

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 FORTIETH ANNUAL GENERAL MEETING

Notice is hereby given that the Fortieth Annual General Meeting of the members of Chemplast Sanmar Limited will be held on Thursday, the August 08, 2024 at 3.00 PM (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) at 9, Cathedral Road, Chennai 600 086 to transact the following businesses:

ORDINARY BUSINESS

- To receive, consider and adopt:
 - the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Auditors thereon and Board of Directors.
 - the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024 together with the Report of Auditors thereon.
- To appoint a Director in place of Mr Vijay Sankar (DIN: 00007875) Director, who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS

- To consider and pass, the following resolution as an **Ordinary Resolution:**

RESOLVED THAT pursuant to the provisions of Sections 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 20, 2024 Mr Sumit Maheshwari (DIN: 06920646) 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 retirement of Mr Chandran Ratnaswami (DIN: 00109215).

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.

- 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 Lakhs 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 20, 2024 for carrying out Cost Audit of the Company for the Financial Year 2024-25, be and is hereby approved and that the Board of Directors be and are hereby authorised to take all such action as may be required in this regard.

- To consider and pass, the following resolution as an **Ordinary Resolution:**

RESOLVED THAT in supersession of the resolutions passed earlier in this regard, and subject to the provisions of Sections 149,197 and 198 and other applicable provisions of the Companies Act, 2013 ('the Act') (including any statutory modification or re-enactment thereof for the time being in force), 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 payment of commission at the rate not exceeding 1% (one per cent) of the net profits of the Company or remuneration in the event of loss or inadequacy of profits in any financial year in accordance with Schedule V to the Act, subject to a maximum of ₹ 1,00,00,000 (Rupees One Crore only) every year, in aggregate, to all the Independent Directors

NOTICE (Contd.)

(apart from sitting fees and expenses incurred for attending the meetings of the Board and / or the Committee(s) thereof), and that such commission or remuneration be paid to and distributed amongst all the Independent Directors of the Company in such manner and proportion as may be recommended by the Nomination and Remuneration Committee to the Board of Directors and approved by the Board of Directors of the Company for a period of three (3) years commencing from and effective from the Financial Year 2023-24.

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

6. To consider and pass, the following resolution as a **Special Resolution:**

RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c), 71, 179 and other applicable provisions, if any, of the Companies Act, 2013, as amended, ("**Companies Act**"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other rules and regulations framed thereunder (including any amendments, statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendment, modification, variation or re-enactment thereof) ("**ICDR Regulations**") and in accordance with the provisions of the Memorandum and Articles of Association of the Company), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**Listing Regulations**"), to the extent applicable, the listing agreement(s) entered into by the Company with the stock exchanges on which the equity shares having face value of ₹ 5 each of the Company ("**Equity Shares**") are listed, the provisions of the Foreign Exchange Management Act, 1999, including any amendments, statutory modification(s) and/or re-enactment thereof ("**FEMA**"), as amended, the current Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India ("**GOI**") the Issue of Foreign Currency Convertible Bonds and Ordinary Shares through

(Depository Receipt Mechanism) Scheme, 1993, as amended ("**FCCB Scheme**") and all other applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable, as amended from time to time, issued by GOI, Ministry of Corporate Affairs ("**MCA**"), the Reserve Bank of India ("**RBI**"), BSE Limited and National Stock Exchange of India Limited (collectively "**Stock Exchanges**"), the Securities and Exchange Board of India ("**SEBI**"), the Registrar of Companies and/ or any other regulatory/ statutory authorities, in India or abroad from time to time, to the extent applicable and subject to such approvals, permits, consents and sanctions, if any, of any regulatory/ statutory authorities and guidelines and clarifications issued thereon from time to time and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any committee thereof which the Board may have duly constituted or may hereinafter constitute to exercise its powers including the powers conferred by this Resolution), the consent, authority and approval of the members be and is hereby accorded to create, offer, issue and allot (including with provisions for reservations on firm and/ or competitive basis, for such part of issue and for such categories of persons as may be permitted by applicable law) with or without green shoe option, such number of Equity Shares, and/or Foreign Currency Convertible Bonds ("**FCCBs**") and/or other securities convertible into Equity Shares (including warrants, or otherwise), fully convertible debentures, partly convertible debentures, or convertible preference shares or any security convertible into Equity Shares (hereinafter referred to as "Securities"), or any combination thereof, in accordance with applicable law, in one or more tranches, whether rupee denominated or denominated in foreign currency in the course of domestic and / or international offering(s) in one or more foreign markets, in terms of the applicable regulations and as permitted under the applicable laws, in such manner in consultation with the lead managers / book running lead manager(s) and/or other advisor(s) or otherwise, for an aggregate amount not exceeding ₹ 1,000 Crores (Rupees one thousand Crores only) or an equivalent amount thereof (inclusive of such premium as may be fixed on such Securities) at such price or prices as may be permissible under applicable law by way of preferential allotment or rights issue or private

NOTICE (Contd.)

placement, including a qualified institutions placement of any of the Securities ("QIP") in accordance with the provisions of Chapter VI of the ICDR Regulations and other applicable laws, or through any other permissible mode and/or combination thereof as may be considered appropriate under applicable law, to such investors that may be permitted to invest in such issuance of Securities, including eligible qualified institutional buyers ("QIBs") (as defined in the ICDR Regulations), foreign/resident investors (whether institutions, incorporated bodies, mutual funds or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign portfolio investors, qualified foreign investors and/or multilateral financial institutions, mutual funds, insurance companies, banks, pension funds and/or any other categories of investors as may be permissible under applicable laws, whether or not such investors are members of the Company, to all or any of them, jointly or severally through an offer/placement document and/or other letter or circular ("**Offering Circular**") as may be deemed appropriate, in the sole discretion by the Board in such manner and on terms and conditions, including the terms of the issuance, security, fixing of record date, and at such price, whether at prevailing market price(s) or at a premium or discount to market price as may be permitted under applicable law and/or as may be permitted by the relevant regulatory / statutory authority, with authority to retain oversubscription up to such percentage as may be permitted under applicable regulations, in such manner and on such terms as may be deemed appropriate by the Board at its absolute discretion (the "**Issue**") at the time of such issue and allotment considering the prevailing market conditions and other relevant factors in consultation with the lead managers/book running lead manager(s) and/or underwriter(s) and/or other advisor(s) to be appointed by the Company for such issue and without requiring any further approval or consent from the shareholders.

