

NOTICE

Notice is hereby given that the Ninth Annual General Meeting of the Members of Reliance Sibur Elastomers Private Limited will be held on Tuesday, September 28, 2021 at 12: 30 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, 2021 and the reports of the Board of Directors and Auditors thereon, and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2021 and the reports of the Board of Directors and Auditors thereon as circulated to the Members before this meeting, be and are hereby considered and adopted.”

2. To appoint Mr. Virendra Rathod (DIN 05357880), who retires by rotation and being eligible, offers himself for re-appointment, as a Director and in this regard to consider and if thought fit, to pass, with or without modification(s), 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 Annual General Meeting and being eligible has offered himself for re-appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

3. To appoint Mr. Vadim Lishchinskiy (DIN 06402449), who retires by rotation and being eligible, offers himself for re-appointment, as a Director and in this regard to consider and if thought fit, to pass, with or without modification(s), 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. Vadim Lishchinskiy (DIN 06402449), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

Special Business:

4. To appoint Mr. Dhiren V. Dalal (DIN 01218886) as an Independent Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:



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“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules and Schedule IV of the Act (including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company and recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, Mr. Dhiren V. Dalal (DIN 01218886), who was appointed by the Board of Directors as an Additional Director designated as an Independent Director and to hold office for a term of 5 (five) consecutive years with effect from April 23, 2021, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years from April 23, 2021 to April 22, 2026.”

**By order of the Board of Directors
For Reliance Sibur Elastomers Private Limited**

Virendra Rathod
Director
DIN: 05357880

Place: Mumbai
Date: August 28, 2021

Registered Office:
9th Floor, Maker Chambers IV,
222, Nariman Point,
Mumbai - 400 021
Phone: +91 22 22785000
Website: www.reliancesibur.com
CIN: U25209MH2012PTC310109

Notes:

1. Considering the ongoing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”), has vide its circulars dated January 13, 2021 read with circulars dated April 08, 2020, April 13, 2020 and May 5, 2020 (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 (“Act”) and MCA Circulars the Meeting 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 the 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 renuka.upadhyay@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 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.
7. Members seeking any information with regard to the documents referred to in the Notice or any matter to be placed at the Meeting, are requested to write to the Company on or before September 27, 2021 through email at renuka.upadhyay@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 September 27, 2021 through email at renuka.upadhyay@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. Virendra Rathod and Mr. Vadim Lishchinskiy, Directors, retire by rotation at the Meeting and being eligible, offer themselves for re-appointment. The Nomination and Remuneration Committee and the Board of Directors of the Company commend their respective re-appointments.
11. Mr. Virendra Rathod and Mr. Vadim Lishchinskiy are interested in the Ordinary Resolutions set out at Item Nos. 2 and 3 of this 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 and 3 of the Notice.
12. Details of Mr. Virendra Rathod and Mr. Vadim Lishchinskiy 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. Virendra Rathod	Mr. Vadim Lishchinskiy
Age	58 years	57 years
Qualifications	Bachelors in Chemical Engineering from UDCT, Mumbai 1985 and Masters in Management (Post Graduate Diploma in Management) from IIM, Ahmedabad 1988	Ph.D in Polymer Science from Moscow State University and MBA from University of Delaware (USA).
Experience	CEAT Ltd. – 1988-99 – Joined RPG Group as Sr. management Trainee, moved up to level of marketing Manager ExxonMobil India Pvt. Ltd. 1999 - 2006 Sr. Business Development Manager Reliance Industries Limited – 2006 onwards – Head Synthetic Rubber Business	Worked with leading chemical companies like BASF, DuPont, AKZO Nobel in different R&D, sales & marketing, manufacturing and management positions for over 28 years. SIBUR LLC- Since 2010- Director of Business Development



Particulars	Mr. Virendra Rathod	Mr. Vadim Lishchinskiy
Terms and conditions of appointment	Liable to retire by rotation	Liable to retire by rotation
Directorship in other Companies	Nil	Sibur Petrochemical India Private Limited (Under process of Striking off)
Date of first appointment on Board	August 21, 2012	February 19, 2016
No of meetings of Board attended during FY 2020-21	6	6
Chairmanship / Membership of the Board/ Committees of the other Companies	Nil	Nil
Shareholding in the Company	Nil	Nil
Remuneration last drawn (including sitting fees, if any)	Nil	Nil
Remuneration sought to be paid	Nil	Nil
Relationship with any Director and other Key Managerial Personnel of the Company	Nil	Nil

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 businesses to be transacted as mentioned in the accompanying Notice.

