

Styrolution ABS (India) Limited

Notice

To,
The Member(s),
Styrolution ABS (India) Limited

Notice is hereby given that the 42nd Annual General Meeting (AGM) of the Members of **Styrolution ABS (India) Limited** will be held **on Tuesday, 4th August 2015 at 11.30 a.m. at Ground Floor, ABS Towers, Old Padra Road, Vadodara – 390 007, India** to transact the following business:

Ordinary business:

1. To receive, consider and adopt the financial statements of the Company for the period ended 31 March 2015, including the audited Balance Sheet as at 31 March 2015, the Statement of Profit and Loss for the period ended on that date and the reports of the Board of Directors ('the Board') and of Auditors thereon.
2. To declare a dividend of ₹ 4.00 per equity share for the period ended on 31 March 2015.
3. To appoint a Director in place of Mr. Myung Suk Chi (DIN: 05225708), who retires by rotation and, being eligible, seeks re-appointment.
4. To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"Resolved that pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), Messrs B S R & Co. LLP, Chartered Accountants (Firm's Registration number: 101248W/W-100022), be and are hereby re-appointed as Statutory Auditors of the Company to hold office for a term of One (1) year from the conclusion of this 42nd Annual General Meeting till the conclusion of the 43rd Annual General Meeting of the Company, on such remuneration as may be decided by the Board of Directors of the Company from time to time;

Resolved further that the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

Special business:

5. To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

"Resolved that pursuant to the provisions of Sections 196, 197 & 203 read with Schedule V and other applicable provision(s), if any, of the Companies Act, 2013 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) and subject to the approval of Central Government, and such other approvals / permissions, if any, the Company hereby accords its approval to the re-appointment of Mr. Myung Suk Chi as the Managing Director and Chief Executive Officer of the Company (MD and CEO) with effect from 1 August 2015 to 31 July 2016 (both days inclusive), on the terms and conditions including those relating to remuneration as set out under Item No. 5 of the Statement setting out the material facts annexed to this Notice, with liberty to the Board of Directors (including any Committee thereof) to alter and vary any terms and conditions including remuneration in such manner as may be agreed to between Mr. Myung Suk Chi and the Board from time to time;

Resolved further that the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

6. To consider and, if thought fit, to pass, the following as an **Ordinary Resolution**:

"Resolved that Dr. Anke Frankenberger (DIN: 06871064), who was appointed as an Additional Director of the Company pursuant to Section 161(1) of the Companies Act, 2013 to hold office up to the ensuing Annual General Meeting and in respect of whom the Company has received a requisite notice under Section 160 of the Companies Act, 2013, in writing, 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, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

7. To consider and, if thought fit, to pass, the following as an **Ordinary Resolution**:

"Resolved that Mr. Stephen Mark Harrington (DIN: 07131679), who was appointed as an Additional Director of the Company pursuant to Section 161(1) of the Companies Act, 2013 to hold office up to the ensuing Annual General Meeting and in respect

of whom the Company has received a requisite notice under Section 160 of the Companies Act, 2013, in writing, proposing his 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, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

8. To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

“Resolved that pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder and in terms of the applicable provisions of Listing Agreement executed with the Stock Exchanges (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), consent of the Members of the Company, be and is, hereby accorded to following Related Party Transactions during the period 1 January 2014 to 31 December 2015:

For the period	Name of the Related Party/ purpose	Relationship	Maximum Value of transactions (In KT or Mio USD)
1 January 2014 to 31 March 2015	Styrolution South East Asia Pte Ltd. [Purchase of Styrene Monomer (Binding)]	Promoter Group	44 KT
	Styrolution South East Asia Pte Ltd. [Regional Head Office Services : IT, Automotive, Management, etc.]	Promoter Group	2.56 Mio USD
1 April 2015 to 31 December 2015	Styrolution South East Asia Pte Ltd. [Purchase of Styrene Monomer (Binding)]	Promoter Group	32 KT
	Styrolution South East Asia Pte Ltd. [Regional Head Office Services : IT, Automotive, Management, etc.]	Promoter Group	1.32 Mio USD

Resolved further that the Board of Directors of the Company, be and is, hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

