

## Sun Petrochemicals Private Limited

8<sup>th</sup> Floor, ATL Corporate Park, Saki Vihar Road,  
Powai, Mumbai -400 072, Maharashtra, INDIA.  
Tel: (022)-69325300, Fax: +91 22 6932 5300, Ext: 5333  
Website: www.sunpetro.com  
CIN: U24219GJ1995PTC028519



### NOTICE OF 28<sup>TH</sup> ANNUAL GENERAL MEETING

NOTICE is hereby given that the 28<sup>th</sup> Annual General Meeting of the Members of Sun Petrochemicals Private Limited will be held on Thursday, August 17, 2023 at 03.00 p.m. at the Registered Office of the Company situated at R K Centre, 4<sup>th</sup> Floor, Fatehgunj, Main Road, Baroda, Vadodara Gujarat - 390002 to transact the following business:

#### **ORDINARY BUSINESS:**

1. To consider and adopt the audited Financial Statement (including the Balance Sheet, statement of Profit and Loss account along with the Cash Flow, Schedules and Notes appended thereto together with annexures) of the Company for the Financial Year ended March 31, 2023 together with the Board's Report and the Auditor's Report thereon.
2. To appoint a Director in place of Mrs. Karishma Aalok Shanghvi (DIN: 03546211), who retires by rotation and being eligible, offers herself for reappointment.
3. To appoint a Director in place of Mr. Sudhir Vrundavandas Valia (DIN: 00005561), who retires by rotation and being eligible, offers himself for reappointment.

#### **SPECIAL BUSINESS:**

4. **Ratification of remuneration to Cost Auditor for F.Y. 2023-24:**

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

**"RESOLVED THAT** pursuant to provisions of Section 148 of Companies Act, 2013 and Companies (Cost Record and Audit), Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s. Kailash Sankhlecha & Associates, Cost Accountants, appointed as the Cost Auditors of the Company for Financial Year 2023-24, be paid a remuneration of Rs. 1,35,000/- (Rupees One Lakh Thirty-Five Thousand Only) per annum (including fees for PWH Certification) plus taxes and other out of pocket expenses at actuals."

5. **Approval of appointment of Mr. Sailesh Trambaklal Desai as a Non-executive Director:**

To consider and, if thought fit, to pass the following resolution, with or without

Registered Office: R.K. Centre, 4<sup>th</sup> Floor, Fatehgunj Main Road, Vadodara- 390 002, Gujarat, INDIA

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modification(s), as Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), **Mr. Sailesh Trambaklal Desai (DIN: 00005443)**, who was appointed as an Additional Director w.e.f. May 4, 2023 pursuant to the provisions of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Non-executive Director of the Company, whose period of office will be liable to determination by retirement of directors by rotation under the provisions of Section 152 of the Companies Act, 2013.”

**6. Approval of appointment of Mr. Jayesh Nanalal Shanghvi as a Non-executive Director:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), **Mr. Jayesh Nanalal Shanghvi (DIN: 01035365)**, who was appointed as an Additional Director w.e.f. May 4, 2023 pursuant to the provisions of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Non-executive Director of the Company, whose period of office will be liable to determination by retirement of directors by rotation under the provisions of Section 152 of the Companies Act, 2013.”

**7. Approval of appointment of Mr. Hitesh Rasiklal Sheth as an Independent Director:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), **Mr. Hitesh Rasiklal Sheth (DIN: 10084175)**, who was appointed as an Additional Director w.e.f. May 4, 2023 pursuant

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to the provisions of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company for a period ending May 3, 2026, whose period of office will not be liable to determination by retirement of directors by rotation under the provisions of Section 152 of the Companies Act, 2013.”

### **8. Approval of appointment of Mr. Harin Parmanand Mehta as an Independent Director:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), **Mr. Harin Parmanand Mehta (DIN: 10087787)**, who was appointed as an Additional Director w.e.f. May 4, 2023 pursuant to the provisions of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company for a period ending May 3, 2026, whose period of office will not be liable to determination by retirement of directors by rotation under the provisions of Section 152 of the Companies Act, 2013.”

**By Order of the Board of Directors  
Sun Petrochemicals Private Limited**

A handwritten signature in black ink, appearing to read "Nidhi Vora", is written over a horizontal line.

