

## NOTICE

Notice is hereby given that the Extra Ordinary General Meeting of the Members of Reliance Sibur Elastomers Private Limited will be held on Tuesday, April 20, 2021 at 02:00 p.m. (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), to transact the following special business:-

**ITEM NO. 1: To approve increase in Authorised Share Capital of the Company and in this regard, to consider and if thought fit, pass with or without modification(s), the following resolution as an Ordinary Resolution:**

**"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.”



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

**ITEM NO. 2: To approve the re-appointment of Mr. Shiv Kumar Bhardwaj (DIN 00001584) as an Independent Director and in this regard, to consider and if thought fit, pass with or without modification(s), the following resolution as a Special Resolution:**

**“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) 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.”

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

**Bhavik Gala  
Company Secretary**

Place : Mumbai  
Date : April 17, 2021

**Registered Office:**

9<sup>th</sup> Floor, Maker Chambers IV,  
222, Nariman Point,  
Mumbai - 400 021  
Phone: +91 22 22785000  
Website: [www.reliancesibur.com](http://www.reliancesibur.com)  
CIN: U25209MH2012PTC310109

**Notes:**

1. Considering the present Covid-19 pandemic, the Ministry of Corporate Affairs (MCA), has vide its circular dated December 31, 2020 read with circulars dated April 08, 2020 and April 13, 2020 (collectively referred to as 'MCA Circulars'), permitted the holding of the Extra Ordinary General Meeting ("Meeting") through Video Conferencing / Other Audio Visual Means (VC / OAVM) without the physical presence of the Members at a common venue. In accordance with the Companies Act, 2013 ("the Act") and MCA Circulars, this Meeting is being held through VC and Notice to all the Members is being sent only through electronic mode by e-mail at their e-mail address registered with the Company. The deemed venue for this Meeting shall be the Registered Office of the Company. Detailed instructions to attend, participate and vote at the meeting by the Members 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 e-mail at [shailesh.dholakia@ril.com](mailto:shailesh.dholakia@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 April 20, 2021 through e-mail at [shailesh.dholakia@ril.com](mailto:shailesh.dholakia@ril.com). The same will be replied by the Company suitably.
8. 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.
9. Members may note that the Notice will also be available on the Company's website [www.reliancesibur.com](http://www.reliancesibur.com)

10. The Meeting is being held at a shorter notice pursuant to the provisions of Section 101 of the Companies Act, 2013.

**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. 1:**

Considering the future business plans and budget estimates, it is proposed to increase Authorised Share Capital of the Company 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. Accordingly, Clause V(a) of the Memorandum of Association is proposed to be altered as per the resolution set out at Item No. 1. Pursuant to Section 13 read with Section 61 of the Act, approval of the Members of the Company is required to increase the authorised share capital of the Company. Further, as per the provisions of Article 39 of the Articles of Association of the Company, alterations in Memorandum of Association of the Company is a Shareholder Reserved Matter and thus requires the approval of the Members at the General Meeting of the Company.

The Board commends Ordinary Resolution set out at Item No. 1 of the Notice for approval by the Members.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 1 of the Notice.

**ITEM NO. 2:**

At the Eight Annual General Meeting held on September 18, 2020, the Members of the Company had appointed Mr. Shiv Kumar Bhardwaj (DIN 00001584) as an Independent Director of the Company, to hold office upto April 22, 2021 (“First Term”).

The Nomination and Remuneration Committee (“NRC”) of the Board of Directors, based on the performance of Mr. Shiv Kumar Bhardwaj, has recommended his re-appointment as an Independent Director for a second term of 3 (three) consecutive years on the Board of the Company effective from April 23, 2021.

The Board considers that given Mr. Shiv Kumar Bhardwaj’s knowledge and industry wide experience and his performance, the Company would immensely benefit by his continued counsel and guidance. As recommended by the Nomination and Remuneration Committee,

the continued association of Mr. Shiv Kumar Bhardwaj would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Mr. Shiv Kumar Bhardwaj as an Independent Director of the Company, not liable to retire by rotation, for a second term of 3 (three) consecutive years on the Board of the Company effective from April 23, 2021 to April 22, 2024.

Mr. Shiv Kumar Bhardwaj is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

The Company has received notice in writing from a Member under Section 160 of the Act proposing the candidature of Mr. Shiv Kumar Bhardwaj for the office of Independent Director of the Company.

The Company has also received declaration from Mr. Shiv Kumar Bhardwaj that he meets with the criteria of independence as prescribed Section 149(6) of the Act.

In the opinion of the Board, Mr. Shiv Kumar Bhardwaj fulfils the conditions for his appointment as an Independent Director as specified in the Act read with the rules made thereunder. Mr. Shiv Kumar Bhardwaj is independent of the management and possesses appropriate skills, experience and knowledge.

Copy of draft letter of appointment of Mr. Shiv Kumar Bhardwaj 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 April 20, 2021 through email at [shailesh.dholakia@ril.com](mailto:shailesh.dholakia@ril.com).