9. To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“Resolved that pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), Messrs Kiran J Mehta and Co., Cost Accountants (Firm’s Registration No. 000025), appointed as Cost Auditors by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending 31 March 2016, be paid a remuneration of ₹ 220,000 (Rupees Two lakh twenty thousand only) per annum plus applicable service tax and out of pocket expenses that may be incurred during the course of audit;

Resolved further that the Board of Directors of the Company (including its Committee thereof), be and is, hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Registered Office :
 6th Floor, ABS Towers,
 Old Padra Road,
 Vadodara-390007
 Gujarat, India

By Order of the Board of Directors
 For **Styrolution ABS (India) Limited**

Haresh Khilnani
 Company Secretary and Head - Legal

24 June 2015
 Vadodara

Notes:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
A person can act as a proxy on behalf of not exceeding fifty (50) Members and holding in aggregate not more than ten (10) percent of the total share capital of the Company.
3. In Compliance with the applicable provisions of the Companies Act, 2013, your directors have changed the financial year from 'January-December' to 'April-March'. Accordingly, the year under review is of 15 months i.e. January 2014 to March 2015. Subsequent financial years will be of 12 months from April 1 to March 31.
4. Corporate Members intending to send their authorised representatives to attend the Annual General Meeting are requested to send a duly certified copy of their Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
5. The instrument appointing the proxy, duly completed, must be deposited at the Company's Registered office not less than 48 hours before the commencement of the meeting. A proxy form for the AGM is enclosed.
6. Members / proxies / authorised representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
7. The Register of Members and Share Transfer Books of the Company will remain closed on 31 July 2015.
8. Members are requested to notify immediately any change in their address, to their respective Depository Participants (DPs) in respect of their shares in electronic form quoting Client ID No. and to M/s. Link Intime India Pvt. Ltd., the Company's Registrar and Share Transfer Agent in respect of their physical shares, quoting Folio No.
9. Subject to provisions of the Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the meeting, will be paid within a period of 30 days from the date of declaration, to those Members whose names appear on the Register of Members as on 31 July 2015.
10. The Annual Report 2014-15 is being sent through electronic mode only to the Members whose email addresses are registered with the Company / Depository Participant(s), unless any Member has requested for a physical copy of the report. For Members who have not registered their email address, physical copies of the Annual Report 2014-15 are being sent by the permitted mode.
11. With a view of using natural resources responsibly, we request shareholders to update their email address with their Depository Participant(s) to enable the Company to send communications electronically.
12. Members may note that the Notice of the 42nd AGM and the Styrolution Annual Report 2014-15 will be available on the Company's website, www.styrolutionabsindia.com. The physical copies of the documents will also be available at the Company's Registered Office for inspection during 9.00 a.m. to 5.00 p.m. on working days (i.e. excluding Saturdays and Sundays) upto the date of AGM. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at secshare@styrolutionabsindia.com.
13. Payment of Dividend will be made through National Electronic Clearing Service (NECS) at the RBI Centers by crediting the dividend amount to the Bank Account of the shareholders wherever relevant information is made available to the Company. Members holding shares in physical form and covered under RBI centers, and who have not furnished requisite information and who wish to avail of the NECS facility to receive dividend from the Company, may furnish the information to M/s Link Intime India Pvt. Ltd., the Registrar and Share Transfer Agent. The Members holding shares in electronic form may furnish the information to their respective Depository Participant(s) in order to receive dividend through NECS mechanism.
14. Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013 and the relevant provisions of the Companies Act, 2013, the dividend which remains unpaid / unclaimed from the date of transfer to the unpaid / unclaimed dividend account of the Company is required to be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government.

The unclaimed dividend for the financial year 2008 and all subsequent years must be claimed as early as possible failing which it would be transferred to IEPF as per the (tentative) dates mentioned herein below. In terms of Section 124 of the Companies Act, 2013, no claim shall lie against the Company after the said transfer.

Financial Year Ended	Date of Declaration of Dividend	Tentative date for transfer to IEPF
2008	20-Apr-09	24-Jun-16
2009	27-Apr-10	1-Jul-17
2010	5-May-11	9-Jul-18
2011	24-Apr-12	29-Jun-19
2012	26-Apr-13	30-Jun-20
2013	29-Apr-14	3-Jul-21

Further, Members are requested to note that unpaid / unclaimed dividend for the year 2007 has been transferred to IEPF as on 16 June 2015.

