

INEOS Styrolution India Limited

NOTICE

To,
The Member(s),
INEOS Styrolution India Limited

Notice is hereby given that the 46th Annual General Meeting (AGM) of the Members of **INEOS Styrolution India Limited** will be held on **Thursday, August 08, 2019 at 11.00 a.m.** at **“CRYSTAL”, 2nd Floor, Grand Mercure Vadodara Surya Palace Sayajigunj, Vadodara – 390020, Gujarat** to transact the following business:

Ordinary business:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2019, including the Balance Sheet as at March 31, 2019, the statement of Profit and Loss for the year ended on that date along with the reports of the Board of Directors and of Auditors thereon.
2. To declare dividend on equity shares on Equity Shares @ 20% [i.e., Rs. 2.00 (Rupees Two Only) per Equity Share] for the financial year ended March 31, 2019.
3. To appoint a director in place of Mr. Stephen Mark Harrington (DIN: 07131679), who retires by rotation and, being eligible, offers himself for re-appointment.

Special business:

4. **Appointment of Ms. Ryna Karani as an Independent Woman Director of the Company.**

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

“RESOLVED THAT Ms. Ryna Zaiwalla Karani (DIN: 00116930) who was appointed as an Additional Director by the Board of Directors under Section 161 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) with effect from May 16, 2019 and who holds office up to the date of this Annual General Meeting of the Company as an Additional Director, be and is hereby appointed as a Director of the Company;

RESOLVED FURTHER THAT pursuant to recommendation and approval by the Nomination and Remuneration Committee and approval by the Board of Directors at their respective meetings held on February 02, 2019 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the Members of the Company be and is hereby accorded to the re-appointment of Ms. Ryna Zaiwalla Karani, who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and the Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Non- Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for 3 (three) consecutive years on the Board of the Company w.e.f. May 16, 2019;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary or expedient to give effect to this resolution.”

5. **Re-appointment of Anil Shankar as an Independent Director of the Company.**

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

“RESOLVED THAT pursuant to recommendation and approval by the Nomination and Remuneration Committee and approval by the Board of Directors at their respective meetings held on May 16, 2019 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Anil Shankar (DIN: 02143156), who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and the Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for 3 (three) consecutive years on the Board of the Company w.e.f. August 12, 2019;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

6. **Continuation of directorship of Mr. Jal Patel, who has attained the age of seventy five years, as an Independent Director.**

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

“RESOLVED THAT pursuant to recommendation and approval by the Nomination and Remuneration Committee and approval by the Board of Directors at their respective meetings held on May 16, 2019 and pursuant to applicable provisions of the Companies Act, 2013 and rules framed thereunder, Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, including any statutory modification(s) or re-enactment(s) thereof, approval of the members be and is hereby accorded to the continuation of Directorship of Mr. Jal Ratanshaw Patel, (DIN: 00065021), who has already attained the age of 75 years, as an Independent Director of the Company, till the expiry of his existing term i.e. up to December 31, 2020;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

7. **Re-appointment of and payment of remuneration to Mr. Sanjiv Vasudeva as Managing Director & CEO of the Company for the period of 3 years w.e.f. March 01, 2019.**

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

“RESOLVED THAT pursuant to recommendation and approval by the Nomination and Remuneration Committee and approval by the Board of Directors at their respective meetings held on February 02, 2019 and pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and any subsequent amendment / modification in the Rules, Act and/or applicable laws in this regard, the approval of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Sanjiv Vasudeva (DIN:06570945), as Managing Director & CEO of the Company for a period of 3 years effective from March 01, 2019 up to February 28, 2022 and to his receiving remuneration, benefits and amenities as Managing Director and CEO of the Company in accordance with the terms and conditions as mentioned in item no. 7 of the Explanatory statement appended below and specifically approved, with powers to the Board of Directors and / or the Nomination and Remuneration Committee to alter, amend, vary and modify the terms and conditions of the said re-appointment and remuneration payable from time to time as they deem fit in such manner and within the limits as mentioned in item no. 7 of the explanatory statement, notwithstanding that such remuneration may exceed the limits specified under Section 197 and Schedule V of the Act in any financial year during his tenure;

RESOLVED FURTHER THAT in the event in any financial year during the tenure of the Managing Director, the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013, the Company may pay to the Managing Director & CEO, the remuneration in accordance with the limits approved as per item no.7 of explanatory statement, subject to approvals, if any, which may be required under the Act;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary or expedient to give effect to this resolution."

8. **Confirmation and Waiver of recovery of excess remuneration paid to Mr. Sanjiv Vasudeva, Managing Director & CEO of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V thereto [including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force], Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 and pursuant to the recommendation and approval by the Board of Directors and Nomination and Remuneration Committee of Directors at their respective meetings held on May 16, 2019 and without requiring approval of the Central Government, approval of the Members of the Company be and is hereby accorded to the remuneration paid to Mr. Sanjiv Vasudeva (DIN:06570945) Managing Director & CEO of the Company, during the financial years 2017-18 and 2018-19, in excess of the remuneration approved by the shareholders and / or maximum remuneration permissible under the Act on account of inadequacy of profits in the said Financial Year;

RESOLVED FURTHER THAT the approval of the Members be and is hereby accorded to the waiver of recovery of the excess remuneration paid to Mr. Sanjiv Vasudeva, Managing Director, as permissible by the Act and the Rules framed thereunder;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the aforesaid Resolution."