RESOLVED FURTHER THAT pursuant to the above-mentioned resolutions:

- (a) the Securities proposed to be issued, offered and allotted shall be fully paid up and dematerialised and shall be subject to the provisions of the Memorandum and Articles of Association of the Company, the Companies Act and other applicable laws;

- (b) the Equity Shares that may be issued by the Company shall rank pari passu with the existing Equity Shares of the Company in all respects including entitlement to dividend and voting rights, if any, from the date of allotment thereof, be subject to the requirements of all applicable laws;
- (c) the number and/or price of the Equity Shares to be issued on conversion of Securities convertible into Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division, reclassification of equity shares into other securities, issue of equity shares by way of capitalisation of profits or reserves or any such capital or corporate reorganisation or restructuring; and
- (d) a minimum of 10% of the Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs, in accordance with the ICDR Regulations.

RESOLVED FURTHER THAT in the event the proposed issuance of Securities is undertaken by way of a QIP in terms of Chapter VI of the ICDR Regulations (hereinafter referred to as "Eligible Securities" within the meaning of the ICDR Regulations), the allotment of Eligible Securities (or any combination of Securities as may be decided by the Board) shall only be to QIBs as defined in the ICDR Regulations and shall be completed within a period of 365 days from the date of passing of this special resolution by the shareholders of the Company or such other time as may be allowed under the ICDR Regulations from time to time.

RESOLVED FURTHER THAT subject to applicable law, in the event that Equity Shares are issued through a QIP in terms of Chapter VI of the ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board or any other committee duly authorised by the Board decides to open the QIP of Equity Shares as eligible securities, in accordance with applicable laws, rules, regulations and guidelines in relation to the proposed issue of Equity Shares, and in case Securities are eligible convertible securities, then either the date of the meeting in which the Board or any other committee duly authorised by the Board decides to

NOTICE (Contd.)

open the proposed issue or the date on which holders of Securities become eligible to apply for Equity Shares, as may be determined by the Board or duly authorised Committee or such date as may be permitted under ICDR Regulations, as amended.

RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as FCCBs, the relevant date for the purpose of pricing the Securities shall be determined in accordance with FCCB Scheme (including any amendments thereto or re-enactment thereof, for the time being in force) or in accordance with any other applicable laws, guidelines or regulations issued by a statutory, governmental or regulatory body, as the case may be.

RESOLVED FURTHER THAT the Securities shall not be eligible to be sold by the allottee for a period of one year from the date of allotment, except on a recognised stock exchange, or such other time except as may be allowed under the ICDR Regulations from time to time and no single allottee shall be allotted more than fifty per cent of the issue size and the minimum number of allottees shall be as per the ICDR Regulations and that the tenure of convertible or exchangeable Securities issued shall not exceed sixty months from the date of allotment;

RESOLVED FURTHER THAT in the event the proposed issuance of Securities is undertaken by way of a QIP in terms of Chapter VI of the ICDR Regulations, any issue of such Securities shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the ICDR Regulations ("**QIP Floor Price**") and that the Board may, at its absolute discretion and in consultation with the lead managers / book running lead managers, also offer a discount of not more than 5% (five per cent) or such other percentage as may be permitted under applicable law to the QIP Floor Price.

RESOLVED FURTHER THAT the Board shall have the authority to decide, such price or prices in such manner and where necessary, in consultation with the lead managers and/or underwriters and/or other advisors or otherwise on such terms and conditions as the Board may, in its absolute discretion, decide in terms of ICDR Regulations, and all other applicable laws, regulations and guidelines, whether or not such investor(s) are existing members of the Company, at a price not less than the price as determined in accordance with relevant provisions of the ICDR Regulations or other applicable laws.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Securities or Equity Shares on conversion of Securities, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Securities or Equity Shares as the case may be, on one or more Stock Exchanges in India or outside India.

RESOLVED FURTHER THAT the issue to the holders of Securities, which are convertible into or exchangeable with the Equity Shares at a later date, will be, inter alia, subject to the following terms and conditions:

- (a) In the event the Company is making a bonus issue by way of capitalisation of its profits or reserves prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted will stand augmented in the same proportion in which the Equity Share capital increases as a consequence of such bonus issue and the premium, if any, will stand reduced pro rata;
- (b) In the event the Company is making a rights offer by the issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares will stand increased in the same proportion as that of the rights offer, and such additional Equity Shares will be offered to the holders of the Securities at the same price at which the same are offered to the existing shareholders; and
- (c) In the event of a merger, amalgamation, takeover or any other reorganisation or restructuring or any such corporate action, the number of Equity Shares, the price and the time period as aforesaid will be suitably adjusted;

RESOLVED FURTHER THAT the Board shall have the authority and power to accept any modification in the proposal as may be required or imposed by SEBI/ Stock Exchanges where the shares of the Company are listed or such other appropriate authorities at the time of according/granting their approvals to issue, allotment and listing thereof and as agreed to by the Board.