**Nidhi Vora  
Company Secretary  
Membership No.: A41132**

Place: Mumbai  
Date: August 12, 2023

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### NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of special business of the Notice set out above is annexed hereto.
2. A Member entitled to attend and vote at the meeting is entitled to appoint another person as a proxy to attend and vote at the meeting on his behalf and such proxy need not be a member of the company.
3. Proxies in order to be effective must be deposited at the Registered Office of the Company not less than 48 hours before the time of the meeting.
4. In terms of Section 105 of the Companies Act, 2013 read with Rule 19 of the Companies (Management and Administration) Rules, 2014 a person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other shareholder.
5. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
6. The Members/proxies should fill the Attendance Slip for attending the Meeting.
7. Proxies registers are open for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the meeting. Inspection shall be allowed between 11.00 A.M. and 5.00 P.M.
8. Route Map showing Directions to reach to the venue of the Meeting is given at the end of this Notice.

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### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**

#### **Item No. 4: Ratification of remuneration to Cost Auditor for F.Y. 2023-24:**

The Shareholders to note that the Board, on the recommendations of the Audit Committee, has approved the appointment of Cost Auditors and remuneration of Rs.1,35,000/- (Rupees One Lakh Thirty-five Thousand only) (including fees for PWH Certification) plus taxes and other out of pocket expenses that may be incurred, to conduct the audit of the cost records of the Company for the financial year 2023-24.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 the remuneration payable to the Cost Auditors needs to be ratified by the Members of the Company. Accordingly, approval of the members is requested for passing an Ordinary Resolution as set out at item no. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors to conduct audit of the Cost Records of the Company for the Financial Year 2023-24.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in this resolution.

#### **Item no. 5: Approval of appointment of Mr. Sailesh Trambaklal Desai as a Non-executive Director:**

Mr. Sailesh Trambaklal Desai, was appointed by the Board as an Additional Director with effect from May 04, 2023 in terms of provisions of Section 161 of the Companies Act, 2013, rules made thereunder. As per the provisions contained under Section 161 of the Companies Act, 2013, the Additional Director so appointed shall hold office upto the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. Accordingly, Mr. Sailesh Trambaklal Desai, holds office upto the date of the ensuing Annual General Meeting.

In the opinion of the Board, Mr. Sailesh Trambaklal Desai fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder for appointment as Non-Executive Director of the Company. He is not disqualified from holding office as a Director. Brief profile and other particulars required as per Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, are provided below.

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### Profile:

As required under Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (SS - 2), the particulars of Mr. Sailesh Trambaklal Desai, proposed to be appointed as an Independent Director at this AGM, are given below:

Particulars	Mr. Sailesh Trambaklal Desai
Age	59
Qualification	BSc degree from the University of Calcutta
Experience (Brief Resume)	Mr. Sailesh Trambaklal Desai has more than 28 years of Industrial, Pharmaceutical experience and an extensive and comprehensive corporate affairs experience.
Nature of expertise in specific functional areas	Industrial and Corporate Affairs
Date of First appointment on the Board	May 04, 2023
Directorship held in other Companies	1. Sun Pharmaceutical Industries Limited 2. Sun Pharma Drugs Private Limited 3. Sun Pharma Medication Private Limited 4. Sun Pharma Laboratories Limited 5. Sun Pharmaceutical Medicare Limited 6. Teknovace Wood Coatings Private Limited 7. Sun Pharma Distributors Limited 8. Shantilal Shanghvi Foundation
Membership / Chairmanships of Committees of other public Companies	1. Sun Pharmaceutical Industries Limited Audit Committee - Member 2. Sun Pharma Distributors Limited Corporate Social Responsibility - Member 3. Sun Pharma Laboratories Limited Corporate Social Responsibility - Member
Listed entities from which the person has resigned in the past three years	None
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	None

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No. of Shares held in the Company (singly or jointly as first holder) as on date of this Notice	Nil
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements (Justification for choosing as Independent Director)	Strategic Thinking, Planning, Problem Solving, Decision Making, Leadership, Analytical Approach.  Mr. Sailesh Trambaklal Desai with his vast experience of serving as a Director, fulfils the abovementioned skills required for this role in the Company.

The details of Board and Committee Meetings attended by the Director(s), as applicable, during the FY2022-23 are stated in the Boards' Report which forms part of the Annual Report. The details of remuneration, wherever applicable, are provided in the respective resolution(s).

The Members are therefore requested to approve appointment of Mr. Jayesh Nanalal Shanghvi as a Non-executive Director of the Company.

None of the other Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in this resolution.

