

18 July 2018

To,
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001
By e-mail: corp.relations@bseindia.com
Per Fax: +91 22 2272 3121 / 2037

National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (East)
Mumbai - 400051
By e-mail: cmlist@nse.co.in
Per Fax: +91 22 2659 8237 /38

Subject: **Notice of 45th Annual General Meeting**

Dear Sir,

Please find the attached herewith notice of the 45th Annual General Meeting of the Company to be held on **Thursday, 09 August 2018** at 11.30 a.m. at '**Chandarva Hall**', **WelcomHotel, R. C. Dutt Road, Alkapuri, Vadodara - 390007, Gujarat.**

You are requested to kindly take on your records.

Thanking you.

Yours Faithfully,
For **INEOS Styrolution India Limited**



Haresh Khilnani
Company Secretary, Head – Legal and Compliance

INEOS Styrolution India Limited

NOTICE

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

Notice is hereby given that the 45th annual general meeting (AGM) of the Members of **INEOS Styrolution India Limited** will be held on **Thursday, 09 August 2018 at 11.30 a.m.** at 'Chandarva Hall', WelcomHotel, R.C. Dutt Road, Alkapuri, Vadodara 390 007 to transact the following business:

Ordinary business:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31 March 2018, including the balance sheet as at 31 March 2018, the statement of profit and loss for the year ended on that date along with the reports of the board of directors and of auditors thereon.
2. To declare a dividend of INR 4/- per equity share for the year ended on 31 March 2018.
3. To appoint a director in place of Mr. Sanjiv Vasudeva (DIN: 06570945), who retires by rotation and, being eligible, offers himself for re-appointment.

Special business:

To consider and, if thought fit, to pass, the following resolution:

4. **Payment of remuneration to the Cost Auditors of the Company for the FY 2018-19.**

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], the cost auditors appointed by the board of directors of the Company, M/s. Kailash Sankhlecha and Associates, Cost Accountants (Firm's Registration No. 100221) to conduct the audit of the cost records of the Company for the financial year ending 31 March 2019, be paid a remuneration of Rs. 392,913 (Rupees three lakhs ninety two thousand nine hundred thirteen only) per annum plus reimbursement of out of pocket expenses that may be incurred during the course of audit;

Resolved further that the board of directors (including its Committee thereof) and the company secretary of the Company be and are, hereby severally 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 **INEOS Styrolution India Limited**

Haresh Khilnani
Company Secretary, Head - Legal and Compliance

18 June 2018
Vadodara

Notes:

1. The explanatory statement pursuant to section 102 of the Companies Act, 2013('the Act') with respect to the special business set out in the notice is annexed hereto and forms part of this notice.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF / ITSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than ten percent (10%) of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.

Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions / authority, as applicable, issued on behalf of the nominating organisation.

3. Institutional Members / Corporate Members intending to send their authorised representatives to attend the AGM are requested to send a duly certified copy of their board resolution authorizing their representatives to attend and vote at the AGM.
4. The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than forty eight (48) hours before the commencement of the meeting. A proxy form for the AGM is enclosed in the annual report.
5. Members / proxies / authorised representatives should bring the duly filled **Attendance Slip** enclosed herewith to attend the meeting.
6. The Register of Members and Share Transfer Books of the Company will remain closed on **Friday, 03 August 2018** in connection with the annual general meeting and for the purpose of payment of dividend, if declared at the meeting.
7. Members are requested to note that the Company's equity shares are under compulsory demat trading for all class of investors, as per the provisions of SEBI circular dated 29 May 2000. In view of above, members are advised in their own interest to dematerialize the shares held by them in physical form to avoid inconvenience and avail various benefits of dematerialization.
8. Members are requested to notify any change in their address immediately, 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 transfer agent in respect of their physical shares, quoting Folio No.
9. In accordance with the provisions of section 101 of the Act read with rule 18 of the Companies (Management and Administration) Rules, 2014, the ANNUAL REPORT 2017-18 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 2017-18 are being sent by the permitted mode.
10. With a view to using natural resources responsibly, we request shareholders to register / update their email address with their depository participant(s) to enable the Company to send communications electronically.
11. Members may note that the notice of the 45th AGM and the ANNUAL REPORT 2017-18 will be available on the Company's website, www.ineosstyrolutionindia.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. (normal business hours) on working days (i.e. excluding Saturdays and Sundays) upto the date of ensuing AGM. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at INSTY.secshare@ineos.com.
12. Subject to provisions of the Act, 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 **Thursday, 02 August 2018** and those whose names appear as beneficial owners as at the close of the business hours on **Thursday, 02 August 2018** as per the details to be furnished by the Depositories, viz. National Securities Depository Limited and Central Depository Services (India) Limited for this purpose.