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and

NOTICE (Contd.)

attributes or any terms or combination of terms in accordance with domestic and international practices to provide for the tradability and free transferability thereof as per applicable law and prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, interest, additional interest, premium on redemption, prepayment and any other debt service payments whatsoever including terms for issue of additional Equity Shares or variation of the conversion price or period of conversion of Securities into Equity Shares during the duration of the Securities and the Board be and is hereby authorised in its absolute discretion, in such manner as it may deem fit, to dispose of such of the Securities that are not subscribed in accordance with applicable law.

RESOLVED FURTHER THAT for the purpose of giving effect to the Issue, the Board be and is hereby authorised, on behalf of the Company, to take all actions and do all such acts, deeds, actions and sign such documents as may be required in furtherance of, or in relation to, or ancillary to, the Issue, including the finalisation and approval of the draft as well as final offer document(s), and any addenda or corrigenda thereto, as applicable, with any applicable regulatory authorities or agencies, as may be required, determining the form and manner of the Issue, identification and class of the investors to whom the Securities are to be offered, utilisation of the issue proceeds and if the issue size exceeds ₹ 100 Crores, the Board must make arrangements for the use of proceeds of the issue to be monitored by a credit rating agency registered with SEBI, in accordance with ICDR Regulations, authorising any Director(s) or Officer(s) of the Company to sign offer documents, execute any necessary documents, agreements, forms, deeds, appointment of intermediaries, open and close the period of subscription of the Issue, determine the issue price, premium amount on issue/ conversion of the Securities, if any, rate of interest and all other terms and conditions of the Securities, signing of declarations, file any necessary forms with regulatory authorities and allot the Securities and to amend, vary or modify any of the above as the Board may consider necessary, desirable or expedient, and to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Issue and resolve and settle or give instructions or directions for settling all questions or difficulties that may arise in regard to such Issue without being required to seek any further consent or approval of the members or otherwise to the end and

intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution and that all actions taken by the Board or any committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of these resolutions be and are hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint/ engage book running lead manager(s), underwriters, intermediaries, depositories, custodians, registrars, bankers, lawyers, advisors, credit rating agencies, debenture trustees, guarantors, stabilising agents, escrow agents, and all such persons/agencies as are or may be required to be appointed, involved or concerned in such Issue and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies and to seek the listing of such eligible securities issued on the Stock Exchanges where the Equity Shares of the Company are listed.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board, in consultation with the lead managers/book running lead managers, underwriters, advisors and/or other persons as appointed by the Company, be and is hereby authorised to determine the form and terms of the Issue, including the class of investors to whom the eligible securities are to be allotted, number of eligible securities to be allotted in each tranche, issue price (including premium, if any), face value, premium amount on issue, number of eligible securities, the price, premium or discount on issue, book closure and related or incidental matters, listing on one or more stock exchanges in India and/or abroad, as the Board in its absolute discretion deems fit.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution and any issue, offer and allotment of Securities, the Board be and is hereby authorised to take all such actions, give such directions and to do all such acts, deeds, things and matters connected therewith, as it may, in its absolute discretion deem necessary, desirable or incidental thereto including without limitation to the determination of terms and conditions for issuance of Securities including the number of Securities that may be offered in domestic and / or international markets and proportion thereof, timing for issuance

NOTICE (Contd.)

of such Securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, the entering into and executing arrangements / agreements for managing, marketing, listing, trading of securities, appointment of merchant banker(s), advisor(s), registrar(s), Depository(ies), and any other advisors, professionals, intermediaries and all such agencies as may be involved or concerned in such offerings of securities and to issue and sign all deeds, documents, instruments and writings and to pay any fees, commission, costs, charges and other outgoings in relation thereto and to settle all questions whether in India or abroad, for the issue and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalise, approve and issue any document(s), including but not limited to Offering Circular and / or placement document, documents and agreements including conducting all requisite filings with GOI, RBI, SEBI, Stock Exchanges, if required and any other relevant authority in India or outside, and to give such directions that may be necessary in regard to or in connection with any such issue, offer and allotment of securities and utilisation of the issue proceeds, as it may, in its absolute discretion, deem fit, without being required to seek any further consent or approval of the members or otherwise, to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, and accordingly any such action, decision or direction of the Board shall be binding on all the members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate (to the extent permitted by law) all or any of the powers herein conferred by this resolution herein to any committee of directors or any director(s) or officer(s) of the Company, in such manner as they may deem fit in their absolute discretion with the power to take such steps and to do all such acts, deeds, matters and things as they may consider necessary, desirable or expedient and deem fit and proper for the purposes of the Issue and settle any questions or difficulties that may arise in this regard to the Issue.

By Order of the Board
For Chemplast Sanmar Limited
M Raman

Place: Chennai
Date: June 24, 2024

Company Secretary & Compliance Officer
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, 10/2022, 11/2022 and 09/2023 dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022, December 28, 2022 and September 25, 2023 respectively, ("MCA Circular") and Securities and Exchange Board of India ("SEBI") issued Circular No SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 ("SEBI Circular") allowing, inter-alia, conduct of AGMs through Video Conferencing/ Other Audio-Visual Means ("VC/ OAVM") facility upto September 30, 2024, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2020 dated May 05, 2020. In compliance with these Circulars, provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 40th 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 40th 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 40th 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 40th AGM of the Company through VC/ OAVM mode and vote electronically. Corporate members/Institutional investors 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

NOTICE (Contd.)