9. **Approval of remuneration for Mr. Nitankumar Duggal, Whole-time Director of the Company and waiver of recovery of excess remuneration paid.**

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

"RESOLVED THAT pursuant to recommendation and approval by the Nomination and Remuneration Committee and approval by the Board of Directors at their respective meetings held on May 16, 2019 and pursuant to the provisions of Section 196,197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 [including any statutory modification(s) or any re-enactment(s) thereof for the time being in force] (the "Act") read with Schedule V to the said Act, and any other applicable provisions, approval of the members of the Company be and is hereby accorded to the remuneration paid to Mr. Nitankumar Duggal (DIN: 07872778), Whole-time Director of the Company, during financial years 2017-18 and 2018-19 and for payment of remuneration, benefits and amenities to him for the balance term, in accordance with the terms and conditions as mentioned in item no. 9 of the Explanatory statement appended below and specifically approved, with powers to the Board of Directors and / or the Nomination and Remuneration Committee to alter, amend, vary and modify the terms and conditions of the said remuneration payable to him from time to time as they deem fit in such manner and within the limits as mentioned in item no. 9 of the explanatory statement, notwithstanding that such remuneration may exceed the limits specified under Section 197 and Schedule V of the Act in any financial year during his tenure upto August 31, 2020;

RESOLVED FURTHER THAT in the event in any financial year during the tenure of the Whole-time Director, the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013, the Company may pay to the Whole-time Director, the remuneration in accordance with the limits approved as per item no.9 of explanatory statement, subject to approvals, if any, which may be required under the Act;

RESOLVED FURTHER THAT the approval of the Members be and is hereby accorded to the waiver of recovery of the excess remuneration paid to Mr. Nitankumar Duggal, Whole-time Director, as permissible by the Act and the Rules framed thereunder;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary or expedient to give effect to this resolution.”

10. **Payment of Commission to Independent Directors.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and Rules made thereunder [including any statutory modification(s) or any re-enactment(s) thereof for the time being in force] and the Articles of Association, the Directors, other than the Managing Director or Whole Time Directors or Directors who are employees of the Company, in addition to sitting fees paid to them for attending the meetings of the Board of Directors or its Committees, be paid every year for a period of five financial years commencing from April 01, 2019, such sum by way of commission as the Board may determine from time to time, but not exceeding 1% (one percent) or such other percentage of the Net Profits of the Company in any financial year in the aggregate as may be specified under the Act from time to time and computed in the manner provided under Section 198 of the Act, subject to maximum limit of Rs. 900,000/- per annum for each Independent Director, with liberty to Board to increase upto a maximum limit of Rs.1,000,000/- per annum to each Independent Director;

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the aforesaid Resolution.”

11. **Payment of remuneration to the Cost Auditors of the Company for the Financial Year 2019-20.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Cost Auditors appointed by the Board of Directors of the Company, M/s. Kailash Sankhlecha and Associates, Cost Accountants (Firm’s Registration No. 100221) to conduct the audit of the cost records of the Company for the financial year ending March 31, 2020, be paid a remuneration of Rs. 412,600/- (Rupees Four Lakhs Twelve Thousand and Six Hundred only) per annum plus applicable taxes and reimbursement of out of pocket expenses of Rs. 25,000/- (Rupees Twenty Five thousand Only), that may be incurred during the course of audit;

RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) and the Company Secretary be and are, hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Registered Office:
5th Floor, OHM House II,
OHM Business Park,
Subhanpura,
Vadodara – 390023

Date: May 16, 2019
Place: Vadodara

By Order of the Board of Directors:
For **INEOS Styrolution India Limited**

Abhijaat Sinha
Head - Legal and Company Secretary

Notes:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') with respect to the special businesses set out in the notice is annexed hereto and forms part of this notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF / ITSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Proxy form has been provided in the Annual Report.

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than ten percent (10%) of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.

Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions / authority, as applicable, issued on behalf of the nominating organization.

3. Institutional Members / Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a duly certified copy of their board resolution authorizing their representatives to attend and vote at the AGM.
4. The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than forty eight (48) hours before the commencement of the meeting. A proxy form for the AGM is enclosed in the Annual Report.
5. Members / proxies / authorized representatives should bring the duly filled **Attendance Slip** enclosed herewith to attend the meeting and deliver the same at the entrance of the meeting hall. Members / proxies / authorized representatives attending the meeting are **requested to bring their copy of Annual Report with them at the meeting.**
6. The Register of Members of the Company will remain closed from August 2, 2019 to August 8, 2019 (both days inclusive) in connection with the Annual General Meeting and for the purpose of payment of dividend, if declared at the meeting.
7. Members are requested to note that the Company's equity shares are under compulsory demat trading for all class of investors, as per the provisions of SEBI circular dated May 29, 2000. In view of above, members are advised in their own interest to dematerialize the shares held by them in physical form to avoid inconvenience and avail various benefits of dematerialization.

As per SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialized form with the depositories. With the said change coming into effect from April 1, 2019, Equity Shares of the Company are eligible for transfer only in Dematerialized form. Therefore, the Shareholders are requested to take action to dematerialize their Equity Shares held in the Company, promptly.

