



NOTICE TO MEMBERS

Notice is hereby given that the 28th Annual General Meeting of the Company will be held at 12 noon on Friday, 15th September, 2023 at the Registered Office of the Company at Unit No. SB-801, 8th Floor, Empire Tower, Cloud City Campus, Thane- Belapur Road, Airoli, Navi Mumbai – 400 708 to transact the businesses as mentioned in the Annual General Meeting Notice

ORDINARY BUSINESS:

- 1. To Consider and Adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2023 and the Reports of the Board of Directors and Auditors thereon**

To consider and if thought fit to pass the following resolution with or without modification(s) as an ordinary resolution:

“RESOLVED THAT the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2023 and the Reports of the Board of Directors and Auditors thereon, be considered and adopted.”

- 2. To declare Final Dividend on equity shares of the Company**

To consider and if thought fit, to pass the following resolution, with or without modification(s), as an ordinary resolution:

“RESOLVED THAT a Final Dividend Rs. 3.5/- per equity share (at the rate of 35%) having face value of Rs. 10/- each, for the financial year ended March 31, 2023 to be paid as recommended by the Board of Directors, for the financial year ended 31st March 2023.”

SPECIAL BUSINESS:

- 3. Ratification of the remuneration of M/s. D. C. Dave & Co, Cost Accountants (Firms’ Registration No: 000611) Cost Accountants of the Company**

To consider and if thought fit to pass the following resolution with or without modification(s) as an ordinary resolution:

“RESOLVED THAT pursuant to Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) and/or re-enactment(s) for the time being in force) the Company hereby ratifies the remuneration of Rs. 4,00,000 plus applicable taxes and out of pocket expenses incurred in connection with audit payable to M/s. D. C. Dave & Co, Cost Accountants (Firms’ Registration no: 000611), who have been appointed by the Board of



Directors as the Cost Auditors of the Company, to conduct the audit of the cost records relating to Plastics and Polymers for the financial year ending March 31, 2024.

RESOLVED FURTHER THAT Mr. Anand Srinivasan, Managing Director or Mr. Avinash Bagdi, Director or Ms. Puneet Toor Kapur, Company Secretary be and are hereby severally authorized to sign such applications, forms, letters and documents as may be necessary and do all such things acts, deeds and things as may be necessary to give effect to this resolution.”

Puneet Toor Kapur
Company Secretary

Registered Office: Unit No. SB- 801, 8th Floor, Empire Tower, Cloud City Campus, Thane-Belapur Road, Airoli, Navi Mumbai – 400 708



NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. The instrument appointing a proxy in order to be effective shall be duly filled, stamped, signed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. Proxies submitted on behalf of companies, societies etc. must be supported by appropriate resolution / authority, as applicable, issued on behalf of the nominating organisation.
2. Explanatory statement pursuant to section 102(1) of the Companies Act, 2013, is annexed hereto and forms a part of this notice.

The Board of Directors has recommended Final Dividend Rs. 3.5/- per equity share (at the rate of 35%) having face value of Rs. 10/- each, for the financial year ended March 31, 2023 for the approval of shareholders at the ensuing Annual General Meeting.

3. Pursuant to the provisions of section 91 of the Companies Act, 2013, the Company has fixed September 11, 2023 as the 'Record Date' for the purpose of determining the members eligible to receive Final Dividend for the financial year 2022-23.
 4. Pursuant to the changes introduced by the Finance Act, 2020, w.e.f. 1 April 2020 the dividend, declared, will be taxable in the hands of the shareholders subject to tax deduction at source at the applicable rates. The TDS rate would vary depending on the residential status of the shareholders.
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ANNEXURE TO NOTICE

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

Item No. 3

Ratification of the remuneration of M/s. D. C. Dave & Co, Cost Accountants (Firms' Registration No: 000611) Cost Accountants of the Company

The Company is required under Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time ("Cost Audit Rules"), to have the audit of its cost records for products covered under the Cost Audit Rules conducted by a Cost Accountant in Practice. The Board of Directors at its meeting held on 10 August, 2023 has approved the appointment and remuneration of M/s. D. C. Dave & Co, Cost Accountants (Firms' Registration no: 000611) as the Cost Auditor for financial year 2023-24.

In accordance with the provisions of Section 148(3) of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as approved by the Board of Directors has to be ratified by the Members of the Company. Accordingly, the consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 3 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2024.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested in the resolution mentioned at Item No. 3 of the Notice.