- through VC / OAVM on its behalf pursuant to Section 113 of the Act. The said Resolution/Authorisation shall be sent to the Scrutiniser 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 to 6 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 Directors seeking re-appointment/ appointment, at the AGM are furnished in the annexure to this notice. The Director has furnished the requisite consent/ declaration for their re-appointment/ 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 08, 2024. 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 Chairperson 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 B Ravi & Associates, as the Scrutiniser for conducting e-voting process in a fair and transparent manner.
 11. In line with the Ministry of Corporate Affairs (MCA) Circular No. 09/2023 dated September 25, 2023 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 07, 2023, the Annual Report 2023-24 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 website 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.

NOTICE (Contd.)

Members holding shares in demat, 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 inward.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 09, 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. pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 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 Monday, August 05, 2024 (9.00 AM IST) and ends on Wednesday, August 07, 2024 (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. Thursday, August 01, 2024.
- 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."

NOTICE (Contd.)

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:

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.nsdl.comII. 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.nsdl.comII. Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspIII. Proceed with completing the required fields.IV. Follow steps given in point No. 1 above3. Alternatively by directly accessing the e-Voting website of NSDL<ol style="list-style-type: none">I. Open URL: https://www.evoting.nsdl.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. |

NOTICE (Contd.)

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with CDSL | <p>1. Existing user who have opted for Easi / Easiest</p> <ol style="list-style-type: none"> I. Visit URL: https://web.cdslindia.com/myeasinew/home/login/ or Website: www.cdslindia.com II. Click on the "Login" icon applicable when using the Website: www.cdslindia.com III. and opt for "My Easi New (Token)" IV. Login with your registered user ID and password. V. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFIN e-Voting portal. VI. Click on e-Voting service provider name to cast your vote. <p>2. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> I. Option to register is available at https://web.cdslindia.com/myeasinew/Registration/EasiRegistration/ II. Proceed with completing the registration. III. Follow the steps given in point No. 1 above <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <ol style="list-style-type: none"> I. Visit Website: www.cdslindia.com II. Click on the "E Voting" icon III. Provide your demat Account Number and PAN No. IV. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. V. 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 | <ol style="list-style-type: none"> 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 |
| Securities held with CDSL | Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33 |

NOTICE (Contd.)

Details on Step 2 are mentioned below:

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., '8117-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 demat accounts shall choose the voting process separately for each 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 Scrutiniser 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 einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address,

NOTICE (Contd.)

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:

INSTRUCTIONS FOR ALL THE SHAREHOLDERS FOR ATTENDING THE AGM OF THE COMPANY THROUGH VC/ OAVM AND E-VOTING DURING THE MEETING.

- i. Members 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 though 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 01, 2024 9.00 AM (IST) to August 4, 2024 5.00 PM (IST).. 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 01, 2024 9.00 AM (IST) to August 4, 2024 5.00 PM (IST).
- 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 01, 2024, 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.

NOTICE (Contd.)

- 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 Scrutiniser's Report, shall also be placed on the website of the Company.

NOTICE (Contd.)

EXPLANATORY STATEMENT ANNEXED TO THE NOTICE AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013.

Item No.3

The Board of Directors at its meeting held on May 20, 2024, on the recommendation of Nomination and Remuneration Committee, approved the appointment of Mr Sumit Maheshwari (DIN: 06920646) as Non-Executive Non-Independent Director of the Company, subject to the approval of members of the Company, in the casual vacancy caused by the retirement of Mr Chandran Ratnaswami, Non-Executive Non-Independent Director.

The Company has received notice from a member under Section 160 of the Companies Act, 2013 proposing the appointment of Mr Sumit Maheshwari 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 members of the Company is required for the appointment Mr Sumit Maheshwari as Non-Executive Non-Independent Director, liable to retire by rotation.

Mr Sumit Maheshwari, 41 years, a Chartered Accountant and has completed the Post Graduate Programme in Management from the Indian School of Business, Hyderabad, and holds Bachelors of Commerce and Masters of Commerce degrees from the University of Mumbai.

Mr Sumit Maheshwari joined Fairbridge Capital in 2011 and has been the Managing Director of Fairbridge Capital since May 2018.

Prior to joining Fairbridge Capital, Mr Sumit Maheshwari worked with KPMG in India and in UK in their audit and accounting advisory functions.

Mr Sumit Maheshwari is on the Board of Directors of listed companies viz., Thomas Cook (India) Limited, CSB Bank Limited and on the Board of other companies detailed in the annexure.

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

Interest of Directors

None of the other Directors and Key Managerial Personnel of the Company and/or their relatives is deemed to be concerned or interested in the resolution set out in the Notice. Mr Sumit Maheshwari does not hold any shares in the Company and is not related to any other director or key managerial personnel of the Company.

Details of Directors i.e., Mr Vijay Sankar and Mr Sumit Maheshwari, pursuant to Regulation 36(3) of SEBI (Listing obligations and Disclosure requirements) Regulations, 2015 and Secretarial Standard-2 on General Meeting are enclosed.

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 2024-25.

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 Lakhs 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 20, 2024 for the Financial Year 2024-25.

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 May 03, 2024 received from N Sivashankaran & Co is available for inspection to the members upto the date of the Annual General Meeting.

Item No.5

The Members of the Company had, at their meeting held on June 24, 2022 approved payment of annual commission at the rate not exceeding 1% (one percent) 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 Lakhs only) to all the Independent Directors put together (apart from sitting fees and expenses incurred for attending the meetings of the Board or the Committee(s) thereof) for a period of five (5) years commencing from the Financial year 2021-22 in such proportion and manner as may be recommended by the Nomination and Remuneration Committee to the Board of Directors of the Company. During the financial year 2023-24, the Company has incurred loss and hence the Company cannot pay commission to the Independent Directors.

