

NOTICE

NOTICE is hereby given that the Eleventh Annual General Meeting of the Members of Reliance Sibur Elastomers Private Limited will be held on Tuesday, July 25, 2023 at 03.00 p.m. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), to transact the following business:

Ordinary Business:

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon, and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon as circulated to the Members, be and are hereby considered and adopted.”

2. To appoint Mr. Ajay Shah (DIN 03613030), who retires by rotation as a Director and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Ajay Shah (DIN 03613030), who retires by rotation at this Meeting, be and is hereby appointed as a Director of the Company.”

3. To appoint Mr. Virendra Rathod (DIN 05357880), who retires by rotation as a Director and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Virendra Rathod (DIN 05357880), who retires by rotation at this Meeting, be and is hereby appointed as a Director of the Company.”

4. To appoint Mr. Puneet Madan (DIN 08792455), who retires by rotation as a Director and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Puneet Madan (DIN 08792455), who retires by rotation at this Meeting, be and is hereby appointed as a Director of the Company.”

Reliance Sibur Elastomers Private Limited

Regd. Off.: 9th Floor, Maker Chambers IV, 222, Nariman Point, Mumbai 400021
Phone: +91 22 22785000 website: www.reliancesibur.com CIN: U25209MH2012PTC310109

Special Business:

5. To approve the appointment of Ms. Mohana V (DIN: 08333092) as Director liable to retire by rotation and in this regard, to consider and if thought fit, the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force Ms. Mohana V (DIN: 08333092), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and the provisions of the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

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

6. To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2024 and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT in accordance with the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration, as approved by the Board of Directors and set out in the Statement annexed to the Notice, to be paid to M/s. Shome & Banerjee, Cost Accountants (Firm Registration Number 000001), the Cost Auditors appointed by the Board of Directors, to conduct the audit of cost records of the Company for the financial year ending March 31, 2024, be and is hereby ratified.”

By order of the Board of Directors

Date: July 03, 2023

Registered Office:

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Mumbai - 400 021
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Website: www.reliancesibur.com
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Sd/-
Janani Ashish
Company Secretary

Notes:

1. The Ministry of Corporate Affairs (“MCA”), has vide its circular dated December 28, 2022 read with circulars dated April 8, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 8, 2021, December 14, 2021 and May 05, 2022 (collectively referred to as ‘MCA Circulars’), permitted convening and holding of the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) without the physical presence of the Members at a common venue. In compliance with the Companies Act, 2013 and MCA Circulars the AGM of the Company is being held through VC and notice to all the Members is being sent only through electronic mode by e-mail at their address registered with the Company. The deemed venue for the Meeting shall be the Registered Office of the Company. Detailed instructions to attend, participate and vote at the meeting through VC is attached as **Annexure 1**.
2. A Statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the Meeting is annexed hereto.
3. Pursuant to the provisions of the Companies Act 2013, a Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on his / her behalf at the Meeting and a proxy need not be a Member of the Company. Since this Meeting is being held through VC pursuant to the MCA Circulars, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this Meeting and hence the Proxy Form is not annexed hereto.
4. Corporate members intending to authorise their representative(s) to attend the Meeting are requested to send to the Company vide an email at janani.ashish@ril.com, a certified true copy of the relevant Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting before the commencement of the meeting.
5. Members / Representatives attending the meeting through VC shall be reckoned for the purpose of quorum under Section 103 of the Companies Act, 2013 and accordingly there is no requirement of attendance slip for the meeting through video-conference and hence not annexed hereto.
6. Since the Meeting will be held through VC the route map of the venue of the Meeting is not annexed hereto.

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7. Members seeking any information with regard to the documents referred to in the Notice or any matter to be considered at the Meeting, are requested to write to the Company on or before July 24, 2023 through email at janani.ashish@ril.com. The same will be replied by the Company suitably.
8. Register of Directors and Key Managerial Personnel and their Shareholding, Register of Contracts with related party and contracts and bodies etc., in which Directors are interested are available for inspection through e-mode at the commencement of the meeting of the Company and shall remain open and accessible during the continuance of the meeting to any person having the right to attend the meeting. Members seeking to inspect through e-mode is required to notify the Company Secretary on or before July 24, 2023 through email at janani.ashish@ril.com.
9. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
10. In terms of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Ajay Shah, Mr. Virendra Rathod and Mr. Puneet Madan, Directors of the Company, retire by rotation at the Meeting and being eligible, offer themselves for appointment. The Nomination and Remuneration Committee and the Board of Directors of the Company recommend their respective appointments.