15. Members desirous of getting any information about the Accounts of the Company are requested to write to the Company at least seven working days prior to the date of AGM so that the information can be kept ready at the meeting.
16. Members / proxies / authorized representatives attending the meeting are requested to bring their copy of Annual Report with them at the Meeting and deliver the enclosed attendance slip at the entrance of the meeting hall.
17. Profile of the Directors being appointed / re-appointed as required under Clause 49 of the Listing Agreement with Stock Exchanges:

Name of Directors	Mr. Myung Suk Chi	Dr. Anke Frankengerger	Mr. Stephen Mark Harrington
Nationality	Republic of Korea	German	British
Date of Birth	10/1/1957	5/8/1966	29/7/1968
Date of Appointment	1/3/2012	29/4/2014	18/5/2015
Experience (Yrs.)	32 years	18 years	25 years
Expertise in specific functional areas	Strategic business management, operations, sales and marketing.	Functional areas like Mergers & Acquisitions, Arbitration and Litigation, Contract Management, all general corporate & commercial legal, insurance and compliance matters in producing Companies of electrical, machinery and chemical industry site build up and site management.	Strategic business management, sales & marketing.

Qualification	Bachelor of Science (Polymer Chemistry) from Inha University. Master of Business Administration from Seogang University of Korea.	Doctorate degree in Law from Heidelberg University of School of Law L.L.M. from University of British Columbia, Vancouver, Canada First and Second Legal States Exam, Germany Studies of Law, Chinese and Philosophy at Bonn University, Germany, Cambridge University, England and Heidelberg University between 1985 to 1991	BSc (Hons) in Chemistry, University of Hull, United Kingdom
Directorship held in other public companies in India	Styrolution India Private Ltd.	Styrolution India Private Ltd.	NIL
Membership of Committees held in other public companies in India	N.A.	N.A.	N.A.
No. of Equity shares held in the Company	NIL	NIL	NIL

18. E-voting :

In compliance with Section 108 of the Companies Act, 2013 read with prevailing Rule 20 of the Companies (Management and Administration) Rules, 2014, and clause 35B of the Listing Agreement, the Company has provided a facility to the Members to exercise their votes electronically through the electronic voting service facility arranged by National Securities Depository Limited(NSDL). The facility for voting, through ballot paper, will also be made available at the AGM and the Members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are as under:

PROCESS FOR MEMBERS OPTING FOR E-VOTING

a) In case of Members receiving E-mail from NSDL

- (i) Open internet browser by typing the URL: <http://www.evoting.nsdl.com>.
- (ii) For Members whose e-mail addresses have been registered: open the attached PDF file “styrolutionABS.e-voting.pdf” giving your DP ID / Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as default password which contains your “User ID” and “Password for e-voting”.
- (iii) Click on “Shareholder - Login”.
- (iv) Insert your User ID and password as initial password as mentioned in step (ii) above and Login. In case you are already registered with NSDL, you can use your existing User ID and password for casting your vote.
- (v) “Password Change” menu appears. Change the password with the new password of your choice with minimum 8 digits / characters or combination thereof. Please note your new password. We strongly recommend that you do not share your new password and take utmost care to keep your password confidential.
- (vi) Home page of “e-voting” opens. Click on “e-voting-Active Voting Cycles”.
- (vii) Select “EVEN” (E-Voting Event Number) of Styrolution ABS (India) Limited for casting your votes in favour of or against the resolution. For an EVEN, you can login any number of times on e-voting platform of NSDL till you have voted on the resolution or till the end of voting period i.e. upto **5 P.M. on 3 August 2015**, whichever is earlier.
- (viii) Now you are ready for “e-voting” as “Cast Vote” page opens.

- (ix) Cast your vote by selecting appropriate option and click “Submit” and also “Confirm” when prompted. Upon confirmation, the message, “Vote cast successfully” will be displayed. Once you have voted on the resolution, you will not be allowed to modify your vote.
- (x) Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned copy (PDF/JPG format) of the relevant Board Resolution / Authority Letter, etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorized to vote, to the Scrutinizer through email at ‘maildeveshpathak@rediffmail.com’ with a copy marked to evoting@nsdl.co.in.

b) In case of Members receiving physical copy

- (i) User ID and initial password is provided on the Form.
- (ii) Please follow all steps from Sl. No. a (ii) to (ix) above, to cast vote.

c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting

User Manual for Shareholders available at the “Downloads” section of www.evoting.nsdl.com or call NSDL on +91 22 2499 4600.