8. The shareholders holding shares in physical format in the Company's earlier names such as **Styrolution ABS (India) Limited, INEOS ABS (India) Limited, LANXESS ABS Limited, Bayer ABS Limited, ABS Industries Limited or ABS Plastics Limited** are requested to surrender the same at the **Company's registered office at 5th Floor, OHM House II, OHM Business Park, Subhanpura, Vadodara – 390023** to get their share certificates with changed name of the Company **i.e. INEOS Styrolution India Limited.**
9. Members are requested to notify any change in their address immediately, to their respective depository participants (DPs) in respect of their shares in electronic form quoting Client ID No. and to M/s. Link Intime India Pvt. Ltd., the Company's registrar and transfer agent, in respect of their physical shares, quoting their Folio Number.

10. In accordance with the provisions of Section 101 of the Act read with Rule 18 of the Companies (Management and Administration) Rules, 2014, the Annual Report 2018-19 is being sent through electronic mode only to the Members whose email addresses are registered with the Company / Depository Participant(s), unless any Member has requested for a physical copy of the report. For Members who have not registered their email address, physical copies of the Annual Report 2018-19 are being sent by the permitted mode.
11. With a view to conserving natural resources and using them responsibly, we request shareholders to register / update their email address with their depository participant(s) to enable the Company to send communications electronically.
12. Members may note that the notice of the 46th AGM and the Annual Report 2018-19 will be available on the Company's website, www.ineosstyrolutionindia.com. The physical copies of the documents referred in the AGM Notice will be available at the Company's registered office for inspection during 9.00 a.m. to 5.00 p.m. (normal business hours) on working days (i.e. excluding Saturdays and Sundays) upto the date of ensuing AGM. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at INSTY.secshare@ineos.com.
13. Subject to provisions of the Act, dividend as recommended by the Board of Directors, if declared at the meeting, will be paid within a period of 30 days from the date of declaration, to those Members who hold physical shares and whose names appear on the Register of Members as well as those whose names appear as beneficial owners as at the close of the business hours on the **cut-off date i.e. August 01, 2019** as per the details to be furnished by the Depositories, viz. National Securities Depository Limited and Central Depository Services (India) Limited for this purpose.
14. Payment of dividend will be made through National Electronic Clearing Service (NECS) at the RBI Centers by crediting the dividend amount to the bank account of the shareholders wherever relevant information is made available to the Company. Members holding shares in physical form and covered under RBI centers, and who have not furnished requisite information and who wish to avail the NECS facility to receive dividend from the Company, may furnish the information to M/s Link Intime India Pvt. Ltd., the Registrar and Transfer Agent. The Members holding shares in electronic form may furnish the information to their respective Depository Participant(s) in order to receive dividend through NECS mechanism.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) for participating in the securities market. Members holding shares in electronic form are therefore requested to submit their self-attested PAN to their Depository Participant (DP) with whom they are maintaining demat accounts, if not submitted already. Members holding shares in physical form can submit their self-attested PAN details to M/s. Link Intime India Pvt. Ltd., if not submitted already.
16. Pursuant to the provisions of Sections 124 and 125 of the Act and other relevant provisions of the Act, the dividend which remains unpaid / unclaimed from the date of transfer to the unpaid / unclaimed dividend account of the Company is required to be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government. The unclaimed dividend for the financial year 2012 and all subsequent years must be claimed as early as possible, failing which it would be transferred to IEPF as per the (tentative) dates mentioned herein below. In terms of Section 124 of the Act, no claim shall lie against the Company after the said transfer.

Financial Year	Date of Declaration of Dividend	Due date for transfer to IEPF
2012	26-Apr-13	31-May-20
2013	29-Apr-14	3-June-21
2014-15	04-Aug-15	8-Sept-22
2015-16	12-Aug-16	17-Sept-23
2016-17	10-Aug-17	14-Sept-24
2018-19	14-Aug-18	18-Sept-25

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Further, Members are requested to note that unpaid / unclaimed dividend for the year 2011 has been transferred to IEPF. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with secretarial and legal department of the Company, at the Company's registered office. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account will be transferred to the Investor Education and Protection Fund in accordance with provisions of Section 124 of the Act. The details of the unclaimed dividends are available on the Company's website at www.ineosstyrolutionindia.com and Ministry of Corporate Affairs at www.mca.gov.in.

Further, pursuant to the provisions of Sections 124(5) and 124(6) of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") and amendments thereto, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to the demat account of the IEPF authority.

The Members / claimants whose shares, unclaimed dividends, have been transferred to the fund may claim the shares and apply for refund by making an application to the IEPF Authority in Form IEPF 5 (available on iepf.gov.in) along with requisite fee as decided by the authority from time to time. The Member / claimant can file only one consolidated claim in a financial year as per the IEPF Rules and amendments thereto.

17. Members desirous of getting any information about the accounts of the Company are requested to write to the Company at least seven working days prior to the date of AGM so that the information can be kept ready at the meeting.
18. Profile of the directors being appointed / re-appointed as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'):

Name of Director	Mr. Stephen Mark Harrington	Mr. Sanjiv Vasudeva	Mr. Jal Patel	Ms. Ryna Zaiwalla Karani	Mr. Anil Shankar
Nationality	British	Indian	Indian	Indian	Indian
Date of Birth	29/07/1968	27/02/1968	17/09/1937	09/09/1967	14/09/1953
Date of Appointment	18/05/2015	01/03/2016	29/12/2005	16/05/2016	12/08/2016
Experience (Years)	29 years	27 years	54 years	25 Years	39 years
Expertise in specific functional areas	Strategic Business Management, Sales and Marketing	Business Management, Manufacturing, Sales and Marketing	Strategic Business Management, Finance and Marketing	Advising in M&A, Joint Ventures, Infrastructure Projects, Project Finance, Negotiating Agreements	Financial Management, Taxation, Commercial, Human Resources, Forex Management
Qualification	B. Sc. (Hons) in Chemistry from University of Hull, United Kingdom	Bachelor of chemical engineering, M.S. University, Vadodara; Certified master black belt in Six Sigma	Chartered Accountant, Company Secretary	Bachelor of Arts, Bachelor of Law	Chartered Accountant, Masters in finance and International Business from Bowling Green State University, Ohio, USA

