

Transcript of Ninth Annual General Meeting of Reliance Sibur Elastomers Private Limited held on Tuesday, September 28, 2021 at 12:30 p.m. through Video Conferencing.

In accordance with the provisions of Section 104 of the Companies Act, 2013, Members unanimously elected Mr. Sudhakar Saraswatula as the Chairman of the Meeting. Mr. Sudhakar Saraswatula occupied the Chair and presided over the Meeting.

Ladies and Gentlemen, Good Afternoon!

It is 12:30 p.m. and time to start the Meeting.

I welcome all of you to the Ninth Annual General Meeting of Reliance Sibur Elastomers Private Limited.

Considering the ongoing Covid-19 pandemic, the Ministry of Corporate Affairs, has vide its circular dated January 13, 2021 read with circulars dated April 8, 2020, April 13, 2020 and May 5, 2020 permitted convening and holding of the Annual General Meeting through Video Conferencing / Other Audio Visual Means without the physical presence of the Members at a common venue.

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

Shareholders / Representatives attending this Meeting through Video Conferencing would be considered for the purpose of quorum under Section 103 of the Companies Act, 2013.

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. K. Sethuraman
- iv. Mr. Rohit Shah
- v. Mr. S. Sudhakar
- vi. Mr. Raj Mullick
- vii. Mr. Pankaj Dadhich

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

The requisite statutory registers are available here 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 Members of the Board of Director are present at the Meeting.

Mr. Vaibhav Jha, Chief Executive Officer, Mr. Pankaj Dadhich, Chief Financial Officer, Ms. Renuka Upadhyay, Company Secretary and Representatives of the Statutory Auditors and Secretarial Auditor are also present at this Meeting.

Ladies and Gentlemen,

Notice dated August 28, 2021 convening this Annual General Meeting, along with a copy of the Annual Report for the financial year ended March 31, 2021 has already been circulated to the Members of the Company through email, pursuant to the applicable MCA Circulars and Article 43(a) of Articles of Association of the Company. With your permission, I take the same as read.

The Auditors' Report on the financial statements and the Secretarial Audit Report of the Company for the financial year ended March 31, 2021 do not contain any qualification, reservation, adverse remark or disclaimer. Accordingly, these Reports are not required to be read out, as provided in the Companies Act, 2013.

Dear Shareholders,

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

ITEM NO. 1: Consideration and adoption of Audited Financial Statement and the reports of the Board of Directors and Auditors thereon for the financial year ended March 31, 2021, by way of an ordinary resolution:

This item has to be transacted to ensure compliance with the provisions of Section 129(2) and Section 102(2) 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. Raj Mullick

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, 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.”



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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 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: Re-Appointment of Mr. Virendra Rathod, who retires by rotation, by way of an ordinary resolution:

This item has to be transacted to ensure compliance with the provisions of Section 152(6) and Section 102(2) 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. Rohit Shah

“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.”

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 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 3 of the Notice.

ITEM NO. 3: Re-Appointment of Mr. Vadim Lishchinskiy, who retires by rotation, by way of an ordinary resolution:

This item has to be transacted to ensure compliance with the provisions of Section 152(6) and Section 102(2) of the Companies Act, 2013.

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

Proposed by : Mr. Raj Mullick

Seconded by : Mr. Rohit Shah

“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.”

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 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. Dhiren V. Dalal, as an Independent Director, by way of an ordinary resolution:

This item has to be transacted to ensure compliance with the provisions of Sections 149, 150, 152 and 160 of the Companies Act, 2013.

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

Proposed by : Mr. Rohit Shah

Seconded by : Mr. Raj Mullick



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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.”

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 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 Member for their active participation at the Meeting. I also thank the representatives of the Statutory and Secretarial Auditors of the Company.

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

Thank you.

Mr. Rohit Shah proposed vote of thanks to the Chair.

The Meeting concluded at 12:57 p.m.