Details of Mr. Ajay Shah, Mr. Virendra Rathod and Mr. Puneet Madan as required to be provided pursuant to the provisions of the Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India and approved by the Central Government are provided herein below:

Particulars	Mr. Ajay Shah	Mr. Virendra Rathod	Mr. Puneet Madan
Age	64	60 years	57
Qualifications	B.Tech (Chemical Engineering); Masters in Financial Management	Bachelors in Chemical Engineering from UDCT, Mumbai 1985 and Masters in Management (Post Graduate Diploma in Management) from IIM, Ahmedabad 1988	B.Sc. Engineering. (Chemical); Post graduate diploma in Business Management from XLRI, Jamshedpur
Experience (including expertise in specific functional area) / Brief resume	Mr. Ajay Shah has experience spanned over 40 years in the polymers and chemicals industry. In National Organic Chemical Industries Limited (NOCIL), he has experience in multiple functions including technology, operations research, manufacturing,	CEAT Ltd. – 1988-99 – Joined RPG Group as Senior Management Trainee, moved up to level of Marketing Manager when he resigned. ExxonMobil India Pvt. Ltd. 1999 - 2006 Sr. Business Development Manager	Mr. Puneet Madan started his career with Reliance Group in 1990 as a Management Trainee in the Petrochemicals Marketing & Sales Dept. He worked with BASF India for 3 years, before re-joining RIL in 2003.

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Particulars	Mr. Ajay Shah	Mr. Virendra Rathod	Mr. Puneet Madan
	<p>corporate planning and communications, marketing and general management. The portfolios handled include a range of chemical and polymer products.</p> <p>He also had an international experience with Shell Chemicals in The Hague, Netherlands for 3 years providing global technology support for the EO/EG and PO/Polyols range of products.</p> <p>Currently, Mr. Ajay Shah is the President for Reliance Industries Ltd., Polymer Chain which includes handling the polymer, cracker and elastomer portfolio starting with the international business of polymers and subsequently being responsible for the PE, PP, PVC and Chemical business units.</p>	<p>Reliance Industries Limited – 2006 onwards – Head Synthetic Rubber Business</p> <p>2014 to March 2022 - Sector Head Elastomers</p> <p>April 2022 onwards President Marketing Business development GRP Limited</p>	<p>Mr. Puneet Madan was heading RIL's Polyethylene business from 2011 – 2013 and Polypropylene business and Polymers Supply Chain Management from 2013 - mid 2015. He was the Chief Operating Officer of the Polymer Business from 2015 – 2021, and is currently the Head – Polymer Chain of Reliance Industries Limited.</p> <p>He was the Chief Operating Officer of the Polymer Business from 2015 – 2021, and is currently the Head – Polymer Chain of Reliance Industries Limited.</p>
Terms and conditions of appointment	Liable to retire by rotation	Liable to retire by rotation	Liable to retire by rotation
Remuneration (including sitting fees, if any) last drawn in F.Y. 2022-23	Nil	Nil	Nil
Remuneration sought to be paid	Nil	Nil	Nil
Date of first appointment on Board	February 21, 2012	August 21, 2012	July 23, 2020

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Particulars	Mr. Ajay Shah	Mr. Virendra Rathod	Mr. Puneet Madan
Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2023	Nil	Nil	Nil
Relationship with other Director / Key Managerial Personnel	Nil	Nil	Nil
Number of meetings of Board attended during FY 2022-23	5	4	4
Directorship in other Companies as on March 31, 2023	Nil	GRP Circular Solutions Limited	Nil
Membership / Chairmanship of the Committees of the other Boards as on March 31, 2023	Nil	Nil	Nil

Mr. Ajay Shah, Mr. Virendra Rathod and Mr. Puneet Madan are interested in the Ordinary Business set out at Item Nos. 2, 3 and 4 of the Notice respectively with regard to their respective appointments. Save and except the above, none of the Directors / Key Managerial Personnel(s) of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item Nos. 2 to 4 of the Notice.

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Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”)

The following Statement sets out all the material facts relating to the items of business to be transacted as mentioned in the accompanying Notice.

Item No. 5

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, pursuant to the provisions of Section 161(1) of the Companies Act (“the Act”) and the Articles of Association of the Company, Ms. Mohana V was appointed as Additional Director of the Company with effect from. October 18, 2022.

Pursuant to Section 161(1) of the Act, Ms. Mohana V. holds office up to the date of this meeting.

Ms. Mohana V. is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

In the opinion of the Board, Ms. Mohana V. fulfills the conditions for her appointment as specified in the Act read with the rules made thereunder. Ms. Mohana V. possesses appropriate skills, experience and knowledge.