Name of Director	Mr. Stephen Mark Harrington	Mr. Sanjiv Vasudeva	Mr. Jal Patel	Ms. Ryna Zaiwalla Karani	Mr. Anil Shankar
Disclosure of relationship between Directors inter se	No relationship Inter se	No relationship inter se	No relationship inter se	No Relationship inter se	No relationship inter se
Directorship held in other public companies in India	None	None	a) Gujarat Gas Limited, b) Elecon Engineering Co. Limited, c) Munjal Auto Industries Limited.	a) Reliance Infrastructure Limited b) BSES Yamuna Power Limited c) BSES Rajdhani Power Limited d) Prime Urban Development India Limited e) Reliance Communications Limited	None
Membership of committees held in other public companies in India	None	None	a) Gujarat Gas Limited: AC, CSR, SRGC, NRC & Risk Management b) Elecon Engineering Co. Limited: AC, SRGC, NRC	a) Reliance Infrastructure Limited : AC, Risk Management & CSR b) BSES Yamuna Power Limited : AC c) BSES Rajdhani Power Limited : AC d) Prime Urban Development India Limited : NRC e) Reliance Communications Limited : AC, CSR, SRGC, NRC, SDR, Business Restructuring	None
No. of equity shares held in the Company	NIL	NIL	NIL	NIL	NIL

AC: Audit Committee; CSR: Corporate Social Responsibility Committee; SRGC: Stakeholders' Relationship & Grievance Committee; NRC: Nomination & Remuneration Committee; SDR: Strategic Debt Restructuring

19. M/s. Price Waterhouse, Chartered Accountants LLP (Firm Registration No. 012754N/N500016) were appointed as statutory auditors of the Company at their 43rd AGM held on August 12, 2016 to hold office up to the conclusion of 47th AGM. In line with the amendment of Section 139(1) of the Act, vide notification dated May 7, 2018 as issued by the Ministry of Corporate Affairs, New Delhi, the requirement for ratification of appointment of auditors at every annual general meeting is done away with. Accordingly, no resolution is proposed for ratification of appointment of auditors.

20. **A ROUTE MAP SHOWING DIRECTIONS TO REACH TO THE VENUE OF THE 46TH AGM IS GIVEN AT THE END OF THIS ANNUAL REPORT.**

21. E-voting:

Pursuant to provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the Listing Regulations, the Company has provided a facility to the Members to exercise their votes electronically through the electronic voting system from a place other than venue of the AGM ("Remote e-voting"), arranged by Link Intime India Private Limited (LI IPL).

The facility for voting, through ballot paper, shall also be made available at the AGM and the Members attending the AGM who have not cast their votes by Remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by Remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are as under:

- **Log-in to e-Voting website of Link Intime India Private Limited (LI IPL)**

1. Visit the e-voting system of LI IPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on "Login" tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
4. Your User ID details are given below:
 - a. Shareholders holding shares in demat account with NSDL: Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b. Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary ID
 - c. Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company
5. Your Password details are given below:

If you are using e-Voting system of LI IPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section, register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

	For Shareholders holding shares in Demat Form or Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders).</p> <ul style="list-style-type: none"> Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Bank Account Number	<p>Enter the Bank Account number as recorded in your demat account or in the company records for the said demat account or folio number.</p> <ul style="list-style-type: none"> Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (iv-c).

If you are holding shares in demat form and had registered on to e-Voting system of LI IPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LI IPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

● **Cast your vote electronically**

- After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View “Event No” of the company, you choose to vote.
- On the voting page, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.

Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’. You may also choose the option ‘Abstain’ and the shares held will not be counted under ‘Favour/Against’.

8. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
9. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.
10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
11. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

- **General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'.

They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
 - Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
 - In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 - 49186000.
 - The e-voting period will commence on **August 5, 2019 at 9.00 a.m. IST** and end on **August 7, 2019 at 5.00 p.m. IST**. During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the **cut-off date, i.e. August 1, 2019** may cast their vote electronically. The e-voting module shall be disabled by LIPL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently or cast the vote again.
22. Pursuant to Section 107 of the Act read with Rule 20 the Companies (Management and Administration) Rules, 2014, there will not be any voting by show of hands on any of the agenda items at the Meeting and the Company will conduct polling at the Meeting.
 23. The Board of Directors has appointed Mr. Devesh Pathak, Practising Company Secretary (FCS 4559, CP 2306) as Scrutinizer for conducting the voting process in a fair and transparent manner.
 24. The Results of voting will be declared within 48 hours from the conclusion of the AGM and the Resolutions will be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company www.ineosstyrolutionindia.com. The results shall simultaneously be communicated to the Stock Exchanges.

EXPLANATORY STATEMENT

The following explanatory statement pursuant to Section 102(1) of the Act, sets out all material facts relating to the special business mentioned in the accompanying notice of the AGM.