The Company's Independent Directors are experienced professionals with high level of expertise and have rich and relevant experience in functional areas including Business strategy and development, Corporate Governance, financial,

NOTICE (Contd.)

commercial and General management. Independent Directors have been making invaluable contributions towards the Company's business plan, strategy, growth, monitoring of risk management and compliances and in the process, commit greater time, attention and provide higher level of oversight.

In view of the above, in modification of existing approval, for a period of 3 (three) financial years commencing from and effective from the financial year 2023-24, it is proposed to pay (i) commission at the rate not exceeding 1% (one per cent) of the net profits of the Company or (ii) remuneration in the event of loss or inadequacy of profits in any financial year, in accordance with Schedule V to the Act. This payment, every year, will be further subject to a maximum of ₹ 1,00,00,000/- (Rupees One Crore only), in aggregate, to all the Independent Directors put together.

As per the provisions of section 149 (9) of the Companies Act, 2013 read with Schedule V thereto ("Act"), in the event of loss or inadequate profits in any financial year, the Company may pay remuneration to Independent Directors based on its effective capital as defined in the Act.

As recommended by the Nomination and Remuneration Committee, the Board of Directors at their meeting held on June 24, 2024, approved the said proposal and recommended to the members, in supersession of the resolutions passed earlier in this regard, for payment of commission or remuneration to Independent Directors as set out in resolution under item No. 5 of the Notice.

The abovementioned Commission or Remuneration will be paid to the Independent Directors, in such manner and proportion, as may be recommended by the Nomination and Remuneration Committee to the Board of Directors and approval of the Board of Directors 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 or remuneration.

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

Statement in terms of section II of Part II of schedule V of the Companies Act, 2013 is given below.

STATEMENT IN TERMS OF SECTION II OF PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013

I. GENERAL INFORMATION

1. Nature of Industry:

The Company is engaged in the manufacture and sale of speciality paste PVC resin, Custom Manufactured chemicals, Chloromethanes, Caustic Soda and hydrogen peroxide.

2. Date or expected date of commencement of commercial production:

The Company/ its predecessors have been in business for over 50 years.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not applicable, as the Company is an existing Company.

4. Financial performance based on given indicators:

| | (₹ in Crores) | | |
|--|----------------|----------------|----------------|
| Particulars | 2023-24 | 2022-23 | 2021-22 |
| Gross Revenue | 1,655.58 | 2,196.67 | 2,012.15 |
| Profit before Interest, Depreciation and Tax | (16.74) | 281.73 | 660.20 |
| Profit after Tax | (103.87) | 145.57 | 379.48 |
| Rate of dividend (in ₹ Per share) | Nil | Nil | Nil |
| Earnings per share (in ₹) | (6.57) | 9.21 | 25.54 |

5. Foreign investments or collaborations, if any:

There is no direct foreign investment in the Company except to the extent shares held by Foreign Portfolio Investors (FPI) acquired through secondary market. There is no foreign collaboration in the Company.

II. INFORMATION ABOUT THE INDEPENDENT DIRECTORS

1. Background details, Recognition or awards

Mr Aditya Jain

Mr Aditya Jain (DIN: 00835144), 63 years has been associated as Independent Director of the Company since April 2021. He holds a bachelors' degree in mechanical engineering from Birla Institute of Technology, Ranchi University and masters' degree in business administration from Henley - The Management College, Brunel University. He is registered with the Independent Directors' Databank maintained by the Indian Institute of Corporate Affairs. He is the chairman and editorial director of International Market Assessment India Private Limited, an economic and business research Company, established in 1994. His expertise includes Finance, Business Strategy & Development, General Management, Human Resources, Economic Affairs and Corporate Governance. He is also an Independent Director of a listed entity i.e., Samhi Hotels Limited.

Mr Sanjay Vijay Bhandarkar

Mr Sanjay Vijay Bhandarkar (DIN: 01260274), 56 years has been associated as Independent Director of the Company since April 2021. He holds a bachelors' degree in commerce from University of Poona and has completed postgraduate diploma in management from XLRI Jamshedpur. He is registered with the Independent Directors' Databank maintained by the Indian Institute of Corporate Affairs. He is on the Board of various companies including The Tata Power Company Limited and HDFC Asset Management Company Limited. He has several years of experience in the corporate finance, advisory and investment banking sectors.

Mr Prasad Raghava Menon

Mr Prasad Raghava Menon (DIN: 00005078), 78 years has been associated as Independent Director of the Company since April 2021. He holds a bachelors' degree from Indian Institute of Technology, Kharagpur. He is registered with the Independent Directors' Databank maintained by the Indian Institute of Corporate Affairs. He has several years of experience in the chemical and power sector. Previously, he was the managing director of TATA Power Company Limited and TATA Chemicals Limited. He has also received a certificate of appreciation from Indian Institute of Technology, Kharagpur for his contribution

to the founding batch endowment of Indian Institute of Technology, Kharagpur. His expertise includes Business Strategy & Development and Finance including taxation, General Management, Human Resources and Corporate Governance. He is also holding Independent Directorship in listed entities i.e., Neuland Laboratories Ltd and Data Patterns (India) Limited.