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 the NECS facility to receive dividend from the Company, may furnish the information to M/s Link Intime India Pvt. Ltd., the Registrar and 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. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) for participating in the securities market. Members holding shares in electronic form are therefore requested to submit their self-attested PAN to their depository participant (DP) with whom they are maintaining demat accounts. Members holding shares in physical form can submit their self-attested PAN details to M/s. Link Intime India Pvt. Ltd.
15. Pursuant to the provisions of section 124 and 125 of the Act and other relevant provisions of the Act, 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 2011 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 Act, no claim shall lie against the Company after the said transfer.

Financial Year ended	Date of Declaration of Dividend	Due date for transfer to IEPF
2011	24-Apr-12	30-May-19
2012	26-Apr-13	31-May-20
2013	29-Apr-14	3-June-21
2014-15	04-Aug-15	8-Sept-22
2015-16	12-Aug-16	17-Sept-23
2016-17	10-Aug-17	14-Sept-24

Further, Members are requested to note that unpaid / unclaimed dividend for the year 2010 has been transferred to IEPF. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with secretarial and legal department of the Company, at the Company's registered office. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per section 124 of the Act, be transferred to the Investor Education and Protection Fund. The details of the unclaimed dividends are available on the Company's website at www.ineosstyrolutionindia.com and Ministry of Corporate Affairs at www.mca.gov.in.

Further, pursuant to the provisions of Section 124(5) and 124(6) of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") and amendments thereto, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to the demat account of the IEPF authority.

The Members / claimants whose shares, unclaimed dividends, have been transferred to the fund may claim the shares and apply for refund by making an application to the IEPF Authority in IEPF 5 (available on iepf.gov.in) along with requisite fee as decided by the authority from time to time. The Member / claimant can file only one consolidated claim in a financial year as per the IEPF Rules and amendments thereto.

16. 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.
17. 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.

18. Profile of the directors being appointed / re-appointed as required under regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'):

Name of Director	Mr. Sanjiv Vasudeva
Nationality	Indian
Date of Birth	27/02/1968
Date of Appointment	01/03/2016
Experience (Years)	27 years
Expertise in specific functional areas	Financial Management, Taxation, Commercial, Human Resources, Forex Management
Qualification	Bachelor of chemical engineering, M.S. University, Vadodara (1986-91); Certified master black belt in Six Sigma and has spent 10 years in General Electric Plastics, The Netherlands (1997-00)
Disclosure of relationship between directors inter se	No relationship inter se
Directorship held in other public companies in India	None
Membership of committees held in other public companies in India	None
No. of equity shares held in the Company	Nil

19. M/s. Price Waterhouse, Chartered Accountants LLP (Firm Registration No. 012754N/N500016) were appointed as statutory auditors of the Company at their 43rd AGM held on 12 August 2016 to hold office upto the conclusion of 47th AGM. In line with the amendment of Section 139(1) of the Act, vide notification dated 7 May 2018 as issued by the Ministry of Corporate Affairs, New Delhi, the requirement for ratification of appointment of auditors at every annual general meeting is done away with. Accordingly, no resolution is proposed for ratification of appointment of auditors.
20. **A ROUTE MAP SHOWING DIRECTIONS TO REACH TO THE VENUE OF THE 45TH AGM IS GIVEN AT THE END OF THIS ANNUAL REPORT.**
21. E-voting :

Pursuant to provisions of Section 108 of the Act read with rule 20 of the Companies (Management and Administration) Rules, 2014, and regulation 44 of the Listing Regulations, the Company has provided a facility to the Members to exercise their votes electronically through the electronic voting system from a place other than venue of the AGM ('remote e-voting'), arranged by National Securities Depository Limited (NSDL).