Item No. 4

The Members of the Company, at their 43rd (Forty Third) Annual General Meeting (AGM) held on August 12, 2016, had granted approval for appointment of Ms. Ryna Zaiwalla Karani as an Independent Woman Director of the Company for a term of 3 years with effect from May 16, 2016, pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules framed thereunder, read with Schedule IV to the Act. The term of Ms. Karani as an Independent Director thus expired on May 15, 2019.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, at their meeting held on February 12, 2019, have approved the re-appointment of Ms. Karani as an Independent Woman Director, to hold office for a period of 3 years w.e.f. May 16, 2019, subject to approval of members of the Company by way of special resolution. Ms. Karani has been an Independent Additional Director since May 16, 2019 and in terms of provisions of Section 161 of the Act, she holds office as an Additional Director up to the date of the Annual General Meeting of the Company and being eligible offers herself for re-appointment.

Ms. Karani satisfies the criteria for independence and has furnished declaration to the Company in terms of Section 149(7) of the Act confirming that she meets the criteria as specified in sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the Securities And Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015. In the opinion of the Board, Ms. Karani possesses the relevant expertise and experience, fulfills the conditions specified in the Act and the rules framed there under and under the Listing Regulations and is independent of the management of the Company. Her profile forms part of the Notice.

The Members are, therefore, requested to grant their approval by way of a Special Resolution for the re-appointment of Ms. Karani as an Independent Woman Director of the Company to hold office for a further term of 3 (three) years, from May 16, 2019 upto May 15, 2022, not liable to retire by rotation. Notice as required under Section 160 of the Act, has been received from a Member of the Company proposing her candidature as an Independent Director of the Company.

The Board accordingly recommends the special resolution at item no. 4 of this notice for the approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives, except Ms. Ryna Zaiwalla Karani, is in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

Item No. 5

The Members of the Company, at their 44th (Forty Fourth) Annual General Meeting (AGM) held on August 10, 2017, had granted approval for appointment of Mr. Anil Shankar as an Independent Director of the Company for a term of 3 years with effect from August 12, 2016, pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules framed thereunder, read with Schedule IV to the Act. The term of Mr. Anil Shankar as an Independent Director shall thus expire on August 11, 2019.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, at their meeting held on May 16, 2019, have approved the re-appointment of Mr. Anil Shankar as an Independent director, to hold office for a period of 3 years w.e.f. August 12, 2019, subject to approval of members of the Company by way of special resolution.

Mr. Anil Shankar satisfies the criteria for independence and has furnished declaration to the Company in terms of Section 149(7) of the Act confirming that he meets the criteria as specified in sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the Securities And Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015. In the opinion of the Board, Mr. Anil Shankar possesses the relevant expertise and experience, fulfills the conditions specified in the Act and

INEOS Styrolution India Limited

the rules framed there under and under the Listing Regulations and is independent of the management of the Company. His profile forms part of the Notice.

The Members are, therefore, requested to grant their approval by way of a Special Resolution for the re-appointment of Mr. Anil Shankar as an Independent Director of the Company to hold office for a further term of 3 (three) years, from August 12, 2019 upto August 11, 2022, not liable to retire by rotation. Notice as required under Section 160 of the Act, has been received from a Member of the Company proposing his candidature as an Independent Director of the Company.

The Board accordingly recommends the special resolution at item no. 5 of this notice for the approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives, except Mr. Anil Shankar, is in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

Item No. 6

Pursuant to the provisions of Regulation 17(1A) the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, no listed entity is allowed to appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.

The Members of the Company, at their 44th (Forty Fourth) Annual General Meeting (AGM) held on August 10, 2017, had granted approval for appointment of Mr. Jal Patel as an Independent Director of the Company for a term of three years w.e.f. January 1, 2018, not liable to retire by rotation.

Mr. Jal Patel, a Chartered Accountant and Company secretary by qualification, has rich and varied experience of about 55 years in the field of Business Management, Finance/Commercial and Corporate Administration. He is a highly respected industrialist and has retired as the Chairman of FAG Bearings India Ltd. He is an Independent Director on the Board of several reputed public Companies including Gujarat Gas Company Ltd., Elecon Engineering India Ltd. and Munjal Auto Industries Ltd.

Mr. Jal Patel is a person of integrity, skill and standing and with his vast experience and expertise, he indeed brings in a great value addition on the Board by his independent judgement and guidance in his area of expertise. Hence, your Directors are of opinion that his continued association with the Company as Non-executive Director is beneficial and in the best interest of the Company.

Accordingly, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, at their meeting dated May 16, 2019 considered the proposal to continue the directorship of Mr. Jal Patel, who has already attained the age of 75 years, as an Independent Director until expiry of his current term i.e. December 31, 2020.