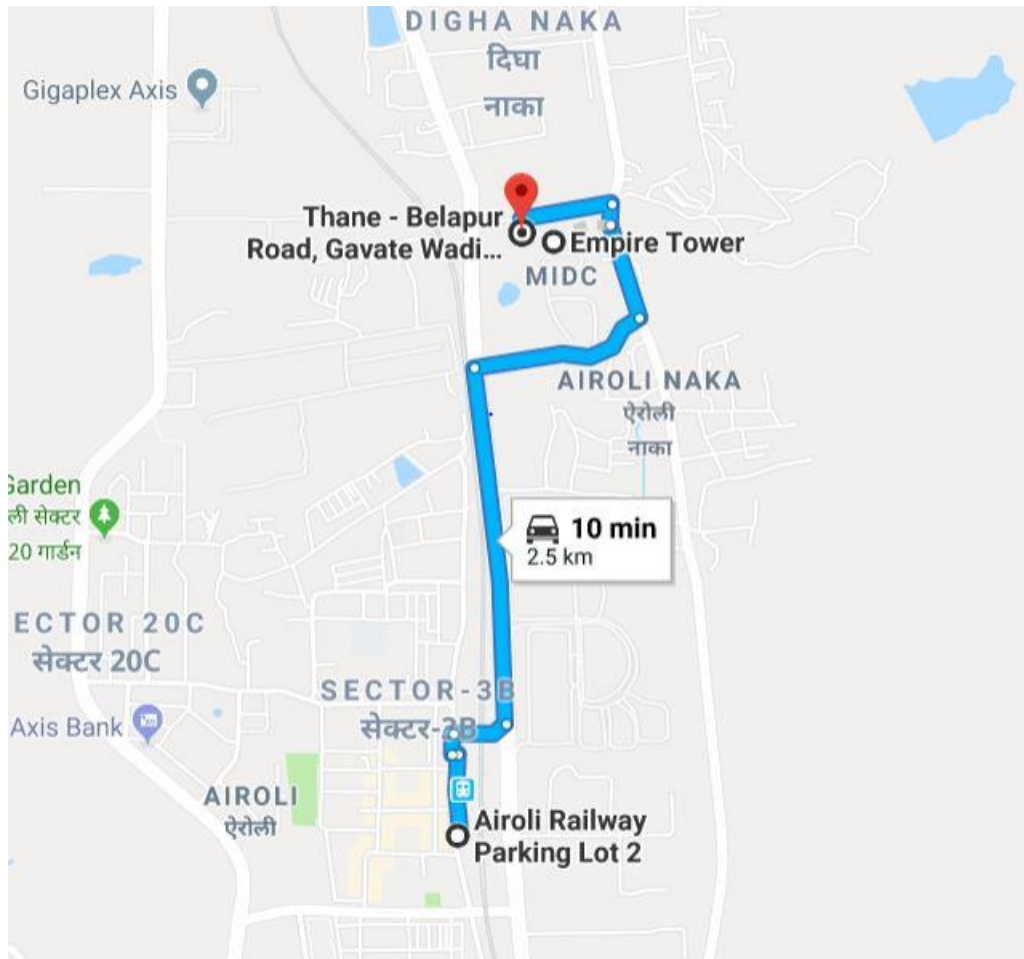
The Board recommends the resolution set forth in Item No. 3 for the approval of the Members.

By Order of the Board
for Covestro (India) Private Limited

Puneet Toor Kapur
Company Secretary

Registered Office: Unit No. SB- 801, 8th Floor, Empire Tower, Cloud City Campus, Thane-Belapur Road, Airoli, Navi Mumbai – 400 708

Route Map to the AGM Venue





FORM NO MGT-11

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Covestro (India) Private Limited
CIN U19113MH1995PTC179724

Registered Office: Unit No. SB- 801, 8th Floor, Empire Tower, Cloud City Campus, Thane-
Belapur Road, Airoli, Navi Mumbai – 400 708

Tel. No. 022- 50674000 **Email:** puneet.kapur@covestro.com

Website: www.covestro.com

Name of the Member(s):

Registered Address:

E mail Id:

Folio No / Client ID:

DP ID:

I / We, being the member(s) of shares of the above named company, hereby appoint:

(1) Name Address.....
Email ID Signature..... or failing him/her

(2) Name Address.....
Email ID Signature..... or failing him/her

(3) Name Address.....
Email ID..... Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 28th Annual General Meeting of the Company to be held on Friday, 15 September, 2023 at 12 noon at the Registered Office of the Company at Unit No. SB- 801, 8th Floor, Empire Tower, Cloud City, Thane- Belapur Road, Airoli, Navi Mumbai – 400 708 and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:



Resolution No.	Resolution	For	Against
Ordinary Business			
1.	To Consider and Adopt the Audited Financial Statements of the Company for the financial year ended 31 st March, 2023 and the Reports of the Board of Directors and Auditors thereon.		
2.	To declare Final Dividend on equity shares of the Company.		
Special Business			
3.	Ratification of the remuneration of M/s. D. C. Dave & Co, Cost Accountants (Firms' Registration No: 000611) Cost Accountants of the Company.		

Signed this _____ day of _____ 2023

Affix Revenue Stamp

Signature of the Shareholder

Signature of Proxy holder(s)

Notes:

1. This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. **This is only optional. Please put a '√' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
3. Appointing proxy does not prevent a member from attending in person if he so wishes.