### **Item no. 6: Approval of appointment of Mr. Jayesh Nanalal Shanghvi as a Non-executive Director:**

Mr. Jayesh Nanalal Shanghvi, was appointed by the Board as an Additional Director with effect from May 04, 2023 in terms of provisions of Section 161 of the Companies Act, 2013, rules made thereunder. As per the provisions contained under Section 161 of the Companies Act, 2013, the Additional Director so appointed shall hold office upto the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. Accordingly, Mr. Jayesh Nanalal Shanghvi, holds office upto the date of the ensuing Annual General Meeting.

In the opinion of the Board, Mr. Jayesh Nanalal Shanghvi fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder for appointment as Non-Executive Director of the Company. He is not disqualified from holding office as a Director. Brief profile and other particulars required as per Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, are provided below.

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### Profile:

As required under Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (SS - 2), the particulars of Mr. Jayesh Nanalal Shanghvi, proposed to be appointed as an Independent Director at this AGM, are given below:

Particulars	Mr. Jayesh Nanalal Shanghvi
Age	69
Qualification	B. Com
Experience (Brief Resume)	Mr. Jayesh N. Shanghvi is a businessman with a wide array of 40+ years experience in different domains like plastics, pharmaceuticals, machinery manufacturing, corporate gifting etc. With an educational background in commerce and sharp business acumen, he has a unique ability to identify business opportunities. He was earlier associated with Milmet Laboratories and helped in the growth phase until its take over by Sun Pharmaceutical Ind Ltd.
Nature of expertise in specific functional areas	Manufacturing, Finance & Accounting
Date of First appointment on the Board	May 04, 2023
Directorship held in other Companies	1. Stellar Toys Industries Private Limited 2. Echo Solutions Private Limited 3. Othello Projects Private Limited 4. Stellar Formulations Industries Private Limited 5. Asepco Solutions Private Limited
Membership / Chairmanships of Committees of other public Companies	Nil
Listed entities from which the person has resigned in the past three years	None
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	None



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No. of Shares held in the Company (singly or jointly as first holder) as on date of this Notice	Nil
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements (Justification for choosing as Independent Director)	Strategic Thinking, Planning, Problem Solving, Decision Making, Leadership, Analytical Approach.  Mr. Jayesh Nanalal Shanghvi with his vast experience of serving as a Director, fulfils the abovementioned skills required for his role in the Company

The details of Board and Committee Meetings attended by the Director(s), as applicable, during the FY2022-23 are stated in the Boards' Report which forms part of the Annual Report. The details of remuneration, wherever applicable, are provided in the respective resolution(s).

The Members are therefore requested to approve appointment of Mr. Jayesh Nanalal Shanghvi as a Non-executive Director of the Company.

None of the other Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in this resolution.

### **Item no. 7: Approval of appointment of Mr. Hitesh Rasiklal Sheth as an Independent Director:**

Mr. Hitesh Rasiklal Sheth, was appointed by the Board as an Additional Director with effect from May 04, 2023 in terms of provisions of Section 161 of the Companies Act, 2013, rules made thereunder. As per the provisions contained under Section 161 of the Companies Act, 2013, the Additional Director so appointed shall hold office upto the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. Accordingly, Mr. Hitesh Rasiklal Sheth, holds office upto the date of the ensuing Annual General Meeting.

In the opinion of the Board, Mr. Hitesh Rasiklal Sheth fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder for appointment as Independent Director and that he is independent of the management. He is not debarred by virtue of any order of Securities and Exchange Board of India or any other such authority from holding office as a Director. The letter of appointment of Mr. Hitesh Rasiklal Sheth setting out the terms and conditions of appointment is being made available for inspection of the members as detailed

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in the Notes to this Notice. Brief profile and other particulars required as per Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, are provided below.

### **Profile:**

As required under Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (SS - 2), the particulars of Mr. Hitesh Rasiklal Sheth, proposed to be appointed as an Independent Director at this AGM, are given below:

Particulars	Mr. Hitesh Rasiklal Sheth
Age	68
Qualification	B. Com (Hons.)
Experience (Brief Resume)	30 years of vast experience in finance and general management
Nature of expertise in specific functional areas	Finance
Date of First appointment on the Board	May 04, 2023
Directorship held in other Companies	None
Membership / Chairmanships of Committees of other public Companies	None
Listed entities from which the person has resigned in the past three years	None
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	None
No. of Shares held in the Company (singly or jointly as first holder) as on date of this Notice	Nil
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements (Justification for choosing as Independent Director)	Strategic Thinking, Planning, Problem Solving, Decision Making, Leadership, Analytical Approach.  Mr. Hitesh Rasiklal Sheth with his vast experience in Finance and general management, fulfils the abovementioned skills required for his role in the Company.

