN e-Voting portal.</p> <p>VI. Click on e-Voting service provider name to cast your vote.</p> <p>2. User not registered for Easi/Easiest</p> <p>I. Option to register is available at https://web.cdslindia.com/myeasinew/Registration/EasiRegistration/</p> <p>II. Proceed with completing the registration.</p> <p>III. Follow the steps given in point 1</p> <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <p>I. Visit URL: www.cdslindia.com</p> <p>II. Click on the "E Voting" icon</p> <p>III. Provide your demat Account Number and PAN No.</p> <p>IV. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>V. After successful authentication, user will be provided links for the respective ESP, i.e. KFIN where the e- Voting is in progress.</p>
Individual Shareholder login through their demat accounts / Website of Depository Participant	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>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.</p> <p>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.</p>

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 1800 22 55 33

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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:

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- ii. 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.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. 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.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVEN" i.e., 7368-AGM" and click on "Submit"
- vii. 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.

- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
 - ix. 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.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi. 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).
 - xii. 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., authorising 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, are requested to register/ update their email addresses with relevant depository participants.

Alternatively, member may send an e-mail request at the email id inward.ris@kfintech.com along with scanned copy of the signed

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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.

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 2000 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 August 4, 2023 to August 7, 2023. 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 August 4, 2023 to August 7, 2023.
- 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 August 4, 2023, being the cut-off date, are entitled to vote on

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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> DP ID Client ID to 9212993399
Example for NSDL: MYEPWD <SPACE> IN12345612345678
Example for CDSL: MYEPWD <SPACE> 1402345612345678
 - 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 two working days from the conclusion of the meeting. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.

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EXPLANATORY STATEMENT ANNEXED TO THE NOTICE AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013.**ITEM NO 3**

The Board of Directors on the recommendation of Nomination and Remuneration Committee, approved the appointment of Mr Vikram Taranath Hosangady (DIN: 09757469) as Non-Executive Non-Independent Director of the Company in the casual vacancy caused by the resignation of Dr Amarnath Ananthanarayanan Non-Executive Non-Independent Director, at its meeting held on May 16, 2023 subject to the approval of shareholders of the Company.

The Company has received notice from a member under Section 160 of the Companies Act, 2013 proposing the appointment of Mr Vikram Taranath Hosangady as Non-Executive Non-Independent Director of the Company liable to retire by rotation. Pursuant to the provisions of Sections 152, 160, 161 and other applicable provisions of the Companies Act, 2013 approval of shareholders of the Company is required for the appointment Mr Vikram Taranath Hosangady as Non-Executive Non-Independent Director, liable to retire by rotation.

Mr. Vikram Taranath Hosangady, 49 years, holds a membership of the Institute of Chartered Accountants of India, the Institute of Cost Accountants of India and commerce degree from Loyola College, Chennai. He has been a seasoned business leader and finance professional with over 25 years of experience in being a strategic partner to several large Indian and global corporations alike. He has also assisted several private equity funds in their investment life cycle.

He is also on the Board of Directors of MRF Limited and Rane (Madras) Limited (Both Companies have Listed their shares in National Stock Exchange of India Limited and BSE Limited)

Mr Vikram Taranath Hosangady worked with KPMG India and Global in various positions from 2005 to 2022. He was part of the KPMG India Leadership Team between 2017 and 2021. Prior to KPMG, he has also worked with EY and Arthur Andersen.

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

Details of Directors pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meeting is enclosed.

Interest of Directors

None of the other Directors / Key Managerial Personnel of the Company is interested in the resolution set out in the Notice. Mr Vikram Taranath Hosangady does not hold any share in the Company and is not related to any other director or key managerial personnel of the Company.

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 2023-24.

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 as considered and approved by the Board of Directors at its meeting held on May 16, 2023 for the Financial Year 2023-24.

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

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 consent letter dated April 27, 2023 received from N Sivashankaran & Co is available for inspection by the members upto the date of the Annual General Meeting.

NOTICE (Contd.)