In pursuance of Secretarial Standards-2 (SS-2), details of Ms. Mohana V. proposed to be appointed as Director are as follows:

Particulars	Ms. Mohana V.
Age	54 years
Qualification	Fellow Member of the Institute of Company Secretaries of India
Experience (including expertise in specific functional area) / Brief Resume	Ms. Mohana V. is a fellow member of the Institute of Company Secretaries of India and a Law graduate with over 25 years of experience in the area of corporate legislations, compliances and corporate due diligence. She is associated with Reliance Industries Limited since November 2016. Prior to joining Reliance Industries Limited, she was associated with GMR Group and Biocon Limited.
Terms and conditions of appointment	Liable to retire by rotation

Reliance Sibur Elastomers Private Limited

Particulars	Ms. Mohana V.
Remuneration (including sitting fees, if any) last drawn in F.Y. 2022-23	Nil
Remuneration sought to be paid	Nil
Date of first appointment on Board	October 18, 2022
Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2023	Nil
Relationship with other Director / Key Managerial Personnel	Nil
Number of meetings of Board attended during FY 2022-23	1
Directorship in other Companies	<ul style="list-style-type: none"> i. Indiawin Sports Private Limited ii. Reliance Petro Marketing Limited iii. RISE Worldwide Limited iv. Reliance New Energy Storage Limited v. Reliance New Energy Hydrogen Electrolysis Limited vi. Sanmina-SCI Technology India Private Limited vii. Sanmina-SCI India Private Limited viii. Model Economic Township Limited ix. Reliance Strategic Investments Limited
Chairmanship/ Membership of the Board/ Committees of the other Companies	Member of Corporate Social Responsibility Committee In Indiawin Sports Private Limited.

Save and except Ms. Mohana V and her relatives, no other Directors/ Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed Ordinary Resolution as set out at Item No. 5 of the Notice.

The Board recommends Ordinary Resolution as set out at Item No. 5 of the Notice for approval by the members.

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Item No. 6

The Board of Directors has, on the recommendation of the Audit Committee, approved the appointment and remuneration M/s. Shome & Banerjee, Cost Accountants (Firm Registration Number 000001) as Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ending March 31, 2024 at a remuneration of Rs. 1,00,000/- (Rupees One Lakh only) plus applicable taxes and reimbursement of out of pocket expenses if any.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board, has to be ratified by the Members of the Company.

Accordingly, ratification by the Members is sought for the remuneration payable to the Cost Auditors for the financial year ending March 31, 2024 by passing an Ordinary Resolution as set out at Item No. 6 of the Notice.

None of the Directors / Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the Members.

By order of the Board of Directors

Sd/-
Janani Ashish
Company Secretary

Date: July 03, 2023

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Annexure 1

Members are requested to note the following in accordance with the MCA circulars:

1. The meeting through video-conference would be conducted through “Microsoft Teams” which enables two-way audio and video conference. Members are requested to join the meeting using the following link:

[Click here to join the meeting](#)

Detailed instructions on installing Microsoft Teams is attached as **Annexure 2**.

2. The link to join the meeting shall be activated 15 minutes before the meeting.
3. E-mail address of the Company, janani.ashish@ril.com is designated for correspondences / voting and all other purposes related to the meeting.
4. In the event of demand for poll at the meeting, members shall send their votes by email from their email address which is registered with the company and shall only be sent to the designated email address mentioned in point no. 3 above.
5. For any assistance before or during the meeting, members may contact, Ms. Janani Ashish on +91 9321911349.

Annexure 2

The instruction for participating in the meeting through VC:

1. Members would have received an email from Ms. Janani Ashish to participate in the Annual General Meeting through video-conference on your email address registered with the Company.
2. In case you already have Microsoft Teams installed on your Laptop / Computer / iPad / Mobile Phone, click on “Join Microsoft Teams Meeting” option from the email. You will connect to the meeting.
3. In case you do not have Microsoft Teams installed on your Laptop / Computer / iPad / Mobile Phone, please follow the below given procedure.

Option 1

For participating through **Windows / Apple powered Laptops / Computer devices:**

Open the email invitation using **Google Chrome** browser



Simply click on “**Join Microsoft Teams Meeting**” option from the email invitation / your calendar events.



A new Browser window would open. Select “**Join on the web instead**”. Once you reach to the “**Enter Name**” prompt, enter your name and click “**Join as a Guest**”



You will enter the Meeting. Make sure you start your camera and the microphone may be kept on “Mute” when not speaking.

Option 2

For installing Microsoft Teams on your **iPad / apple devices / iPad / Android devices:**

Click on “**Join Microsoft Teams Meeting**” from the email invitation/calendar events



System will prompt you to download Microsoft Teams



Download and Install Microsoft teams. Please do not try to login.



Once installed, click on invitation once again on “**Join Microsoft Teams Meeting**”
from the email invitation/calendar events



You will be prompted to Microsoft Teams application



Click on “**Join as a Guest**” option



Type your Name and once again click on “**Join as a Guest**”



You will enter the Meeting. Make sure you start your camera and the microphone may be
kept on “Mute” when not speaking.