Dr (Mrs) Lakshmi Vijayakumar

Dr (Mrs) Lakshmi Vijayakumar (DIN: 09115998), 69 years has been associated as Independent Director of the Company since April 2021. She holds a Bachelors' degree in medicine, Bachelor of surgery from the Madras University and a post graduate diploma in psychological medicine from Thanjavur Medical College, University of Madras. She holds a degree of Doctor of philosophy (psychiatry of suicide) from the Tamil Nadu Dr. M.G.R. Medical University, Chennai. She is registered as a medical practitioner with the Tamil Nadu Medical Council. She has been conferred the Honorary Fellowship of the Royal College of Psychiatrists and of the Collegium Regium Medicorum Edinburgense. She is registered with the Independent Directors' Databank maintained by the Indian Institute of Corporate Affairs. She has several years of experience in the medical sector. She is the founder of SNEHA, an NGO in Chennai and is an honorary associate professor in the University of Melbourne. Dr (Mrs) Lakshmi Vijayakumar is a recipient of Ringel Service award by International Association for suicide prevention – IASP and she has received numerous awards in India such as For the Sake of Honour, Bharathi Virudu, Women Doctor of the year etc. Her expertise includes General Management, Human Resources and Corporate Governance.

2. Past remuneration:

Commission paid to the Independent Directors for the financial years 2021-22 and 2022-23 as under;

| Year | Payment of Commission to Independent Directors (₹ in Lakhs) | | | |
|---------|---|----------------------------|-------------------------|------------------------------|
| | Mr Aditya Jain | Mr Sanjay Vijay Bhandarkar | Mr Prasad Raghava Menon | Dr (Mrs) Lakshmi Vijayakumar |
| 2021-22 | 10.00 | 10.00 | 10.00 | 10.00 |
| 2022-23 | 8.00 | 8.00 | 8.00 | 8.00 |

3. Job profile and their suitability

The Company's Independent Directors are experienced professionals with high level of expertise

NOTICE (Contd.)

and have rich and relevant experience in functional areas including Business strategy and development, Corporate Governance, financial, commercial and General management. Independent Directors have been making invaluable contributions towards the Company's business plan, strategy, growth, monitoring of risk management and compliances and in the process, commit greater time, attention and provide higher level of oversight.

4. Remuneration proposed:

For a period of three (3) years commencing from and effective from the Financial Year 2023-24, it is proposed to pay commission at the rate not exceeding 1% (one per cent) of the net profits of the Company or remuneration in accordance with schedule V to the Act in the event of loss or inadequacy of profits in any financial year, subject to a maximum of ₹ 1,00,00,000/- (Rupees One Crore only) per annum to all the Independent Directors put together (apart from sitting fees and expenses incurred for attending the meetings of the Board and / or the Committee(s) thereof) and that the same be paid to and distributed amongst all the Independent Directors of the Company in such manner and proportion as may be recommended by the Nomination and Remuneration Committee to the Board of Directors and approved by the Board of Directors of the Company.

5. Comparative remuneration profile with respect to the industry, size of the Company, profile of the position and person:

The commission or remuneration proposed to be paid to Independent Directors is not out of tune with the remuneration in similar sized industries in same segment of business.

6. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

Other than the Commission/remuneration stated above, the Independent Directors have no other pecuniary relationship directly or indirectly with the Company or relationship with the Managerial Personnel.

III. OTHER INFORMATION

1. Reasons for loss or inadequate profits.

The drop in revenue and profits was mainly due to a steep drop in prices across all products of the Company during the financial year 2023-24, due

to large-scale dumping of product from China and other countries.

2. Steps taken or proposed to be taken for improvement & Expected increase in productivity and profits in measurable terms

The Company expects an improvement in the financial situation during the financial year 2024-25, given an uptick in business conditions, coupled with expected regulatory action to prevent dumping. Further, additional volumes from new capacities commissioned towards the end of 2023-24 and expected to be commissioned in 2024-25, are expected to contribute to improved performance of the Company.

Item No.6

Considering the growth opportunities in its existing operations more particularly in Custom Manufactured Chemicals business, the Company is evaluating addition of further capacities by implementing expansion projects. Towards this and for other purposes set out hereunder, the Company proposes to raise resources by issue of capital. Accordingly, our Company intends to undertake a capital raise by way of preferential allotment or rights issue or private placement, including a qualified institutions placement of any of the Securities ("QIP") in accordance with the provisions of Chapter VI of the ICDR Regulations and other applicable laws, or through any other permissible mode and/or combination thereof as may be considered appropriate under applicable law to eligible investors through an issuance of equity shares or other eligible securities for an aggregate amount not exceeding ₹ 1,000 Crores (Rupees one thousand Crores) or an equivalent amount thereof (inclusive of such premium as may be fixed on such Securities) in accordance with applicable laws and use the proceeds from the Issue, towards inter alia, the said expansion projects, various other capital expenditure, pre-payment and / or repayment of debts, working capital requirements, general corporate purposes and such other purpose(s) as may be permissible under applicable laws.

Accordingly, as approved by the Board of Directors of the Company ("Board") at their meeting held on June 24, 2024 and in order to fulfil the aforesaid objects of the Company, it is proposed to have an enabling approval from the shareholders of the Company for raising funds by way of issuance of such number of Equity Shares, and/ or Equity Shares through Foreign Currency Convertible Bonds ("FCCBs") and/ or other securities convertible into Equity Shares (including warrants, or otherwise), fully convertible debentures, partly convertible debentures, or

NOTICE (Contd.)

convertible preference shares or any security convertible into Equity Shares as stated in the Resolution (all of which are hereinafter collectively referred to as "Securities") or any combination thereof, in accordance with applicable law, in one or more tranches, whether Rupee denominated or denominated in foreign currency, in the course of domestic and/or international offering(s) in one or more foreign markets, in terms of the applicable regulations and as permitted under the applicable laws, in such manner in consultation with the lead managers/book running lead manager(s) and/or other advisor(s) or otherwise, for an aggregate amount not exceeding ₹ 1,000 Crores (Rupees One thousand Crores only) or an equivalent amount thereof (inclusive of such premium as may be fixed on such Securities. The issue of Securities may be at such price, whether at prevailing market price(s) or at a premium or discount to market price as may be permitted under applicable law and to such classes of investors as the Board (including any duly authorised committee thereof) may in its absolute discretion decide, having due regard to the prevailing market conditions and any other relevant factors and wherever necessary, in consultation with lead managers / book running lead manager(s) and other agencies that may be appointed by the Company, subject to the ICDR Regulations, Companies Act, 2013 and other applicable guidelines, notifications, rules and regulations.

