

INEOS Styrolution India Limited

Corporate Company Identity Number: L25200GJ1973PLC002436

Registered Office: 5th Floor, OHM HOUSE – II, OHM Business Park, Subhanpura,
Vadodara –390 023, Gujarat

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Website: www.ineosstyrolutionindia.com

POSTAL BALLOT NOTICE (Pursuant to Section 110 of the Companies Act, 2013)

NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 AND RULES 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 READ WITH SECURITIES AND EXCHANGE BOARD OF INDIA (DELISTING OF EQUITY SHARES) REGULATIONS, 2009, AS AMENDED, AND SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AS AMENDED.

Dear Member(s),

Notice is hereby given that pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("**Companies Act**") read with Rules 20, 22 and any other applicable rules of the Companies (Management and Administration) Rules, 2014, the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 ("**Delisting Regulations**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force and as may be enacted hereinafter, to the members of INEOS Styrolution India Limited, to consider and if thought fit, to pass the resolution set out herein below as a Special Resolution by way of a postal ballot ("**Delisting Resolution**"). The proposed Delisting Resolution along with the explanatory statement containing all material facts and reasons thereto are appended below and a postal ballot form is enclosed for your consideration.

SPECIAL BUSINESS:

Approval for the Voluntary Delisting of the Equity Shares of the Company from BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") and withdrawal of "Permitted to Trade" status on the Metropolitan Stock Exchange of India Limited ("MSE")

To consider and if thought fit, to accord assent/dissent to the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to and in accordance with the provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Delisting of Equity Shares), Regulations, 2009 ("**Delisting Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities Contract (Regulation) Act, 1956 (including the rules issued thereunder), the listing agreement entered with and BSE Limited ("**BSE**"), National Stock Exchange of India Limited ("**NSE**"), where the equity shares of the Company are listed, including any statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted hereinafter, and all other applicable laws, rules, regulations and guidelines, if any, and subject to such approvals, permissions and sanctions, as may be required and necessary for the Company and for INEOS Styrolution APAC Pte. Ltd. ("**Promoter**"), under applicable laws and subject to the terms of such approvals, consents, permissions, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by any authority or third party, while granting such approvals, consents, permissions, the approval of the members of the Company be and is hereby accorded to the board of directors of the Company ("**Board**", *which term shall be deemed to include any committee which the Board may have constituted or may hereafter constitute exercising the powers conferred on the Board by this resolution*), to voluntarily delist the equity shares of the Company from BSE and NSE (collectively referred to as "**Stock Exchanges**") and withdrawal of the "permitted to trade" status from the Metropolitan Stock Exchange of India Limited ("**MSE**") pursuant to the proposed acquisition by the Promoter, as detailed in their letter dated August 16, 2019, of 43,96,407 fully paid-up equity shares of the Company, representing approximately 25.00% of the paid-up equity share capital of the Company, that are held by the public shareholders of the Company, in accordance with the terms of the Delisting Regulations and other applicable provisions of applicable law ("**Delisting Proposal**"), and the Company shall accordingly take all necessary actions and make all the necessary disclosures and filings to facilitate the proposed voluntary delisting of equity shares of the Company in accordance with applicable law;

RESOLVED FURTHER THAT for the purposes of giving effect to the Delisting Proposal, any of the Directors, the Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorized on behalf of the Company to do, either by themselves or through delegation to any person, as they may in their absolute discretion deem fit, all such acts, deeds, matters and things as they may at their discretion deem necessary or expedient for such purpose, and make all necessary filings including but not limited to making applications to the Stock Exchanges to seek their in-principle and final approval for the Delisting Proposal and/or withdrawal of "permitted to trade" status on MSE, in accordance with the provisions of Delisting Regulations and the applicable provisions of the Companies Act, 2013 and to execute all such deeds, documents or writings as are necessary or expedient, to settle any questions, difficulties or doubts that may arise in this behalf or delegate the aforesaid authority to any person, as they may in their absolute discretion deem fit;

RESOLVED FURTHER THAT all actions taken or required to be taken by the Board in connection with any matter referred to above or contemplated in the foregoing resolutions are hereby approved, ratified and confirmed in all respects;

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby authorized to issue a certified true copy of the aforesaid resolution wherever necessary.”

