

**Transcript of Eleventh Annual General Meeting of Reliance Sibur Elastomers Private Limited held on Tuesday, July 25, 2023 at 03:00 p.m. through Video Conferencing.**

Mr. P K Kapil, the Chairman of the Board of Directors of the Company, occupied the Chair and conducted the meeting.

Ladies and Gentlemen, Good Afternoon!

It is 03.00 p.m. and time to start the Meeting.

I welcome all of you to the Eleventh Annual General Meeting (“Meeting”) of Reliance Sibur Elastomers Private Limited.

The Ministry of Corporate Affairs (“MCA”), has vide its circulars issued from time to time permitted the holding of the Annual General Meeting through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) without the physical presence of the Shareholders at a common venue. Accordingly, the Meeting is being held through VC.

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

Shareholders / Representatives attending this Meeting through VC would be considered for the purpose of quorum pursuant to the aforesaid MCA Circulars.

Six Shareholders, including two Shareholders through corporate representation, holding 2,35,45,30,197 equity shares of the Company, are present.

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

The requisite statutory registers, the Auditors’ Report and the Secretarial Audit Report of the Company for the year ended March 31, 2023 and other documents referred in the Notice convening this Meeting, are available and will remain accessible to the Members for inspection in electronic mode, if they so desire, till the conclusion of the Meeting.

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.

All the Directors of the Company are present in this Meeting, except Mr. Virendra Rathod, Mr. Shiv Kumar Bhardwaj and Ms. Mohana V. who could not attend the Meeting due to their pre-occupation.

Mr. Vaibhav Jha, Chief Executive Officer, Mr. Pankaj Dadhich, Chief Financial Officer, Ms. Janani Ashish, Company Secretary and the representatives of the Statutory Auditor, Cost Auditor and Secretarial Auditor are also present at this Meeting.

Dear Shareholders,

Notice dated July 03, 2023 convening this Annual General Meeting, along with a copy of the Annual Report for the financial year ended March 31, 2023 has already been circulated to the Shareholder of the Company electronically, pursuant to the applicable MCA Circulars. With your permission, I shall take the same as read.

The Auditors' Report on the Financial Statement and the Secretarial Audit Report of the Company for the financial year ended March 31, 2023 do not contain any qualification, reservation, adverse remark or disclaimer. Accordingly, these Reports are not required to be read out, as provided under the provisions of the Companies Act, 2013 ("the Act").

I now move the resolutions for all the items contained in the Notice.

The Objective and Implication of each resolution is to ensure compliance with the provisions of the Act and Rules made thereunder.

ITEM NO. 1: Consideration and adoption of 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 for the financial year ended March 31, 2023, by way of an Ordinary Resolution:

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

I, Sudhakar Saraswatula, Shareholder of the Company propose this resolution.

I, Dmitry Khrichenko, second this resolution.

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

**"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."

Now I put the resolution to vote.

"Those in favor of the motion please state your name and raise your hand."

"Those against the motion please state your name and raise your hand."

Since there is no one against the motion the resolution was approved unanimously, and I declare the resolution passed unanimously.

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

ITEM NO. 2: Appointment of Mr. Ajay Shah (DIN 03613030), who retires by rotation, as a Director, by way of an Ordinary Resolution:

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

I, Savithri Parekh, Shareholder of the Company propose this resolution.

I, Raj Kumar Mullick, second this resolution.

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

**“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.”

Now I put the resolution to vote.

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

“Those against the motion please state your name and raise your hand.”

Since there is no one against the motion the resolution was approved unanimously, and I declare the resolution passed unanimously.

ITEM NO. 3: Appointment of Mr. Virendra Rathod (DIN 05357880), who retires by rotation, as a Director, by way of an Ordinary Resolution:

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

I, Sudhakar Saraswatula, Shareholder of the Company propose this resolution.

I, Dmitry Khrichenko, second this resolution.

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

**“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.”

Now I put the resolution to vote.

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

“Those against the motion please state your name and raise your hand.”

Since there is no one against the motion the resolution was approved unanimously, and I declare the resolution passed unanimously.

I now move the resolution for item number 4 of the Notice.

ITEM NO. 4: Appointment of Mr. Puneet Madan (DIN 08792455), who retires by rotation, as a Director, by way of an Ordinary Resolution:

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

I, Sudhakar Saraswatula, Shareholder of the Company propose this resolution.

I, Raj Kumar Mullick, second this resolution.

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

**“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.”

Now I put the resolution to vote.

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

“Those against the motion please state your name and raise your hand.”

Since there is no one against the motion the resolution was approved unanimously, and I declare the resolution passed unanimously.

ITEM NO. 5: Appointment of Ms. Mohana V (DIN: 08333092) as Director liable to retire by rotation, by way of an Ordinary Resolution:

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

I, Sudhakar Saraswatula, Shareholder of the Company propose this resolution.

I, Savithri Parekh, second this resolution.

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

**“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.”

Now I put the resolution to vote.

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

“Those against the motion please state your name and raise your hand.”

Since there is no one against the motion the resolution was approved unanimously, and I declare the resolution passed unanimously.

I now move the resolution for item number 6 of the Notice.

ITEM NO. 6: Ratification of remuneration of M/s. Shome & Banerjee, Cost Accountants (Membership No. 000001), the cost auditors of the Company, appointed by the Board of Directors for the financial year ending March 31, 2024 by way of an Ordinary Resolution:

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

I, Raj Kumar Mullick, Shareholder of the Company propose this resolution.

I, Pankaj Shivdutt Dadhich, second this resolution.

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

**“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.”

Now I put the resolution to vote.

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



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

“Those against the motion please state your name and raise your hand.”

Since there is no one against the motion the resolution was approved unanimously, and I declare the resolution passed unanimously.

On behalf of the Board, I would like to thank each and every Shareholder, representatives of the Statutory Auditor, Cost Auditor and Secretarial Auditor for their presence in the Meeting.

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

Thank you.

Ms. Savithri Parekh proposed vote of thanks to the Chair.

The Meeting concluded at 3.12 p.m.