The proposed issue of capital is subject to, inter alia, the applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications, as amended from time to time, issued by the Securities and Exchange Board of India, the BSE and National Stock Exchange ("Stock Exchanges"), Reserve Bank of India, Ministry of Corporate Affairs, Government of India, to the extent applicable, and any other approvals, permits, consents and sanctions of any regulatory/ statutory authorities and guidelines and clarifications issued thereon from time to time, as may be required in this regard domestically or internationally.

In case the Issue is made through a qualified institutions placement:

- (i) the allotment of Securities shall only be made to qualified institutional buyers ("QIBs") as defined under ICDR Regulations;
- (ii) the allotment of the Securities shall be completed within 365 days from the date of passing of the special resolution in accordance with the ICDR Regulations and applicable laws;
- (iii) a minimum of 10% of the Securities shall be allotted to mutual funds and if mutual funds do not subscribe

to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs;

- (iv) the floor price will be calculated as per the formula prescribed under the ICDR Regulations;
- (v) the "relevant date" for the purposes of pricing of the Securities to be issued and allotted in the proposed QIP shall be the date of the meeting in which the Board or a duly authorised committee decides to open the proposed QIP of equity shares as eligible securities; and in case eligible securities are eligible convertible securities, then either the date of the meeting in which the Board or a duly authorised committee of the Board decides to open the proposed issue or the date on which the holders of such eligible convertible securities become entitled to apply for the equity shares as provided under the ICDR Regulations;
- (vi) the equity shares of the same class, which are proposed to be allotted through qualified institutions placement or pursuant to conversion or exchange of eligible securities offered through qualified institutions placement, have been listed on a stock exchange for a period of at least one year prior to the date of issuance of notice to its shareholders for convening the meeting to pass the special resolution;
- (vii) no single allottee shall be allotted more than 50% of the QIP size and the minimum number of allottees shall be in accordance with the ICDR Regulations. It is clarified that qualified institutional buyers belonging to the same group or who are under same control shall be deemed to be a single allottee;
- (viii) the Securities to be offered and allotted shall be in dematerialised form and shall be allotted on fully paid up basis;
- (ix) the Securities allotted shall not be eligible for sale by the allottee for a period of one year from the date of allotment, except on a recognised stock exchange, or except as may be permitted from time to time;
- (x) the schedule of the QIP will be as determined by the Board or its duly authorised committee; and
- (xi) The Company shall not undertake any subsequent QIP until the expiry of two weeks from the date of the QIP to be undertaken pursuant to the special resolution passed at this meeting.

Further, Section 62(1)(c) of the Companies Act, 2013 provides, inter alia, that when it is proposed to increase the issued capital of a company by allotment of further equity

NOTICE (Contd.)

shares, such further equity shares shall be offered to the existing members of such company and to any persons other than the existing members of the Company by way of a special resolution. Since the special resolution proposed in the business of the notice may result in the issuance of Equity Shares of the Company to the existing members of the Company and to persons other than existing members of the Company, approval of the members of the Company is being sought pursuant to the provisions of Section 62(1) (c) and other applicable provisions of the Act as well as applicable rules notified by the Ministry of Corporate Affairs and in terms of the provisions of ICDR Regulations.

In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Companies Act, 2013 only after receipt of prior approval of its members by way of a Special Resolution. Consent of the members would therefore be necessary pursuant to the aforementioned provisions of the Companies Act, 2013 read with applicable provisions of the ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for issuance of Securities.

The Securities to be allotted would be listed on the Stock Exchanges. The offer/issue/allotment would be subject to the availability of the regulatory approvals, if any. The conversion of Securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap and relevant foreign exchange regulations, including Foreign Exchange Management Act, 1999,

including any amendments, statutory modification(s) and/or re-enactment(s) thereof ("**FEMA**"). As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Special Resolution as set out in Item No. 6 of this Notice seeks to confer upon the Board or the Committee duly authorised by the Board, in this regard, the sole and absolute discretion to determine the terms of the said issue of securities, including the exact price, proportion and timing of such issue, selection of investors to whom securities are proposed to be offered, issued and allotted, based on an analysis of the specific requirements, in accordance with applicable law. The detailed terms and conditions of such issue will be determined by the Board, or the Committee duly authorised by the Board, in this regard, considering the prevailing market conditions, practices and in accordance with applicable laws.

Interest of Directors

In terms of Section 102(1) of the Companies Act, 2013, none of the Directors and Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding, if any, in the Company.

The Board recommends the aforesaid resolution for the approval by the members as a special resolution.

NOTICE (Contd.)