Registered Office:

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

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

Abhijaat Sinha
Head - Legal and Company Secretary

Date: August 23, 2019
Place: Vadodara

NOTES AND INSTRUCTIONS:

1. The explanatory statement pursuant to Section 102 of the Companies Act setting out material facts and reasons in relation to the proposed special business is annexed hereto.
2. The board of directors of the Company (“**Board**”) has appointed Mr. Devesh Pathak, Practicing Company Secretary (FCS 4559, CP 2306) as the scrutinizer for conducting the postal ballot process in a fair and transparent manner (“**Scrutinizer**”).
3. The Notice is being sent to all members of the Company, whose names appear in the register of members/ list of beneficial owners as received from National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited on August 23, 2019, which will be considered as the cut-off date for the purposes of voting on postal ballot/ e-voting. The Notice is being sent electronically by e-mail to all the members who have registered their e-mail IDs with their depository participants/the Company, and to all other members it is being sent through permitted mode of dispatch along with postal ballot form and self-addressed envelope. The members, who have received postal ballot notice by e-mail and who wish to vote through physical postal ballot form, can download postal ballot form from the Company's website (www.ineosstyrolutionindia.com) or seek duplicate postal ballot form from the Company's Share and Transfer Agent, M/s Link Intime India Private Limited at B -102 & 103, Shangrila Complex, First Floor, Opp. HDFC Bank, Near Radhakrishna Char Rasta, Akota, Vadodara - 390 020 or through email at vadodara@linkintime.co.in, fill in the details as per the instructions mentioned there under and send the same to the Scrutinizer.
4. The voting rights of the members of the Company shall be in proportion to their shares of the paid up equity share capital of the Company as on Friday, August 23, 2019 (cut-off date). Any person who is not a member of the Company as on the cut-off date should treat this Notice for intimation purposes only.
5. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by postal ballot/ e-voting i.e. Sunday, September 29, 2019.
6. The members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the postal ballot form and return the same duly completed in the attached postage pre-paid self-addressed envelope. Unsigned postal ballot form will be rejected. Postage will be borne and paid by the Company. However, postal ballot form, if sent by courier or by registered post at the expense of the member(s) will also be accepted.
7. Please note that the duly completed postal ballot form should reach the Scrutinizer on or before Sunday, September 29, 2019, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member.
8. Pursuant to provisions of Regulation 44 of the Listing Regulations, and Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide e-voting facility through the e-voting platform as provided by Link Intime India Private Limited, accessible at <https://instavote.linkintime.co.in>, for its members to enable them to cast their votes electronically. The instructions for electronic voting are annexed to this Notice.
9. Kindly note that the members can opt only one mode of voting, i.e., either through postal ballot form or through e-voting. If you are opting for e-voting., then do not vote through postal ballot form also and vice versa. However, in case members cast their vote by postal ballot form and e-voting, then voting done through e-voting shall prevail and voting done by postal ballot form will be treated as invalid. The Scrutinizer's decision on the validity of the postal ballot form shall be final.
10. Voting by postal ballot, in the physical form or e-voting, can be exercised only by the member or his/her duly constituted attorney or in case of bodies corporate, by the duly authorised person. Voting rights in a postal ballot cannot be exercised by a proxy.

11. Voting period commences on Saturday, August 31, 2019 at 0900 hours IST (start date) and ends on Sunday, September 29, 2019 at 1700 hours IST(end date).
12. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or any other officer of the Company duly authorized, on or before Tuesday, October 1, 2019, through the website of the Company (www.ineosstyrolutionindia.com) and by way of intimation to the Stock Exchanges.

Any query in relation to the resolutions proposed to be passed by postal ballot may be sent to/ contact the Company Secretary at abhijaat.sinha@ineos.com and contact no. +91 (265) 2303201/02.

INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MODE:

In compliance with Regulation 44 of the Listing Regulations, and Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company has extended e-voting facility as an alternate for its members to enable them to cast their votes electronically instead of dispatching postal ballot form. Therefore, business as set out in Notice may be transacted through e-voting services provided by Link Intime India Private Limited. Please note that remote e-voting is optional for members. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical postal ballot forms will be treated as invalid.

Instructions for shareholders voting electronically 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	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <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	Enter the Bank Account number (Last Four Digits) as recorded in your demat account or in the company records for the said demat account or folio number. <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 LIPL: <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 a shareholder is having a 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).

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**

6. 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.

7. 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'.

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:**

12. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and custodians 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'.

13. 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.

14. During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".

15. Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

16. 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 at +91 (22) 49186000.

EXPLANATORY STATEMENT

(Pursuant to the provisions of Section 102 of the Companies Act)

Approval for Voluntary Delisting of the Equity Shares of the Company from BSE and NSE (collectively referred to as “Stock Exchanges”) and withdrawal of “Permitted to Trade” status on the Metropolitan Stock Exchange of India Limited (“MSE”)

1. 1,75,85,625 equity shares of the Company, having a face value of INR 10/- (Indian Rupees ten only) each of the Company are presently listed on BSE and NSE and are “Permitted to Trade” on the MSE.
2. The promoter of the Company namely, INEOS Styrolution APAC Pte. Ltd. (“**Promoter**”), holds 1,31,89,218 fully paid-up equity shares of the Company representing approximately 75.00% of the paid-up equity share capital of the Company.
3. The Board has received a letter dated August 16, 2019 from the Promoter proposing to voluntarily delist the equity shares of the Company from BSE and NSE in accordance with the Delisting Regulations. In their letter, the Promoter has expressed their intention to: (a) acquire 43,96,407 fully paid-up equity shares of the Company representing approximately 25.00% of the paid-up equity share capital of the Company that are presently held by the public shareholders of the Company; and (b) consequently voluntarily delist the equity shares of the Company from BSE and NSE by making a delisting offer in accordance with the Delisting Regulations (“**Delisting Offer**”).
4. The Promoter has specified that the objective of the Delisting Offer is (i) to increase ownership in the Company, which will provide the Promoter with increased operational flexibility to support the Company's business; and (ii) given the low liquidity of the equity shares on the Stock Exchanges, to provide an exit opportunity to the public shareholders of the Company.
5. The Company was informed by the Promoter, pursuant to their letter dated August 23, 2019, that: (a) the “reference date” with respect to the proposed delisting was August 16, 2019 i.e., the date on which the Company intimated the Stock Exchanges that a meeting of the Board is being convened on August 23, 2019 *inter alia* to consider the Delisting Offer; (b) as per certificate dated August 23, 2019 issued by M/s Mayur Papat, Registered Valuer, Securities and Financial Assets (Registration Number IBBI/RV/006/2019/11173), INR 419 (Indian Rupees Four Hundred Nineteen only) is the floor price per equity share (“**Floor Price**”), which is arrived at in accordance with Regulation 15 of the Delisting Regulations read with Regulation 8 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
6. Further, the Promoter, after considering the prevailing market conditions and with a view to provide the shareholders a fair price, informed the Company of their willingness to accept equity shares of the Company tendered in the Delisting Offer at a price of INR 480 (Indian Rupees Four Hundred and Eighty only) (“**Indicative Offer Price**”), which represents: (a) a premium of 23.08% and 23.00% over the closing market price of INR 390.00 and INR 390.25 as on August 14, 2019 on BSE and NSE, respectively; and (b) a premium of 14.56% over the Floor Price. The Promoter further informed us that the Indicative Offer Price should in no way be construed as:
 - a. A ceiling or maximum price for the purposes of the book building process and the public shareholders are free to tender the equity shares of the Company held by them at any price higher than the Indicative Offer Price in accordance with the Delisting Regulations; or
 - b. An obligation/ restriction on the Promoter to accept the equity shares of the Company tendered in the Delisting Offer at a price lower than, equal to or higher than the Indicative Offer Price.
7. The exit offer price will be determined through the book building process specified in Schedule II of the Delisting Regulations. The final exit offer price will be determined as the price at which shares accepted through eligible bids during the book building process takes the shareholding of the Promoter to 90% of the paid-up share capital of the Company, excluding the shares which are held by a custodian and against which depository receipts have been issued. The Promoter shall have the sole discretion to accept or reject the price discovered pursuant to the book building process.
8. In terms of the Delisting Offer, the acquisition of 43,96,407 equity shares of the Company by the Promoter from the public shareholders of the Company will be conditional upon the following:
 - a. The shareholders' approval obtained by way of special resolution through postal ballot notice will only be acted upon only if the votes cast by public shareholders in favour of the Delisting Proposal amount to at least two times the number of votes cast by public shareholders against it.

