

**STYROLUTION ABS (INDIA) LIMITED**

Registered Office: 6th Floor, ABS Towers, Old Padra Road, Vadodara – 390 007, Gujarat

**CIN: L25200GJ1973PLC002436**

Tel.No.: +91 265 2303201 Fax No: +91 265 2303203

E mail: [secshare@styrolutionabsindia.com](mailto:secshare@styrolutionabsindia.com)Website: [www.styrolutionabsindia.com](http://www.styrolutionabsindia.com)**NOTICE OF POSTAL BALLOT**

Dear Members,

**NOTICE** is hereby given that the Board of Directors of the Company at its meeting held on 4 November 2015 resolved to seek the shareholders consent to the following resolution appended below, to be passed as Special Resolution through Postal Ballot including e- voting in accordance with the provisions of Section 108,110 and other applicable provisions, if any, of the Companies Act, 2013,('the Act') read with the Companies (Management and Administration) Rules, 2014 ("the Rules") including any statutory modification(s) or re-enactment(s) thereof for the time being in force, as also Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Regulations'). The proposed resolution, explanatory statement pertaining to the resolution proposed in this notice setting out all the material facts concerning to the resolution and the reasons thereof along with the Postal Ballot Form are enclosed for your kind consideration.

The Board of Directors at its meeting held on 4 November 2015 has appointed CS. Devesh A. Pathak of M/s. Devesh Vimal & Co., Practicing Company Secretaries, Vadodara, as Scrutinizer for conducting the Postal Ballot / E- voting in a fair and transparent manner.

Members are requested to carefully read the instructions which are printed on the postal ballot form and return the same duly completed in the attached pre-paid postage self-addressed envelope so as to reach the Scrutinizer, CS. Devesh Pathak, on or before **Monday, 22 February 2016**. Your assent/dissent received at the address as mentioned on the envelope after **Monday, 22 February 2016** would be strictly treated as if no reply has been received from you. No other form or photocopy of the form is permitted.

Shareholders who do not receive the postal ballot form may apply to the Company and obtain a duplicate thereof. In accordance with the Rules, the notice of the postal ballot would also be uploaded on the Company's website [www.styrolutionabsindia.com](http://www.styrolutionabsindia.com) under 'Investor Relations' section.

**Electronic Voting (e-voting):**

In compliance with Regulation 44 of the Regulations and provisions of Section 108, 110 and other provisions applicable, if any, of the Act read with the Rules, the Company is pleased to provide Electronic Voting ("e-voting") facility as an alternate, to all its Members, to enable them to cast their votes electronically instead of dispatching the physical postal ballot form. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facility to its Members. It may be noted that e-voting is optional. In case, a Member has voted through e-voting facility, he/she is not required to send the physical postal ballot form. In case, a Member votes through physical vote also, the vote cast through e-voting only shall be considered by the Scrutinizer. The e-voting facility is available at the link [www.evoting.nsdl.com](http://www.evoting.nsdl.com). Please refer the instructions for e-voting given on the back side of the postal ballot form for the process and manner in which e - voting is to be carried out.

The Scrutinizer will submit his report to the Managing Director or Company Secretary after completion of the scrutiny and the result of the voting by postal ballot will be announced by the Managing Director or Company Secretary of the Company by **Thursday, 25 February 2016** at the Registered Office of the Company. The declaration by the Managing Director or Company Secretary as stated above shall be treated as declaration of results at a meeting of the shareholders as per the Rules. The said results will also be intimated to both stock exchanges where the Company's shares are listed, published in the newspapers and uploaded on Company's website.

Consent of the Members is being sought for the resolution proposed as follows:

**RESOLUTION****Special Business****1. CHANGE IN THE NAME OF THE COMPANY FROM "STYROLUTION ABS (INDIA) LIMITED" TO "INEOS STYROLUTION INDIA LIMITED"**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"Resolved that pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 including statutory modification(s) and re-enactment(s), if any, read with Rule 29 and other rules applicable, if any, of the Companies (Incorporation) Rules, 2014 as also pursuant to Regulation 45 and other applicable regulations, if any of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to approval of Central Government and other authority(ies), if any, approval, be and is, hereby accorded to the change of name of the Company from 'STYROLUTION ABS (INDIA) LIMITED' to 'INEOS STYROLUTION INDIA LIMITED' and that on obtaining approval from the Central Government and other requisite authority(ies) if any, the Memorandum and Articles of Association of the Company shall stand amended accordingly;

Further resolved that Mr. Myung Suk Chi, Managing Director & Chief Executive Officer, Mr. Bhupesh P. Porwal, Chief Financial Officer and Mr. Haresh Khilnani, Company Secretary, Head-Legal and Compliance, be and are hereby jointly and severally authorized to do all the acts and deeds necessary, expedient and incidental to give effect to this resolution including making application to the Central Government”.