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

Item No. 2

Re-appointment- Mr Vijay Sankar

| | |
|--|---|
| Name | Vijay Sankar |
| DIN | 00007875 |
| Date of Birth | 26-12-1972 |
| Age | 51 years |
| Qualifications | Chartered Accountant, Master's in Business Administration from the J L Kellogg Graduate School of Management, Northwestern University. |
| Date of appointment/ Re-appointment by the shareholders | August 2, 2021 |
| Date of first appointment on the Board | April 26, 2021 |
| Expertise in specific functional areas | Leadership, Business Strategy & Development, Commercial acumen, Finance, Sales and Marketing, Economics & Global Business, Corporate Governance and General Management & Human Resources |
| 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 and no remuneration was paid earlier during his appointment. |
| Directorship held in other Boards | 1. Oriental Hotels Limited 2. The KCP Ltd 3. Transport Corporation of India Ltd 4. TVS Motor Company Limited 5. Kaveri Retreats and Resorts Ltd 6. Sanmar Holdings Ltd 7. Sanmar Consolidations Pvt. Ltd 8. SCL Consultancy and Trading Pvt. Ltd 9. Barbourne Trading Pvt. Ltd 10. NS Family Investments Pvt. Ltd 11. Stargate Enterprises Pvt. Ltd 12. VS Trading and Consultancy Pvt. Ltd 13. C Sankar Trading and Consultancy Pvt. Ltd 14. M Sankar Trading and Consultancy Pvt Ltd |

NOTICE (Contd.)

| | |
|--|--|
| Membership / Chairmanship of Committees in other Companies | <p>Oriental Hotels Limited CSR Committee - Chairman Investment Committee – Chairman</p> <p>Transport Corporation of India Ltd Audit Committee - Member</p> <p>The K C P Limited Audit Committee - Member CSR Committee - Member Stakeholders Relationship Committee - Member Nomination and Remuneration Committee - Member Risk Management Committee - Member Innovation and Best Practices Committee - Member Finance Committee - Member Investment Committee – Member</p> <p>TVS Motor Company Limited 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 or Key Managerial Personnel of the Company |
| Number of Board Meetings attended during the year | 2023-24: 5 out of 5 Meetings 2024-25: 2 out of 2 Meetings (Upto May 20, 2024) |

Item No 3

Appointment - Mr Sumit Maheshwari

| | |
|---|---|
| Name | Sumit Maheshwari |
| DIN | 06920646 |
| Date of Birth | 27/11/1982 |
| Age | 41 years |
| Qualifications | Chartered Accountant, Post Graduate Programme in Management from the Indian School of Business, Hyderabad, Bachelors of Commerce and Masters of Commerce degrees from the University of Mumbai. |
| Date of appointment/ Re-appointment by the shareholders | Proposed to be appointed in the Annual General Meeting to be held on August 08, 2024 |
| Date of first appointment on the Board | May 20, 2024 |

NOTICE (Contd.)

| | |
|--|---|
| Expertise in specific functional areas | <p>Mr Sumit Maheshwari joined Fairbridge Capital in 2011 and has been the Managing Director of Fairbridge Capital since May 2018.</p> <p>Prior to joining Fairbridge Capital, Mr Sumit Maheshwari worked with KPMG in India and in UK in their audit and accounting advisory functions.</p> <p>His core skills, expertise, competency includes Finance, Accountancy and Economics.</p> |
| Terms & conditions of appointment or reappointment along with details of remuneration sought to be paid and the remuneration last drawn. | <p>Appointment as a Non-executive Non-Independent Director liable to retire by rotation.</p> <p>No remuneration is proposed to be paid to him.</p> |
| Directorship held in other Boards | <ol style="list-style-type: none">1. Thomas Cook (India) Limited2. Seven Islands shipping Limited3. Jaynix Engineering Private Limited4. Maxop Engineering Company Private Limited5. Bangalore international Airport Limited6. Saurashtra Freight Private Limited7. Sterling Holiday Resorts Limited8. Fairfreight Lines Private Limited9. CSB Bank Limited10. Anchorage Infrastructure Investments Holdings Limited11. Fairbridge Capital Private Limited12. Fairchem Organics Limited13. National Commodities Management Services Limited |

NOTICE (Contd.)

| | |
|---|---|
| <p>Membership / Chairmanship of Committees in other Companies</p> | <p>Thomas Cook India Limited Audit Committee - Member Corporate Social Responsibility (CSR) Committee – Member CSB Bank Limited Management Committee – Member Committee for Monitoring Large Value Frauds (CMF) – Member Corporate Social Responsibility (CSR) Committee– Member Nomination & Remuneration Committee– Member Fairchem Organics Limited Nomination & Remuneration Committee– Member Audit Committee– Member Risk Management Committee– Member Corporate Social Responsibility (CSR) Committee– Member Saurashtra Freight Private Limited Corporate Social Responsibility (CSR) Committee– Member Sterling Holiday Resorts Limited Corporate Social Responsibility (CSR) Committee– Member Bangalore International Airport Limited Corporate Social Responsibility (CSR) Committee– Member Management Committee- Member Fairbridge Capital Private Limited Corporate Social Responsibility (CSR) Committee- Chairman Maxop Engineering Company Private Limited Corporate Social Responsibility (CSR) Committee– Member Fairfreight Lines Private Limited Corporate Social Responsibility (CSR) Committee- Member Jaynix Engineering Private Limited Corporate Social Responsibility (CSR) Committee– Member Anchorage Infrastructure Investments Holdings Limited Nomination and Remuneration Committee– Member Audit Committee– Member</p> |
| <p>Listed entities from which he has resigned in the past three years</p> | <p>Privi Speciality Chemicals Limited- Date of Resignation April 29, 2021</p> |
| <p>Number of shares held in the Company, including shareholding as a beneficial owner</p> | <p>Nil</p> |
| <p>Disclosure of relationship</p> | <p>Not related to any Director or Key Managerial Personnel of the Company</p> |
| <p>Number of Board Meetings attended during the year</p> | <p>FY 2024-25: 1 out of 1 Meeting (Upto May 20, 2024)</p> |