- b. The acceptance by the Promoter of the price payable for the shares as determined by the book building process in accordance with the Delisting Regulations. In case the exit offer price discovered pursuant to the book building process is not acceptable to the Promoter, they may make a counteroffer to the public shareholders of the Company within the time period and in the manner specified under the Delisting Regulations.
 - c. A minimum number of equity shares being tendered for delisting to be successful in accordance with the Delisting Regulations.
 - d. Approval of the Stock Exchanges or any other appropriate authority of the Government of India for the acquisition of the equity shares of the Company by the Promoter, if required.
 - e. such other terms and conditions as may be set out in the 'public announcement' or the 'letter of offer' to be dispatched to the public shareholders of Company.
9. The Board appointed ICICI Securities Limited as the merchant banker after taking note of the Delisting Proposal, in accordance with Regulation 8(1A)(ii) of the Delisting Regulations, to carry out due diligence in compliance with Regulation 8(1D) and 8(1E) read with Regulation 8(1A)(ii) of the Delisting Regulations. Further, the Board, at its meeting held on August 23, 2019, inter alia, took on record the due diligence report submitted by the merchant banker in accordance with Regulation 8(1E) of the Delisting Regulations and granted approval to the Delisting Proposal and the consequent voluntary delisting of the equity shares of the Company in accordance with Delisting Regulations. Based on the information available with the Company and the information taken on record, in accordance with Regulation 8 (1B) of the Delisting Regulations, the Board certified that:
- a. The Company is in compliance with the applicable provisions of securities laws;
 - b. The Promoter and their related entities, are in compliance with Regulations 4(4) and 4(5) of the Delisting Regulations; and
 - c. The Delisting Proposal and consequent voluntary delisting of the equity shares of the Company are in the interest of the shareholders.
10. The Board, at its meeting dated August 23, 2019, also granted the approval to the Company to seeking the consent of the shareholders for the voluntary delisting of the equity shares of the Company by way of special resolution through postal ballot and e-voting in accordance with Regulation 8(1)(b) of the Delisting Regulations and apply to the Stock Exchanges for in-principle approval in terms of Regulation 8(1)(c) of the Delisting Regulations. In terms of Regulation 8(1)(b) of the Delisting Regulations, the special resolution shall be acted upon if and only if the votes cast by public shareholders in favour of the Delisting Resolution amount to at least two times the number of votes cast by public shareholders against it. Accordingly, approval for the Delisting Resolution is sought from the shareholders, and upon receipt of such approval, the Promoter will proceed, at their discretion, to make an offer to the public shareholders of the Company and purchase the equity shares at the exit price in accordance with the Delisting Regulations.
11. The Board recommends the special resolution and places it for consideration and the approval of the shareholders of the Company.
12. Mr. Stephen Mark Harrington, Non-Executive Chairman of the Company, is concerned and interested in the resolution being a representative director of the Promoter. Except as provided, none of the other directors or key managerial personnel of the Company or their relatives are directly or indirectly concerned or interested in this resolution.

Registered Office:

5th Floor, OHM House II,
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Subhanpura,
Vadodara – 390023

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

Abhijaat Sinha
Head - Legal and Company Secretary

Date: August 23, 2019
Place: Vadodara