Members are requested to consider his brief profile appended below:

Name of Director	Mr. Jal Patel
Nationality	Indian
Date of Birth	17/09/1937
Date of Appointment	29/12/2005 (Re-appointed as Independent director w.e.f 01/01/2018)
Experience (Years)	54 Years
Expertise in specific functional areas	Strategic Business Management, Finance and Banking
Qualification	Chartered Accountant, Company Secretary
Disclosure of relationship between directors inter se	No relationship Inter se

Name of Director	Mr. Jal Patel
Directorship held in other public companies in India	a) Gujarat Gas Ltd. b) Elecon Engineering Company Limited c) Munjal Auto Industries Limited
Membership of committees held in other public companies in India	a) Gujarat Gas Ltd.: AC, CSR, SRGC, NRC, Risk Management b) Elecon Engineering Company Limited: AC, SRGC, NRC
No. of equity shares held in the Company	NIL
Tenure	01/01/2018 to 31/12/2020

The Board accordingly recommends the special resolution at item no. 6 of this notice for the approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives, except Mr. Jal Patel, is in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

Item No. 7

Mr. Sanjiv Vasudeva is a Chemical Engineering graduate from MS University of Baroda and he is a certified Master Black Belt- Six Sigma in quality/ Six Sigma, product management and manufacturing. Considering his 25 years of broad functional experience in various global leadership positions in multiple geographies with some of the world's largest diversified industrial conglomerates with a proven track record in leadership, general management and operations, the Board of Directors had appointed Mr. Sanjiv Vasudeva as a Managing Director & CEO of the Company and the said appointment was approved by the members of the Company at their 43rd AGM for a period of 3 years from March 01, 2016 up to February 28, 2019. Accordingly, his tenure of appointment concluded on February 28, 2019 and the Board of Directors of the Company at its meeting held on February 12, 2019, based on the recommendation and approval of the Nomination & Remuneration Committee, has re-appointed Mr. Sanjiv Vasudeva as Managing Director & CEO of the Company for a period of 3 years effective from the March 01, 2019, subject to the approval of the members of the Company.

The principal terms and conditions of appointment of Mr. Sanjiv Vasudeva as the Managing Director & CEO (hereinafter referred to as the 'MD & CEO') are as follows:

1. **Period of appointment:** Three years commencing from March 01, 2019, the date of re-appointment.
2. **Basic salary:** Basic salary not exceeding of Rs. 91.30 Lakhs per annum, during the term.
3. **Perquisites & Allowances:** In addition to the salary, Mr. Vasudeva, as MD & CEO, shall also be entitled to following perquisites and allowances:
 - Perquisites like accommodation (furnished or otherwise) or house rent allowance in lieu thereof; provision of a Company car with driver and such other perquisites in accordance with the rules of the Company or as may be agreed to by the board of directors and Mr. Vasudeva, such perquisites subject to maximum of Rs. 9.87 Lakhs per annum, during the term.
 - Mr. Vasudeva shall also be entitled to allowances subject to maximum of Rs. 115.00 Lakhs per annum, during the term.

Perquisites and allowances shall be evaluated as per the income tax rules, wherever applicable. In absence of any such rules, perquisites and allowances shall be evaluated at actual cost.
4. **Provident Fund, Superannuation / Annuity fund (Retirals):** Company's contribution to provident fund and superannuation or annuity fund, gratuity and other retirals shall be paid in accordance with the applicable rules of the Company and statutory provisions calculated as percentage of Basic salary, to the extent these either singly or together are not taxable under the Income Tax Act.

5. **Performance Incentives:** In addition to the salary and perquisites, the appointee would be entitled to such performance incentives in any financial year as may be determined by the board of directors of the Company or recommendation of Nomination and Remuneration Committee having regard to the performance of the INEOS Styrolution Group and his Individual performance upto Rs. 126.30 Lakhs per annum, during the term.

Minimum Remuneration:

In the event in any financial year during the tenure of the MD & CEO, the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013, the Company may pay to the MD & CEO, the remuneration as per aforesaid limits.

The agreement executed between the Company and Mr. Sanjiv Vasudeva for his appointment as MD & CEO will be available for inspection at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on all days except Saturdays, Sundays and holidays, until the date of the Annual General Meeting or any adjournment thereof.

Mr. Vasudeva is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as MD & CEO of the Company.

The Board accordingly recommends the special resolution at item no. 7 of this notice for the approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives, except Mr. Sanjiv Vasudeva, is in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

Item No. 8

Mr. Sanjiv Vasudeva was appointed as the Managing Director & CEO of the Company, originally for a period of 3 years with effect from March 01, 2016 and thereafter for a further period of 3 years with effect from March 01, 2019, subject to approval of the shareholders at the AGM.

In view of the periodic increments paid in accordance with the Company policy as well as due to the inadequacy of profits during the financial year 2018-19, the remuneration paid to Mr. Sanjiv Vasudeva as MD & CEO during the financial years 2017-18 & 2018-19, exceeded the limits approved by the shareholders as well as limits prescribed under Schedule V of Companies Act, 2013 in case of inadequacy of profits.

As the Members are aware, the Company had been making consistent profits up to the Financial Year 2017-18. However, there was an unexpected drop in the profitability in the financial year 2018-19 for reasons beyond the control of the Company, thereby resulting in the profits being inadequate for the payment of managerial remuneration to Mr. Vasudeva as the MD & CEO in accordance with the agreed terms. An aggregate amount of Rs. 168.52 Lakhs was paid in FY 2017-18 and 2018-19, in excess of the limits approved by shareholders and prescribed under Schedule V of the Companies Act, 2013.

Further, Section 197 read with Schedule V of the Companies Act, 2013 requires the Company to obtain the approval of Shareholders by means of a Special resolution in case the remuneration payable exceeds the limits in case of inadequacy of profits. It also imposes the obligation on the Director to refund and the Company to recover the excess remuneration that has been paid over and above the approved limits, unless the same has been waived by the shareholders by way of a special resolution.