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The details of Board and Committee Meetings attended by the Director(s), as applicable, during the FY2022-23 are stated in the Boards' Report which forms part of the Annual Report. The details of remuneration, wherever applicable, are provided in the respective resolution(s).

The Members are therefore requested to approve appointment of Mr. Hitesh Rasiklal Sheth as an Independent Director of the Company for a period ending May 3, 2026, and during his tenure, he shall not be liable to retire by rotation.

None of the other Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in this resolution.

### **Item no. 8: Approval of appointment of Mr. Harin Parmanand Mehta as an Independent Director:**

Mr. Harin Parmanand Mehta, was appointed by the Board as an Additional Director with effect from May 04, 2023 in terms of provisions of Section 161 of the Companies Act, 2013, rules made thereunder. As per the provisions contained under Section 161 of the Companies Act, 2013, the Additional Director so appointed shall hold office upto the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. Accordingly, Mr. Harin Parmanand Mehta, holds office upto the date of the ensuing Annual General Meeting.

In the opinion of the Board, Mr. Harin Parmanand Mehta fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder for appointment as Independent Director and that he is independent of the management. He is not debarred by virtue of any order of Securities and Exchange Board of India or any other such authority from holding office as a Director. The letter of appointment of Mr. Harin Parmanand Mehta setting out the terms and conditions of appointment is being made available for inspection of the members as detailed in the Notes to this Notice. Brief profile and other particulars required as per Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, are provided below.

#### **Profile:**

As required under Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (SS - 2), the particulars of Mr. Harin Parmanand Mehta, proposed to be appointed as an Independent Director at this AGM, are given below:

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Particulars	Mr. Harin Parmanand Mehta
Age	67
Qualification	B. Tech (Chemical Engg.)
Experience (Brief Resume)	1. Has headed Procurement/Human Resource & Administration Functions 2. Managed complex manufacturing units in Hungary 3. experience in managing large businesses globally
Nature of expertise in specific functional areas	Internal business and general management
Date of First appointment on the Board	May 04, 2023
Directorship held in other Companies	None
Membership / Chairmanships of Committees of other public Companies	None
Listed entities from which the person has resigned in the past three years	None
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	None
No. of Shares held in the Company (singly or jointly as first holder) as on date of this Notice	Nil
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements (Justification for choosing as Independent Director)	Strategic Thinking, Planning, Problem Solving, Decision Making, Leadership, Analytical Approach.  Mr. Harin Parmanand Mehta with his vast experience in international businesses, fulfils the abovementioned skills required for his role in the Company.

The details of Board and Committee Meetings attended by the Director(s), as applicable, during the FY2022-23 are stated in the Boards' Report which forms part of the Annual Report. The details of remuneration, wherever applicable, are provided in the respective resolution(s).

The Members are therefore requested to approve appointment of Mr. Harin Parmanand Mehta as an Independent Director of the Company for a period ending May 3, 2026, and during his tenure, he shall not be liable to retire by rotation.

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None of the other Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in this resolution.

By Order of the Board of Directors  
Sun Petrochemicals Private Limited

A handwritten signature in black ink, appearing to read "Nidhi Vora", is written over a horizontal line.

Nidhi Vora  
Company Secretary  
Membership No.: A41132

Place: Mumbai  
Date: August 12, 2023

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### ATTENDANCE SLIP

28<sup>th</sup> Annual General Meeting - August 17, 2023

Registered Folio No./DP ID No./Client ID No.	
Number of shares held	

I certify that I am a registered Member of the Company. I hereby record my presence at the 28<sup>th</sup> Annual General Meeting of the Company to be held on August 17, 2023 at 03.00 p.m. at the Registered Office of the Company situated at R K Centre, 4<sup>th</sup> Floor, Fatehgunj, Main Road, Baroda, Vadodara Gujarat - 390002.

Name of the Member

Signature of Member

NOTE : Members holders are requested to bring this Attendance Slip to the Meeting and hand over the same at the entrance duly signed.

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### PROXY FORM

Name of the member (s):	E-mail Id:
	No. of shares held
Registered address:	Folio No.
	DP ID*
	Client ID*

\* Applicable for investors holding shares in electronic form.

I/We being the member(s) of the above named Company hereby appoint:

S. No.	Name	Address	Email address	
1				or failing him
2				or failing him
3				

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 28<sup>th</sup> Annual General Meeting of the Company to be held on Thursday, August 17, 2023 at 03.00 p.m. at R K Centre, 4<sup>th</sup> Floor, Fatehgunj, Main Road, Baroda, Vadodara Gujarat - 390002 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:

S. No.	Resolution	For	Against
1			
2			
3			
4			
5			
6			
7			
8			

\*\* It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

Signed this ..... day of..... 2023

Signature of shareholder.....  
Signature of Proxy holder(s) (1).....  
Signature of Proxy holder(s) (2).....  
Signature of Proxy holder(s) (3).....