Particulars of the Directors seeking appointment /re-appointment at this Annual General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meeting.**Appointment:**

Name	Vikram Taranath Hosangady
DIN	09757469
Date of Birth	03-09-1973
Age	49
Qualifications	Chartered Accountant & Cost and Management Accountant
Date of appointment/ Re-appointment by the shareholders	Proposed to be appointed in the Annual General Meeting to be held on August 11, 2023
Date of first appointment on the Board	May 16, 2023
Expertise in specific functional areas	Strategic partner to global PEs and corporations
Terms & conditions of appointment or reappointment along with details of remuneration sought to be paid and the remuneration last drawn.	Appointment as a Non-executive Non-Independent Director liable to retire by rotation. No remuneration is proposed to be paid to him other than sitting fees and reimbursement of travel expenses for attending the Board and Committee Meetings.
Directorship held in other Boards	1. MRF limited 2. Rane (Madras) Limited
Membership / Chairmanship of Committees in other Boards	Nil
Listed entities from which he has resigned in the past three years	Nil
Number of shares held in the Company, including shareholding as a beneficial owner	Nil
Disclosure of relationship	Not related to any director, Manager or Key Managerial Personnel of the Company
Number of Board Meetings attended during the year	2023-24: 1 out of 1 Meeting (as on May 16, 2023)

Re-appointment of Mr Chandran Ratnaswami:

Name	Chandran Ratnaswami
DIN	00109215
Date of Birth	11-05-1949
Age	74
Qualifications	B. Tech (Civil Engineering), IIT, Madras MBA from University of Toronto
Date of appointment/ Re-appointment by the shareholders	02-08-2021
Date of first appointment on the Board	26-04-2021
Expertise in specific functional areas	Leadership, Finance, Business Strategy & Development, Economics & Global Business.
Terms & conditions of appointment or reappointment along with details of remuneration sought to be paid and the remuneration last drawn.	Re-appointment as a Non-executive Non-Independent Director liable to retire by rotation. No remuneration is proposed to be paid to him.

NOTICE (Contd.)

Directorship held in other Boards	<ol style="list-style-type: none"> 1. Thomas Cook (India) Limited 2. IIFL Finance Limited (Formerly known as IIFL Holdings Limited) 3. Qess Corp Limited 4. Bangalore International Airport Limited 5. Sanmar Engineering Services Limited 6. Go Digit General Insurance Limited 7. National Commodities Management Services Limited 8. Fairbridge Capital Private Limited 9. Go Digit Infoworks Services Private Limited
Membership / Chairmanship of Committees in other Boards	<p>Thomas Cook (India) Limited</p> <p style="padding-left: 20px;">Audit Committee- Member</p> <p style="padding-left: 20px;">Nomination and Remuneration Committee- Member</p> <p>National Commodities Management Services Limited</p> <p style="padding-left: 20px;">Nomination and Remuneration Committee- Chairman</p> <p>Go Digit General Insurance Limited</p> <p style="padding-left: 20px;">Audit Committee - Member</p> <p style="padding-left: 20px;">Risk Management Committee -Chairman</p> <p style="padding-left: 20px;">CSR Committee Member - Member</p> <p style="padding-left: 20px;">Nomination and Remuneration Committee- Member</p> <p style="padding-left: 20px;">Investment Committee-Chairman</p> <p style="padding-left: 20px;">Share Allotment Committee - Member</p> <p style="padding-left: 20px;">Policyholder Protection Committee - Chairman</p> <p>Qess Corp Limited</p> <p style="padding-left: 20px;">Audit Committee - Member</p> <p style="padding-left: 20px;">Nomination and Remuneration Committee - Member</p> <p>Go Digit Infoworks Services Private Limited</p> <p style="padding-left: 20px;">CSR Committee - Member</p>
Listed entities from which he has resigned in the past three years	Nil
Number of shares held in the Company, including shareholding as a beneficial owner	Nil
Disclosure of relationship	Not related to any director, Manager or Key Managerial Personnel of the Company
Number of Board Meetings attended during the year	<p>2021-22: 5 out of 6 Meetings</p> <p>2022-23: 3 out of 5 Meetings</p> <p>2023-24: 1 out of 1 Meeting</p> <p>(as on May 16, 2023)</p>