You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

d) Other Instructions:

- i. The e-voting period commences on 1 August 2015 (9.00 a.m. IST) and ends on 3 August 2015 (5.00 p.m. IST). During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e. 29 July 2015 may cast their vote electronically. The e-voting module shall be disabled by NSDL or voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently or cast the vote again.
- ii. Any person, who acquires shares of the Company and becomes a shareholder of the Company after dispatch of the Notice of AGM and holds shares as of the cut-off date i.e. 29 July 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset the password by using ‘Forgot User Details / Password’ option available on www.evoting.nsdl.com.
- iii. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on 29 July 2015.
- iv. CS Devesh A. Pathak, Practising Company Secretary (Membership No. FCS 4559), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- v. At the AGM, at the end of the discussion on the resolutions on which voting is to be held, the Chairman shall, with the assistance of the Scrutinizer, order voting through ballot paper for all those Members who are present but have not cast their votes electronically using the remote e-voting facility.
- vi. The scrutinizer will, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter will unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company, and will make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer’s report of the total Votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
- vii. The results declared along with the Scrutinizer’s Report will be communicated to the BSE Ltd. and National Stock Exchange of India Ltd. as also will be placed on the Company’s website www.styrolutionabsindia.com and on the website of NSDL immediately after the result is declared by the Chairman or any other person authorised by the Chairman.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 5

Mr. Myung Suk Chi is Managing Director of the Company and having over 32 years of industry experience. He also holds a degree in Polymer Chemistry from Inha University. His current term of appointment as a Managing Director of the Company will expire on 31 July 2015.

Considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Mr. Chi should be available to the Company for a further period of One (1) year with effect from 1 August 2015.

In terms of the provisions of the Companies Act, 2013 and the Articles of Association of the Company, the nomination and remuneration committee of the Board and the Board of Directors have, at their respective meeting held on 18 May 2015, re-appointed him as Managing Director of the Company for a further period of One (1) year with effect from 1 August 2015 to 31 July 2016 (both the days inclusive) on the terms and conditions set out below subject to the approval of the Shareholders:

- **BASIC SALARY**

Re-appointment of Mr. Myung Suk Chi as a Managing Director, for a period of One (1) year from 1 August 2015 to 31 July 2016 (both the days inclusive) on a salary not exceeding of ₹ 22.01 Mio per annum.

- **PERQUISITES & ALLOWANCES**

In addition to the salary, Mr. Myung Suk Chi, as Managing Director, shall also be entitled to perquisites and allowances like accommodation (furnished or otherwise) or house rent allowance in lieu thereof; reimbursement of expenses or allowances for utilities like gas, electricity, water, furnishings and repairs, medical reimbursement, leave travel concession for himself and his family, tax adjustments, provision of a Company car and such other perquisites and allowances in accordance with the Rules of the Company or as may be agreed to by the Board of Directors and Mr. Myung Suk Chi, such perquisites and allowances subject of maximum of ₹ 14.03 Mio per annum.

Perquisites and allowances shall be evaluated as per the Income Tax Rules, wherever applicable. In absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

- **PROVIDENT FUND, SUPERANNUATION / ANNUITY FUND**

Company's contribution to Provident Fund and Superannuation or Annuity Fund and other Retirals to the extent these either singly or together are not taxable under the Income-tax Act. Gratuity as per the rules of the Company and encashment of leave at the end of his tenure.

- **PERFORMANCE INCENTIVES**

In addition to the salary and perquisites, the appointee would be entitled to such performance incentives in any financial year as may be determined by the Board of Directors of the Company on the recommendations of nomination and remuneration committee having regard to the performance of the Company not exceeding ₹ 16.55 Mio per annum.

Aforesaid remuneration payable to the appointee (including the salary, commission, perquisites, benefits and amenities) shall not exceed the overall limits laid down in section 196 and 197 of the Companies Act, 2013, including any statutory modification(s) or enactment(s) thereof i.e. not exceeding 10% of the Net Profits as computed under section 198 of the Companies Act, 2013. However, if the aforesaid remuneration exceeds the limits, the Company shall pay remuneration in line with limits mentioned in section 196 and 197 of the Companies Act, 2013 / Schedule V of the Companies Act, 2013 till the approval of Central Government is obtained.