Affix  
Revenue  
Stamp not  
less than  
Re.0.15

Registered Office: R.K. Centre, 4<sup>th</sup> Floor, Fatehgunj Main Road, Vadodara- 390 002, Gujarat, INDIA

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CIN: U24219GJ1995PTC028519



### 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. A Proxy need not be a member of the company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
5. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 28<sup>th</sup> Annual General Meeting.
6. Please complete all details including details of member(s) in above box before submission.

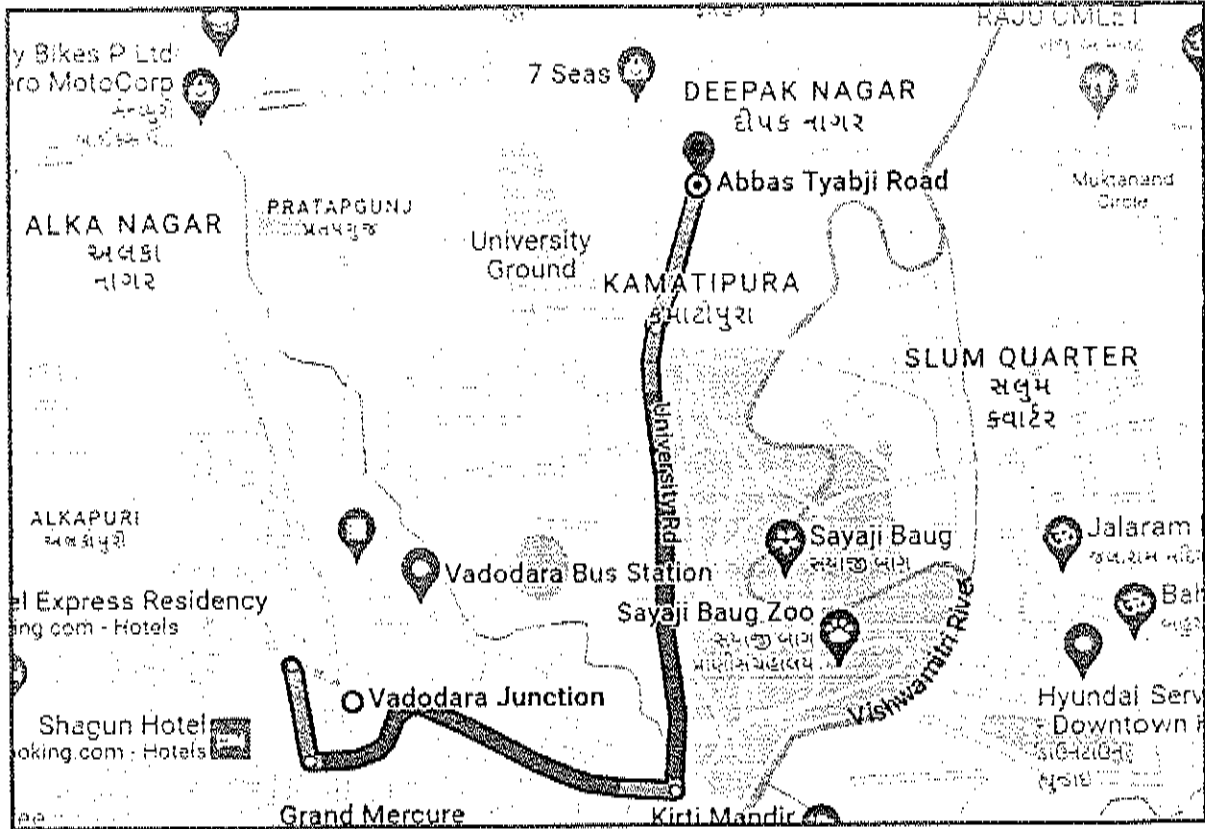


# Sun Petrochemicals Private Limited

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Website: [www.sunpetro.com](http://www.sunpetro.com)  
CIN: U24219GJ1995PTC028519



## ROUTE MAP TO 28<sup>TH</sup> ANNUAL GENERAL MEETING:



Registered Office: R.K. Centre, 4<sup>th</sup> Floor, Fatehgunj Main Road, Vadodara - 390 002, Gujarat, INDIA