**Registered Office:**

Styrolution ABS (India) Limited  
6th Floor, ABS Towers, Old Padra Road,  
Vadodara – 390007, Gujarat  
Vadodara/13 January 2016

On behalf of the Board of Directors,

**Haresh Khilnani**  
Company Secretary, Head-Legal and Compliance

**Notes:**

- 1) The explanatory statement pursuant to Section 102 of Companies Act, 2013 setting out material facts is annexed hereto.
- 2) The Notice is being sent to all the Members by registered post (and electronically by e-mail to those Members who have registered their e-mail ids with the depository participants or Company), whose **names appear in the Register of Members / Record of depositories as on 8 January 2016.**
- 3) Postal ballot and e-voting instructions are printed on the back side of the postal ballot form.
- 4) The e-voting period commences on **Friday, 22 January 2016** (9:00 a.m.) and ends on **Monday, 22 February 2016** (5.00 p.m.)
- 5) As per Section 108 and 110 of the Act, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, Notice of postal ballot may be served on the members, inter-alia, through electronic means. Members, who have registered their e-mail IDs with depositories or with the Company, are being sent this notice of postal ballot by e-mail and the Members who have not registered their e-mail IDs will receive Notice of postal ballot along with postal ballot form through post. Members who have received postal ballot Notice by e-mail and who wish to vote through physical form may download the form attached in the email or from the link [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or from the 'Investor Relations' section on the Company's website [www.styrolutionabsindia.com](http://www.styrolutionabsindia.com) and send the duly completed and signed form to the Scrutinizer.
- 6) Members are requested not to send any other paper along with the postal ballot form in the enclosed postage prepaid self-addressed envelope as all the envelopes would be sent to the Scrutinizer and any extraneous paper found in such envelope would be ignored by the Scrutinizer and the Company would not be able to act on the same.
- 7) Consequent to the change of name of the Company, after obtaining requisite approval, share certificates already issued will not be called back. A sticker in the new name of the Company INEOS Styrolution India Limited will be issued to all the shareholders, who hold the shares in physical form. The said sticker would be required to be affixed at the top of the face of the existing share certificate in the name of Styrolution ABS (India) Limited. The sticker would be dispatched after receiving the requisite approvals. In the meantime the existing share certificates will continue to be accepted for all purposes, as indicating entitlement to shares of the Company.

### **Explanatory Statement pursuant to section 102 of the Companies Act, 2013**

The Board of Directors of the Company at its meeting held on 4 November 2015 thought fit to change the name of the Company from 'Styrolution ABS (India) Limited' to "INEOS Styrolution India Limited" or such other name as may be approved by the Central Government, subject to requisite approvals mainly on the following grounds:

#### **Reflection of identity as a INEOS Group Company**

- STYROLUTION was founded in October 2011, consequent to the formation of 50:50 Global Joint Venture between INEOS and BASF. On 17 November 2014, INEOS successfully completed the purchase of BASF's 50% share in Styrolution and effective said date, Styrolution is fully owned by INEOS Group.

#### **Reasons for Dropping the word "ABS" from the proposed name of the Company**

- The existing name of the Company reflects a limited product range. Consequent to the ongoing existing merger process of Styrolution India Pvt. Ltd. with the Company, deletion of the word 'ABS' in the name of the Company will represent the enhanced product portfolio of the Company in the current business segment. Also Styrolution globally has undertaken the initiative for change of name of all Companies worldwide. The new corporate name will also provide us an opportunity to differentiate our Company from the competitors in the market segment that we serve.

Thus, in order to reflect the identity of the Company as a INEOS Group Company; align with the global practices adopted by Styrolution and in order to reflect the enhanced product portfolio of the Company, it is proposed to change the name of the Company from 'Styrolution ABS (India) Limited' to '**INEOS Styrolution India Limited**'.

The Registrar of Companies has confirmed that the new name is available under Section 4 of the Companies Act, 2013 for the change of name and subject to the resolution being passed; an application will be made to the Central Government for approval to the change of name under Section 13 of the Act. Requisite in-principle approval for the proposed new name was accorded by BSE Ltd. and National Stock Exchange of India Ltd. is in the process of issuing the same.

A copy of approval letter from Registrar of Companies, Copies of approval letters of stock exchanges and draft altered Memorandum and Articles of Association of the Company will be available to the Members for inspection from 10 a.m. to 12 noon on all working days except Saturdays and Sundays upto end of voting period.

Hence, your Directors recommend and seek your approval by way of Special Resolution through Postal Ballot including e-voting to the resolution as appearing in item no. 1 of the accompanying Postal Ballot Notice.

No Director/Key Managerial Personnel or their relative shall be deemed to be interested or concerned financially or otherwise in the resolution.

On behalf of the Board of Directors,

#### **Registered Office:**

Styrolution ABS (India) Limited  
6th Floor, ABS Towers, Old Padra Road,  
Vadodara – 390007, Gujarat  
Vadodara/13 January 2016

**Haresh Khilnani**  
Company Secretary, Head-Legal and Compliance

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