The facility for voting, through ballot paper, shall also be made available at the AGM and the Members attending the AGM who have not 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) Login to NSDL e-voting system

- (i) Open internet browser by typing the URL <https://www.evoting.nsdl.com>.
- (ii) Click on "Shareholder - Login".
- (iii) Insert your User ID and password along with verification code as displayed on the screen. In case you are already registered with NSDL e-services i.e. IDEAS, log-in at <https://eservices.nsdl.com> and use your log-in credentials for casting the vote electronically.

(iv) The details of your user ID shall be :

- a. For NSDL users : 8 characters alpha-numeric DP ID followed by 8 digit Client ID.
- b. For CDSL users : 16 digit beneficiary ID.
- c. Members holding shares in physical form should enter their EVEN number followed by their folio number registered with the Company.

(v) If you are already registered to www.evoting.nSDL.com, use your existing password to login and cast your vote.

If you are using NSDL e-voting system for the first time, you need to retrieve 'initial password' as communicated to you on your e-mail ID/ postal address. Once you login, you will be directed to change your password. Set a new password with a minimum combination of 8 digits / characters or combination thereof. We strongly recommend that you do not share your password with any other person and take utmost care to keep it confidential.

(vi) If you are unable to retrieve your password or have not received your initial password or have forgotten your password:

- a. NSDL and CDSL users may click on "Forgot user details/password"
- b. Physical users may click on "Physical user reset password"

If you are still unable to generate your password, you can send a request at evoting@nSDL.co.in, mentioning your demat account number / folio number, your PAN, your name and your registered address.

(vii) After entering your password, click on agree to "Terms and Conditions" by selecting on the check box.

(viii) Now click on the "login" tab and you will be directed to home page for e-voting.

B. Cast your vote:

- (i) Click on "e-voting – activate voting cycles", you will be able to see EVEN of all the companies in which you are holding shares and whose voting cycle is in active status.
- (ii) Now select EVEN of INEOS STYROLUTION INDIA LIMITED to cast your vote.
- (iii) Cast your vote by selecting appropriate options i.e. assent or dissent and verify / modify the number of shares for which you wish to cast your vote then click on "submit" button and "confirm" when prompted.
- (iv) Upon confirmation, the message "vote cast successfully" will be displayed. Please note that once you confirm, you will not be allowed to modify your 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 on toll free number no.: 1800 222 990 of NSDL or send a request at e-voting@nSDL.com

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 **Monday, 06 August 2018** at 9.00 a.m. IST and ends on **Wednesday, 08 August 2018** at 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. **Thursday, 02 August 2018** 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.

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- (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. **Thursday, 02 August 2018**, 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 **Thursday, 02 August 2018**.
- (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 company secretary of the Company or any other person authorized by him in writing who shall countersign the same.
- (viii) The results declared along with the scrutinizer's report will be communicated to the BSE Ltd. and National Stock Exchange of India Ltd. and also will be placed on the Company's website www.ineosstyrolutionindia.com and on the website of NSDL immediately after the result is declared by the company secretary or any other person authorised by him.

EXPLANATORY STATEMENT

The following explanatory statement pursuant to section 102 of the Act, sets out all material facts relating to the special business mentioned in the accompanying notice of the AGM.

Item No. 4

The board, on the recommendation of the audit committee, has approved the appointment of M/s. Kailash Sankhlecha and Associates., Cost Accountants (Firm's Registration No. 100221), as the cost auditors to conduct the audit of the cost records of the Company for the financial year ending 31 March 2019 at a remuneration of INR 392,913 per annum plus reimbursement of out of pocket expenses that may be incurred during the course of audit.

In accordance with the provisions of section 148 of the Act read with rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the cost auditors shall be ratified by the Members of the Company.

Accordingly your directors recommend and seek your ratification to the resolution as set out in item no. 4 of this notice as ordinary resolution.

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. 4 of this notice.

Registered office :

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

18 June 2018
Vadodara

By Order of the Board of Directors

For INEOS Styrolution India Limited

Haresh Khilnani

Company Secretary, Head - Legal and Compliance