In pursuance of Secretarial Standards-2 (SS-2), details of Mr Shiv Kumar Bhardwaj, proposed to be re-appointed as an Independent Director are as follows:

<b>Particulars</b>	<b>Mr. Shiv Kumar Ramanand Bhardwaj</b>
Age	76 years
Qualifications	M. A. from the Punjab University, Chandigarh LLB from the University of Delhi, Delhi
Experience	Mr. Shiv Kumar Bhardwaj joined Indian Revenue Service (IRS) in the year 1968 and retired as Member of Central Board of Excise & Customs, Ministry of Finance in the rank of Special Secretary to the Government of India. He worked on different assignments both in the field as well as in the Secretariat.
Terms and conditions of re-appointment	As per the resolution at Item No. 2 of the Notice convening this Meeting read with explanatory statement thereto, Mr. Shiv Kumar Bhardwaj is proposed to be re-appointed as an Independent Director, not liable to retire by rotation for a



	term of 3 (three) years effective from April 23, 2021 to April 22, 2024
Directorship in other Companies	<ol style="list-style-type: none"><li>1. Reliance Ambit Trade Private Limited</li><li>2. Reliance Prolific Traders Private Limited</li><li>3. Reliance Eminent Trading and Commercial Private Limited</li><li>4. Reliance Progressive Traders Private Limited</li><li>5. Reliance Gas Pipelines Limited</li><li>6. Reliance Services and Holdings Limited</li><li>7. The Indian Film Combine Private Limited</li></ol>
Date of first appointment on Board	April 23, 2020
No of meetings of Board attended during FY 2020-21	6 (six)
Chairmanship / Membership of the Board/ Committees of the other Companies	<p><u>Member of Audit Committee and Corporate Social Responsibility Committee in the following Companies:</u></p> <ol style="list-style-type: none"><li>1. Reliance Ambit Trade Private Limited</li><li>2. Reliance Prolific Traders Private Limited</li><li>3. Reliance Eminent Trading and Commercial Private Limited</li><li>4. Reliance Progressive Traders Private Limited</li><li>5. Reliance Gas Pipelines Limited</li><li>6. Reliance Services and Holdings Limited</li><li>7. The Indian Film Combine Private Limited</li></ol> <p><u>Chairman of Nomination and Remuneration Committee:</u></p> <ol style="list-style-type: none"><li>1. Reliance Gas Pipelines Limited</li><li>2. The Indian Film Combine Private Limited</li></ol> <p><u>Member of Nomination and Remuneration Committee:</u></p> <ol style="list-style-type: none"><li>1. Reliance Ambit Trade Private Limited</li><li>2. Reliance Prolific Traders Private Limited</li><li>3. Reliance Eminent Trading and Commercial Private Limited</li><li>4. Reliance Progressive Traders Private Limited</li><li>5. Reliance Services and Holdings Limited</li></ol>
Shareholding in the Company	Nil
Remuneration last drawn (including sitting fees, if any)	Rs. 3,80,000 in FY 2020-21 (Sitting fees for attending Board and Committee meetings of the Company)
Remuneration sought to be paid	He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board
Relationship with any Director and other Key Managerial Personnel of the Company	Not related to any Director / Key Managerial Personnel

Save and except Mr. Shiv Kumar Bhardwaj and his relatives, 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. 2 of the Notice.

In accordance with the provisions of Section 149 of the Act, re-appointment of Independent Directors requires approval of Members by way of a Special Resolution.

Therefore, the Board commends the Special Resolution set out at Item Nos. 2 of the Notice for approval by the Members.

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



**Bhavik Gala  
Company Secretary**

Place : Mumbai  
Date : April 17, 2021

**Registered Office:**

9<sup>th</sup> Floor, Maker Chambers IV,  
222, Nariman Point,  
Mumbai - 400 021  
Phone: +91 22 22785000  
Website: [www.reliancesibur.com](http://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:

**[Join Microsoft Teams 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, [shailesh.dholakia@ril.com](mailto:shailesh.dholakia@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 e-mail from their e-mail address which is registered with the company and shall only be sent to the designated e-mail address mentioned in point no. 3 above.
6. For any assistance before or during the meeting, Members may contact, Mr. Shailesh Dholakia on +91-8433980635.



## Annexure 2

1. Members would have received an e-mail from Mr. Bhavik Gala to participate in the Extra Ordinary General Meeting through video-conference on the e-mail 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 e-mail. 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 to participate.

### Option 1

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

Open the e-mail invitation using **Google Chrome** browser



Simply click on “**Join Microsoft Teams Meeting**” option from the e-mail 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 keep the microphone “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 e-mail 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 e-mail 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 you start your camera and keep the microphone “Mute” when not speaking.

Alternatively, you may follow the procedure given in Option 1 from your iPad / apple devices, android devices to participate in the meeting.