- **MINIMUM REMUNERATION**

In any financial year during the currency of the tenure of the appointee, the Company has no profit or its profits are inadequate the Company may pay to the appointee, remuneration by way of salary and perquisites as specified above subject to the minimum of ₹ 36 Mio. If aforesaid remuneration exceeds the limit under Section 197 and / or Schedule V of the Act, aforesaid remuneration can be paid as minimum remuneration with the approval of Central Government.

The Board of Directors may, subject to the approval of Shareholders at the General Meeting and other requisites authorities, if any, increase, augment, vary and modify the remuneration payable and the benefits and amenities provided to Mr. Myung Suk Chi including the monetary value thereof, upto the limits, prescribed in that behalf under or pursuant to the Companies Act, 2013 or any statutory amendment(s), modification(s) or re-enactment(s) thereof from time to time in force and/ or the guidelines

in case of managerial remuneration issued by the Government of India, the Ministry of Corporate Affairs, from time to time, from the date the statutory amendment(s), modification(s) or re-enactment(s) and/ or the guidelines come into force.

The Company shall enter into an agreement with Mr. Myung Suk Chi inter alia detailing the terms and conditions of appointment, powers, duties and the remuneration payable to him as detailed in the notice.

In the event that during the tenure of the subsisting agreement with Mr. Myung Suk Chi, the statutory restrictions contained in the Company Law / Corporate Laws are removed or amended by the Regulatory Authorities, the Board of Directors will be at liberty to decide such variation in the terms as may be deemed necessary.

The above may be treated as an abstract of the terms of agreement between the Company and Mr. Myung Suk Chi pursuant to Section 190 of the Companies Act, 2013.

The Board of Directors accordingly recommends the resolution set out at the Item no. 5 of the accompanying Notice for the approval of the Shareholders of the Company.

Information pursuant to Part II Section II (iv) of Schedule V of the Companies Act, 2013 is set out as below:

I. General Information

Nature of Industry	Styrolution ABS (India) Limited (SAI) is the market leader for ABS (ABSOLAC) in India. ABS is a plastic resin produced from Acrylonitrile, Butadiene & Styrene, used for manufacturing of home appliances, automobiles, consumer durables and business machines. The Company is also a leading manufacturer of ABSOLAN (SAN) which is a polymerized plastic resin produced from Styrene & Acrylonitrile, and mainly used for products such as lightings, stationeries, novelties, refrigerators and cosmetic packing.
Date or expected date of commencement of commercial production	7 December 1973
In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospects	Not Applicable.
Financial performance based on given indicators	Please refer Balance Sheet, Statement of Profit and Loss, Cash Flow Statement and Notes to Accounts given in Annual Report 2014-2015.
Foreign investments or collaborations, if any	Please refer notes to accounts given in Annual Report 2014-2015.

II. Information about the appointee

Background details, Past Remunerations, Recognition or awards, Job profile and his suitability, Remuneration proposed	Please refer Item no. 5 Statement pursuant to Section 102(1) of the Companies Act, 2013 of this Notice and Report on Corporate Governance given in this Annual Report 2014-2015.
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person(in case of expatriates the relevant details would be with respect to the country of his origin)	Increased complexities & intricacies involved in today's business strategies, more particularly its survival, in today's Thermoplastics industry, companies have had started recognizing its social responsibility towards rewarding its managerial personnel who have not only contributed significantly but also have adhered to the compliance of various laws of land and comprehensive global policies of its group. The basis of such remuneration to Mr. M. S. Chi is to recognize his contributions, achievements and benefits that Company had derived so far. The remuneration offered to Mr. M. S. Chi is the most suitable in today's market scenario. Further details with regard to the size of the Company can be referred in the financials and Directors' Report of this Annual Report 2014-2015.

Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any

NIL

III. Other information

Reasons of loss or inadequate profits, Steps taken or proposed to be taken for improvement & Expected increase in productivity and profits in measurable terms

Please refer Management Discussion and Analysis Report given in this Annual Report 2014-2015

IV. Disclosures

All elements of remuneration package such as salary, benefits, bonuses, stock options, pension etc., of all the directors, details of fixed component and performance linked incentives along with the performance criteria and service contracts, notice period, severance fees.