Therefore, the Members are requested to grant their approval for waiver of recovery of the excess remuneration paid to Mr. Sanjiv Vasudeva during the Financial Years 2017-18 and 2018-19.

Members may note that the Company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor. A statement as per item (iv) of third proviso of Section II of Part II of Schedule V to the Companies Act, 2013, forms part of this notice.

The Board accordingly recommends the special resolution at item no. 8 of this notice for the approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives, except Mr. Sanjiv Vasudeva, is in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

Item No. 9

Mr. Nitankumar Duggal is the Head of Operations for INEOS Styrolution India Limited. He is a Chemical Engineer and holds a degree of MBA in Finance. He joined the Company as a Graduate Engineer Trainee in Projects and has been an integral part of this organization since 1989. Considering his knowledge and professional experience of various aspects relating to the Company's affairs and long business experience and for smooth and efficient running of the business, the Board of Directors had appointed Mr. Nitankumar Duggal as Whole-Time Director of the Company for a period of 3 years with effect from August 31, 2017 subject to such terms and remuneration and the said appointment and remuneration was duly approved by the members by means of a special resolution passed through postal ballot. However, the details of remuneration approved by the shareholders did not factor the annual increase in remuneration by way of increments as per Company's Policies.

Therefore, in view of the periodic increments paid in accordance with the Company policy as well as due to the inadequacy of profits during the financial year 2018-19, the remuneration paid to Mr. Nitankumar Duggal as Whole-time Director during the years 2017-18 & 2018-19 exceeded the limits approved by the shareholders as well as limits prescribed under Schedule V of Companies Act, 2013 in case of inadequacy of profits.

Due to an unexpected drop in the profitability in the financial year 2018-19 for reasons beyond the control of the Company, the profits were inadequate for the payment of managerial remuneration to Mr. Duggal as the Whole-time Director in accordance with the agreed terms. An aggregate amount of Rs. 3.66 Lakhs was paid in FY 2017-18 and 2018-19, in excess of the limits approved by shareholders and prescribed under Schedule V of the Companies Act, 2013.

The principal terms and conditions of appointment of Mr. Nitankumar Duggal as the Whole-time Director (hereinafter referred to as the 'Whole-time Director') are as follows:

1. **Basic salary:** Basic salary not exceeding of Rs. 47.23 Lakhs per annum, during the term.
2. **Allowances:** In addition to the salary, Mr. Duggal, as Whole-time director, shall also be entitled to allowances subject to maximum of Rs. 54.70 Lakhs per annum, during the term.

Perquisites and allowances shall be evaluated as per the income tax rules, wherever applicable. In absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

3. **Provident Fund, Superannuation / Annuity fund (Retirals):** Company's contribution to provident fund and superannuation or annuity fund, gratuity and other retirals shall be paid in accordance with the applicable rules of the Company and statutory provisions calculated as percentage of Basic salary, to the extent these either singly or together are not taxable under the Income Tax Act.
4. **Performance Incentives:** In addition to the salary and perquisites, Mr. Duggal shall be entitled to such performance incentives in any financial year during his remaining tenure as may be determined by the board of directors of the Company or recommendation of nomination and remuneration committee having regard to the performance of the INEOS Styrolution Group and his Individual performance which shall not exceed Rs. 65.72 Lakhs per annum.

Minimum Remuneration:

In the event in any financial year during the remaining tenure of the Whole-time Director, the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013, the Company may pay to the Whole-time Director, the remuneration as per aforesaid limits.

Section 197 read with Schedule V of the Companies Act, 2013 requires the Company to obtain the approval of Shareholders by means of a Special resolution for revision of remuneration terms and in case the remuneration payable exceeds the limits in case of inadequacy of profits. It also imposes the obligation on the Director to refund and the Company to recover the excess remuneration that has been paid over and above the approved limits, unless the same has been waived by the shareholders by way of a special resolution.

In view of the above, approval from the shareholders is being sought for confirming and approving the remuneration paid to Mr. Nitankumar Duggal during FY 2017-18 and FY 2018-19 and payment of the revised remuneration for the remaining term in accordance with the terms of appointment as well as for waiver of recovery of the excess remuneration paid to Mr. Nitankumar Duggal during the Financial Years 2017-18 and 2018-19.

Members may note that the Company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor. A statement as per item (iv) of third proviso of Section II of Part II of Schedule V to the Companies Act, 2013, forms part of this notice.

The Board accordingly recommends the special resolution at item no. 9 of this notice for the approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives, except Mr. Nitankumar Duggal, is in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

Item No.10

Pursuant to provision of Regulation 17(6)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, payment of any compensation to Non-Executive Directors shall require approval of shareholders in general meeting.

The Independent Directors of your Company bring with them significant professional expertise and rich experience in the areas of Strategic Management, Financial Administration, Legal Advisory and Corporate Governance. The Board is of the view that it is necessary to pay commission to the Independent Directors commensurate with their roles and responsibilities and the Board should have flexibility in determining the amount payable per Director within the overall limits approved by the members of the Company. Such payment of commission would require shareholders' approval.

It is proposed that in addition to sitting fees paid to them for attending the Meetings of the Board of Directors or its Committees, the Independent Directors be paid, every year, for a period of five financial years commencing from April 01, 2019, such sum by way of commission based on net profits of the Company for the relevant year, as the Board may determine from time to time, but not exceeding 1% (one percent) or such other percentage of the Net Profits of the Company in any financial year, in aggregate, as may be specified under the Act from time to time and computed in the manner provided under Section 198 of the Act. The amounts shall be subject to the limits specified in the resolution. The resolution is being taken for next 5 years as an enabling provision for payment of commission to Independent Directors.