Item No. 4

In accordance with the provisions of Section 149, 152 read with Schedule IV to the Companies Act, 2013 (“Act”), appointment of an Independent Director requires approval of the Members of the Company.

Pursuant to the provisions of Section 161(1) and other applicable provisions of the Act, the Rules made thereunder and the Articles of Association of the Company, the Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, has appointed Mr. Dhiren V. Dalal (DIN: 01218886) as an Additional Director designated as an Independent Director to hold office as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years from April 23, 2021 to April 22, 2026.

Mr. Dhiren V. Dalal 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 a Director. The Company has received declaration from Mr. Dhiren V. Dalal that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act.

The Company has received notice in writing from Members under Section 160 of the Act proposing the candidature of Mr. Dhiren V. Dalal for the office of Independent Director of the Company.

In the opinion of the Board, Mr. Dhiren V. Dalal fulfills the conditions for his appointment as an Independent Director as specified in the Act read with the rules made thereunder. Mr. Dhiren V. Dalal is independent of the management and possesses appropriate skills, experience, integrity and knowledge.

Copy of the draft letter for appointment of Mr. Dhiren V. Dalal as an Independent Director, setting out the terms and conditions of appointment is 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 on or before September 27, 2021 through email at renuka.upadhyay@ril.com.

In pursuance of Secretarial Standards-2 (SS-2), details of Mr Dhiren V. Dalal, proposed to be appointed as an Independent Director are as follows:

Particulars	Mr. Dhiren Vrajlal Dalal
Age	57 years
Qualifications	Commerce Graduate



	Fellow Member of the Institute of Chartered Accountants of India
Experience	He has wide spectrum of knowledge and experience in audit, finance and accounts and Non-Banking Financial Companies. He has been an Auditor of Various Registered Non-Banking Financial Companies.
Terms and conditions of appointment	As per the resolution at Item No. 4 of the Notice convening this Meeting read with explanatory statement thereto, Mr. Dhiren V. Dalal is proposed to be appointed as an Independent Director, not liable to retire by rotation for a term of 5 (five) consecutive years effective from April 23, 2021 to April 22, 2026.
Directorship in other Companies	<ol style="list-style-type: none">1. Reliance Ambit Trade Private Limited2. Reliance Ventures Limited3. Reliance Universal Traders Private Limited4. Reliance Vantage Retail Limited5. Reliance Industrial Investments and Holdings Limited6. Reliance Strategic Investments Limited7. Reliance Services and Holdings Limited8. G S Dabby and Company Private Limited
Date of first appointment on Board	April 23, 2021
No. of meetings of Board attended during FY 2020-21	One
Chairmanship / Membership of the Board/ Committees of the other Companies	<p><u>Member of Audit Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee in the following Companies:</u></p> <ol style="list-style-type: none">1. Reliance Ambit Trade Private Limited2. Reliance Universal Traders Private Limited3. Reliance Ventures Limited4. Reliance Industrial Investments and Holdings Limited5. Reliance Strategic Investments Limited6. Reliance Services and Holdings Limited <p><u>Member of Audit Committee and Nomination and Remuneration Committee in the following Company:</u></p> <ol style="list-style-type: none">1. Reliance Vantage Retail Limited <p><u>Member of Information Technology Strategic Committee:</u></p> <ol style="list-style-type: none">1. Reliance Ventures Limited2. Reliance Strategic Investments Limited
Shareholding in the Company	Nil



Remuneration last drawn (including sitting fees, if any)	Nil
Remuneration sought to be paid	Nil
Relationship with any Director and other Key Managerial Personnel of the Company	Not related to any Director / Key Managerial Personnel

Save and except Mr. Dhiren V. Dalal and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members.

**By order of the Board of Directors
For Reliance Sibur Elastomers Private Limited**

Virendra Rathod
Director
DIN: 05357880

Place: Mumbai
Date: August 28, 2021

Registered Office:
9th Floor, Maker Chambers IV,
222, Nariman Point,
Mumbai - 400 021
Phone: +91 22 22785000
Website: www.reliancesibur.com
CIN: U25209MH2012PTC310109

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:

Microsoft Teams meeting

Join on your computer or mobile app

[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, reenuka.upadhyay@ril.com is designated for correspondences / voting and all other purposes related to the meeting.
4. The voting may be conducted by a show of hands, unless demand for poll is made in accordance with Section 109 of the Act.
5. 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.
6. For any assistance before or during the meeting, members may contact, Ms. Renuka Upadhyay on +91 9321722015.

Annexure 2

1. Members would have received an email from Ms. Renuka Upadhyay 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.





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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.