Please refer Item No. 5 of Statement pursuant to Section 102(1) of the Companies Act, 2013 of this Notice and Report on Corporate Governance given in this Annual Report 2014-2015.

Stock option details, if any, and whether the same has been issued at a discount as well as the period over such accrued and over which exercisable.

Not applicable.

Your approval is sought to the resolution as appearing in item no. 5 of the accompanying Notice by way of Special Resolution.

The draft Agreement relating to the re-appointment of Mr. Myung Suk Chi as Managing Director is open for inspection on any working day between 11.00 a.m. to 1.00 p.m. except Saturdays - Sundays, at the Registered office of the Company till the date of AGM.

None of the Directors / Key Managerial Personnel and their relatives except Mr. Myung Suk Chi who shall be deemed to be interested or concerned financially or otherwise in the said resolution.

Item No. 6

Your Directors at its meeting held on 29 April 2014 have appointed Dr. Anke Frankenberger as an Additional Director to hold office upto ensuing Annual General Meeting.

Your Directors recommend appointment of Dr. Frankenberger as Director liable to retire by rotation for whom requisite notice pursuant to Section 160 of the Companies Act, 2013 has been received. Your approval is sought to the resolution as appearing in item no. 6 of the accompanying Notice by way of an Ordinary Resolution.

None of the Directors / Key Managerial Personnel and their relatives except Dr. Frankenberger shall be deemed to be interested or concerned financially or otherwise in the said resolution.

Item No. 7

Your Directors at its meeting held on 18 May 2015 have appointed Mr. Stephen Mark Harrington as an Additional Director to hold office upto ensuing Annual General Meeting.

Your Directors recommend appointment of Mr. Harrington as Director liable to retire by rotation for whom requisite notice pursuant to Section 160 of the Companies Act, 2013 has been received. Your approval is sought to the resolution as appearing in item no. 7 of the accompanying Notice by way of an Ordinary Resolution.

None of the Directors / Key Managerial Personnel and their relatives except Mr. Harrington shall be deemed to be interested or concerned financially or otherwise in the said resolution.

Item No. 8

Transactions carried out by the Company with its related parties as specified in the resolutions appearing in item no. 8 of the accompanying Notice are in the ordinary course of business and at arm's length basis. In order to sustain global quality standards of Styrolution group, quantitative benefits, global representation and in the best interest of the Company and its shareholders, major transactions of the Company pertaining to purchase of Styrene Monomer, IT and Management Services have been since long with Styrolution Group Company i.e. Styrolution South East Asia Pte Ltd.

Pursuant to Clause 49 (VII) (E) of the Listing Agreement, (refer table annexed in draft resolution item no. 8) material related party transactions require the approval of the unrelated shareholders of the Company by way of special resolution. As per Clause 49(VII) (E) of the Listing Agreement, all entities / persons that are directly / indirectly related parties of the Company shall abstain from voting on resolution(s) wherein approval of material Related Party Transactions is sought from the shareholders.

The subjected contracts / arrangements / transactions were approved by the Audit Committee and recommended by the Board of Directors to the unrelated shareholders of the Company for their approval.

None of the Directors / Key Managerial Personnel of the Company and their relatives, except Mr. Stephen Mark Harrington and Dr. Anke Frankenberger, is in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 8 of the Notice.

Your approval is sought to the resolution as appearing in item no. 8 of the accompanying Notice by way of Special Resolution.

Item No. 9

The Board of Directors of the Company, on the recommendation of the Audit Committee, has approved the appointment of Messrs Kiran J Mehta and Co., Cost Accountants (Firm's Registration No. 000025), as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31 March 2016. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company. Accordingly, consent of the Members is sought by way of an Ordinary Resolution as set out at item no. 9 of the Notice for ratification of the remuneration amounting to ₹ 220,000/- per annum plus applicable service tax and out of pocket expenses payable to the Cost Auditors for the financial year 2015-16.

The Board accordingly recommends the resolution at item no. 9 of this Notice for the approval of the Members. None of the Directors / Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the resolution at item no. 9 of this Notice.

Registered Office:

6th floor, ABS Towers,
Old Padra Road,
Vadodara-390007
Gujarat, India

By Order of the Board of Directors
For **Styrolution ABS (India) Limited**

Haresh Khilnani
Company Secretary and Head – Legal

24 June 2015
Vadodara