The Board accordingly recommends the special resolution at item no. 10 of this notice for the approval of the Members.

The Independent Directors may be considered interested in the matter to the extent of the remuneration proposed for them. None of the other Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution.

Item No. 11

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s. Kailash Sankhlecha and Associates., Cost Accountants (Firm's Registration No. 100221), as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2020 at a remuneration of Rs. 412,600/- per annum plus applicable taxes and reimbursement of out of pocket expenses of Rs. 25,000, that may be incurred during the course of audit.

In accordance with the provisions of Section 148 of the Act read with rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the cost auditors is required to be ratified by the Members of the Company.

Accordingly your directors recommend and seek your ratification to the resolution as set out in item no. 11 of this notice as ordinary resolution.

None of the directors / key managerial personnel or their relatives are in any way concerned or interested, financially or otherwise, in the aforementioned resolution.

STATEMENT IN TERMS OF ITEM (IV) OF THIRD PROVISIO OF SECTION II OF PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013

I. GENERAL INFORMATION:

1.	Nature of industry:	Specialty Chemicals. INEOS Styrolution is the leader and leading producer of ABS in India. ABS is a plastic resin produced from Acrylonitrile, Butadiene & Styrene, used for manufacturing of home appliances, automobiles, consumer durables and business machines. The Company is also a leading manufacturer of SAN which is a polymerized plastic resin produced from Styrene & Acrylonitrile, and mainly used for products such as lightings, stationeries, novelties, refrigerators and cosmetic packing.
2.	Date or expected date of commencement of commercial production	The Company's plants are already operational.
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 for FY 2018-19: a) Net Profit/(Loss): b) Effective Capital: c) Total Income:	(Rs. in Lakhs) (1,246.73) 71,194.85 210,366.14
5.	Foreign investments or collaborations, if any.	The Company does not have any foreign investments or collaborations. The Company's majority shareholding i.e 75% is owned by its promoter company viz., INEOS STYROLUTION APAC PTE. LTD., based in Singapore.

II. INFORMATION ABOUT THE APPOINTEE:

Sr. No	Particulars	Mr. Sanjiv Vasudeva	Mr. Nitankumar Duggal
1.	Background details, past remunerations, recognition or awards, job profile, expertise, experience and his suitability, remuneration proposed.	Please refer item no. 7 of the statement annexed to this notice pursuant to Section 102(1) of the Act.	Please refer item no. 9 of the statement annexed to this notice pursuant to Section 102(1) of the Act.
2.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t the country of his origin)	<p>The remuneration of Mr. Sanjiv Vasudeva, Managing Director & CEO is aligned with the remuneration in similar sized company in similar industries. The proposed remuneration compares favourably with that being offered to similarly qualified and experienced persons from the industry.</p> <p>The remuneration is considered to be appropriate, having regard to factors such as the group policies, his position and role, past experience, his contribution as Managing Director & CEO to the growth of the Company, its business and its profitability, age and merits of Mr. Sanjiv Vasudeva.</p> <p>Further details with regard to the size of the Company can be referred in the financials and Board's report of the annual report.</p>	<p>The remuneration of Mr. Nitankumar Duggal, Whole-time Director, is in line with the market standards for similarly experienced professionals leading the operations in the speciality chemicals business. The basis of such remuneration to Mr. Duggal is to recognize his achievements, experience and benefits that Company can derive from him. The remuneration offered to Mr. Duggal is the considered to be appropriate in today's market scenario having regard to factors such as the group policies, past experience, his position and role, his contribution to the Company's operations and its growth over the years.</p> <p>Further details with regard to the size of the Company can be referred in the financials and Board's report of the annual report.</p>
3.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:	The appointee does not have any pecuniary relationship directly or indirectly with the Company, or relationship with any other managerial personnel.	The appointee does not have any pecuniary relationship directly or indirectly with the Company, or relationship with any other managerial personnel.

III. Other Information:

1.	Reasons of loss or inadequate profits / Steps taken or proposed to be taken for improvement / Expected increase in productivity and profits in measurable terms	Due to sharp fall in prices of Styrene Monomer (SM) and other key raw materials, there were huge inventory losses. The steep drop in SM prices resulted in sharp fall in margins and ultimately losses for the year. Also, the automotive market slowdown observed during last two quarters of 2018-19 has resulted in lower volume in specialty segment. The Company also observed higher imports in Polystyrene and ABS commodity segment. The key raw material prices and exchange rates are expected to be stabilized and the Company continues to strengthen its position in Specialty focus segments, drive product mix to maximize margins and continues to focus on turnaround of Polystyrene business. The Company's expansion project at Moxi plant is expected to be complete by third quarter of 2019, which would support increase in future profitability of your company.
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Note:

Disclosure as required under sub clause IV of clause (iv) of section II of part II of Schedule V are mentioned in the Board's report under the heading "Corporate Governance".

Registered Office:
5th Floor, OHM House II,
OHM Business Park,
Subhanpura,
Vadodara – 390023

Date: May 16, 2019
Place: Vadodara

By Order of the Board of Directors:
For **INEOS Styrolution India Limited**

Abhijaat Sinha
Head - Legal and Company Secretary