



**Reliance Sibur**  
Elastomers Private Limited  
A partnership of excellence

**Transcript of Extra Ordinary General Meeting of Reliance Sibur Elastomers Private Limited held on Tuesday, April 20, 2021 at 02:00 p.m. (IST) through Video Conferencing.**

Ladies and Gentlemen, Good Afternoon!

It is 02:00 p.m. and time to start the Meeting.

I welcome all of you to the Extra Ordinary General Meeting of Reliance Sibur Elastomers Private Limited.

Considering the present COVID - 19 pandemic, the Ministry of Corporate Affairs (MCA) has, vide its circulars dated April 08, 2020, April 13, 2020 and December 31, 2020 ("MCA Circulars"), permitted convening General Meetings through Video Conference ("VC") / Other Audit Visual Means ("OAVM") without the physical presence of the Members at a common venue. Accordingly, the Meeting is being held through VC and the proceedings are being recorded.

The Company has taken all feasible steps to ensure that the Members of the Company are provided an opportunity to participate in the Extra Ordinary General Meeting and vote. The Company has provided adequate video-conferencing facility to its Members to participate in this Meeting.

Shareholders / Representatives attending this Meeting through Video Conference would be considered for the purpose of quorum under Section 103 of the Companies Act, 2013. Authorisations from the Corporate Shareholder(s) have been lodged with the Company to attend the Meeting.

The following Members are present:

- i. Ms. Savithri Parekh – Authorised Representative of Reliance Industries Limited
- ii. Mr. Dmitry Khrichenko – Authorised Representative of Sibur Investments AG
- iii. Mr. Pankaj Dadhich – (Member and Chief Financial Officer)
- iv. Mr. S. Sudhakar
- v. Mr. K. Sethuraman
- vi. Mr. Rohit Shah
- vii. Mr. Raj Mullick

The requisite quorum is present and therefore, I call the Meeting to order.



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The documents as mentioned in the Notice are available for inspection. The said documents will remain accessible to the Members for inspection electronically, if they so desire.

The Company Secretary has confirmed that the Company has not received any query from the shareholders on the designated email address mentioned in the Notice calling the meeting.

I wish to introduce, for the benefit of the Members, Directors on the Board of the Company, who are present at the meeting:

- 1) Mr. S Sudhakar
- 2) Mr. Ajay Shah (Director and Chairman of the Audit Committee and Nomination and Remuneration Committee)
- 3) Mr. Virendra Rathod (Director and Chairman of the Corporate Social Responsibility Committee)
- 4) Mr. Dmitry Khrichenko – Whole Time Director
- 5) Mr. Shiv Kumar Bhardwaj – Independent Director

Mr. Pawan Kumar Kapil, Ms. Marina Medvedeva, Mr. Vadim Lishchinskiy, Mr. Puneet Madan and Mr. Chandrakant Gokhale, Directors of the Company are unable to attend the Meeting due to their preoccupation.

Mr. Kanchan Chakrabarty, Chief Executive Officer, Mr. Pankaj Dadhich, Chief Financial Officer, Mr. Bhavik Gala, Company Secretary and the representatives of the Statutory Auditors and the Secretarial Auditors are also present at this Meeting.

Ladies and Gentlemen,

Notice dated April 17, 2021 convening this Meeting, along with the Statement annexed thereto pursuant to Section 102 of the Companies Act, 2013, has already been circulated to the Members of the Company through email pursuant to the MCA Circulars and consent for holding this meeting at a shorter notice has been obtained from all the Members. With your permission, I take the same as read.

This meeting has been convened to seek approval of the Members for increasing the authorized capital of the Company from Rs. 2500 crore to Rs. 2700 crore and consequential amendment to the Memorandum of Association of the Company and re-appointment of Mr. Shiv Kumar Bhardwaj as an Independent Director of the Company for a second term of three consecutive years effective April 23, 2021.

Dear Shareholders,

I now move the resolution for item number 1 of the Notice:

**Item No. 1: Increase in Authorised Share Capital of the Company:**

This item has to be transacted to ensure compliance with the provisions of Section 13 and Section 61 and other applicable provisions of the Companies Act, 2013.

May I request a Shareholder to propose and another Shareholder to second the same.

Proposed by : Ms. Savithri Parekh

Seconded by : Mr. Pankaj Dadhich

Shareholders may seek any clarification pertaining to this item of business.

**"RESOLVED THAT** pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the provisions of the Articles of Association of the Company, Authorised Share Capital of the Company be and is hereby increased from Rs. 2500,00,00,000/- (Rupees Two Thousand Five Hundred Crore) comprising of 250,00,00,000 (Two Hundred and Fifty Crore) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 2700,00,00,000/- (Rupees Two Thousand Seven Hundred Crore) comprising of 270,00,00,000 (Two Hundred and Seventy Crore) Equity Shares of Rs. 10/- (Rupees Ten) each. Consequently, the existing Clause V(a) of the Memorandum of Association of the Company, relating to the Share Capital be and is hereby altered by deleting the same and substituting in its place and stead, the following new `Clause V(a)'.

V(a). "The Authorized Share Capital of the Company is Rs. 2700,00,00,000/- (Rupees Two Thousand Seven Hundred Crore) divided into 270,00,00,000 (Two Hundred and Seventy Crore) Equity Shares of Rs. 10/- (Rupees Ten) each, with power to the Board to increase or reduce the Capital of the Company and to divide the Shares in the Capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may be for the time being be provided by the Articles of Association of the Company"

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall deem to include any of its duly constituted Committee), be and is hereby authorized, on behalf of the Company, to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this resolution, including to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company.”

As per Articles of Association of the Company, this item of business is a reserved matter and hence approval from each Shareholder Group i.e. Reliance Industries Limited and Sibur Investments AG, will be necessary.

Now I put the resolution to vote.

“Those in favor of the motion please raise your hand.”

“Those against the motion please raise your hand.”

Since the resolution was approved unanimously, I declare the resolution passed unanimously.

I now move the resolution for item number 2 of the Notice.

**Item No. 2: Re-Appointment of Mr. Shiv Kumar Bhardwaj (Din 00001584) as an Independent Director**

This item has to be transacted to ensure compliance with the provisions of Section 149, Section 150, Section 152 and other applicable provisions of the Companies Act, 2013.

May I request a shareholder to propose and another shareholder to second the same.

Proposed by : Mr. K. Sethuraman

Seconded by : Mr. Raj Kumar Mullick

**“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, if any, and Schedule IV of the Act (including any statutory modification(s) or re-enactment(s)



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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. Shiv Kumar Bhardwaj (DIN 00001584) who was appointed as an Independent Director of the Company and who holds office as an Independent Director up to April 22, 2021, being eligible for re-appointment 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 re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 3 (three) consecutive years effective from April 23, 2021 to April 22, 2024.”

Now I put the resolution to vote.

“Those in favor of the motion please raise your hand.”

“Those against the motion please raise your hand.”

Since the resolution was approved unanimously, I declare the resolution passed unanimously.

On behalf of the Board, I would like to thank each and every Member for their active participation at the meeting.

All the business placed before this Meeting having been concluded, I declare the Meeting closed.

Thank you.

Mr. K. Sethuraman proposed vote of thanks to the Chair.

The meeting concluded at 02:07 p.m.