

# Notice

**Notice** is hereby given that the Thirty Ninth Annual General Meeting (“AGM”) of the Members of India Glycols Limited will be held on **Tuesday, the 12<sup>th</sup> day of September, 2023 at 11:00 A.M. through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”)** to transact the following business:

## ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended 31<sup>st</sup> March, 2023, together with the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend of ₹ 7.50/- per Equity share for the financial year 2022-23.
3. To appoint a Director in place of Smt. Pragya Bhartia Barwale (DIN: 02109262), who retires by rotation and being eligible, offers herself for re-appointment.

## SPECIAL BUSINESS:

4. 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 all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), remuneration payable to M/s. R.J. Goel & Co., Cost Accountants (Registration No. 000026), appointed by the Board of Directors (“the Board”) to conduct the audit of the cost records of the Company for the financial year ending 31<sup>st</sup> March, 2024, amounting to ₹ 3,50,000/- (Rupees Three Lakhs Fifty Thousand only) plus applicable tax and out of pocket expenses, if any, be and is hereby ratified and confirmed.

**RESOLVED FURTHER THAT** the Board (including any Committee thereof) of the Company be and is hereby authorised to do all acts and take all such steps and give all directions as it may in its absolute discretion deem necessary, proper or expedient to give effect to this resolution.”

**By order of the Board  
For India Glycols Limited**

**Ankur Jain  
Company Secretary**

Place: Noida  
Date: 24<sup>th</sup> May, 2023

Registered Office:  
A-1, Industrial Area, Bazpur Road,  
Kashipur-244713, District Udham Singh Nagar,  
Uttarakhand  
CIN: L24111UR1983PLC009097  
Telephone no: +91-5947-269000, 269500  
Fax: +91-5947-275315, 269535  
Website: [www.indiaglycols.com](http://www.indiaglycols.com)  
e-mail: [compliance.officer@indiaglycols.com](mailto:compliance.officer@indiaglycols.com)

## NOTES:

1. The Ministry of Corporate Affairs (“MCA”) has vide its circular nos. 20/2020, 02/2021, 19/2021, 02/2022 and 10/2022 dated 5<sup>th</sup> May, 2020, 13<sup>th</sup> January, 2021, 8<sup>th</sup> December, 2021, 5<sup>th</sup> May, 2022 and 28<sup>th</sup> December, 2022 respectively, read together with circular nos. 14/2020 and 17/2020 dated 8<sup>th</sup> April, 2020 and 13<sup>th</sup> April, 2020, respectively, (collectively referred to as “MCA Circulars”) permitted convening of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”) facility, without the physical presence of the members at a common venue. Further, Securities and Exchange Board of India (“SEBI”) vide its circular nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11, SEBI/HO/CFD/CMD2/CIR/P/2022/62 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 12<sup>th</sup> May, 2020, 15<sup>th</sup> January, 2021, 13<sup>th</sup> May, 2022 and 5<sup>th</sup> January, 2023 respectively, (“SEBI Circulars”) has also granted certain relaxations with respect to AGM. In view of the above circulars, the 39<sup>th</sup> AGM of the Company is being convened through VC/OAVM in compliance with the applicable provisions of the Companies Act, 2013 (“the Act”). Hence, members can attend and participate in the ensuing AGM through VC/OAVM only. The deemed venue for the AGM shall be the Registered Office of the Company at A-1, Industrial Area, Bazpur Road, Kashipur - 244713, Distt. Udham Singh Nagar, Uttarakhand.
2. **Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held through VC/OAVM facility, requirement of physical attendance of Members has been dispensed with. Accordingly, in terms of the MCA Circulars and the SEBI Circulars, the facility for appointment of proxies by the Members will not be available for the 39<sup>th</sup> AGM and hence, the proxy form, attendance slip and route map of the AGM venue are not annexed to this Notice.**
3. Corporate Members intending to appoint their representatives for the purpose of voting through remote e-voting, participation in the 39<sup>th</sup> AGM through VC/OAVM facility and e-voting during the 39<sup>th</sup> AGM, are requested to send to the Company a certified copy of the relevant Board Resolution authorizing their representatives. The said resolution/authorisation should be sent to the scrutinizer through its registered email address to [ashish@asandco.net](mailto:ashish@asandco.net) with a copy marked to [compliance.officer@indiaglycols.com](mailto:compliance.officer@indiaglycols.com)
4. A Statement pursuant to Section 102 of the Act, in respect of Special Business to be transacted at the AGM is annexed hereto and forms part of this Notice.
5. The Members can join the 39<sup>th</sup> AGM through VC/OAVM facility 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility for joining the AGM through VC/OAVM will be available for 1,000 members on first come first served basis. However, this number does not include the large shareholders (i.e. Shareholders

holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit, Nomination and Remuneration and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis in terms of the MCA Circulars.

6. Members attending the 39<sup>th</sup> AGM through VC/OAVM will be counted for the purpose of reckoning quorum under Section 103 of the Act.
7. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
8. Pursuant to the provisions of Section 91 of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations"), the Register of Members and Share Transfer Books of the Company will remain closed from **Wednesday, 6<sup>th</sup> September, 2023 to Tuesday, 12<sup>th</sup> September, 2023** (Both days inclusive) for determining the entitlement of the shareholders for the purpose of payment of dividend for the financial year ended 31<sup>st</sup> March, 2023 and the AGM.

**The dividend of ₹ 7.50/- per equity share (@75%), as recommended by the Board of Directors, if declared at the AGM, will be paid/dispatched within 30 days from the date of the ensuing AGM of the Company as under:**

- To all those beneficial owners holding shares in electronic form, as per the beneficial ownership data made available to the Company by National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL") as on Tuesday, 5<sup>th</sup> September, 2023.
- To all those shareholders holding shares in physical form, after giving effect to all the valid share transmission or transposition request lodged with the Company/ Share Transfer Agent, M/s MCS Share Transfer Agent Limited ("RTA"), F-65, 1<sup>st</sup> Floor, Okhla Industrial Area Phase-I, New Delhi 110020 on or before Tuesday, 5<sup>th</sup> September, 2023.

Any query related to dividend should be directed to the RTA of the Company.

Pursuant to the provisions of the Income Tax Act, 1961, as amended by the Finance Act, 2020, dividend paid or distributed by a Company on or after 1<sup>st</sup> April, 2020 shall be taxable in the hands of the Members, therefore, the Company is required to deduct tax at source at the time of making payment of dividend at the prescribed rates. In order to enable the Company to determine the appropriate TDS rate, as applicable, shareholders are requested to submit their documents in accordance with the applicable provisions. The Company will also send an e-mail to all shareholders at their registered email id's in this regard and the same shall be available under Investor Relations Section at the Company's website i.e. <https://www.indiaglycols.com/investors/shareholders-communication.htm>. The Members are requested to update their PAN with

their Depository Participant (if shares held in electronic form) and Company / RTA (if shares held in physical form).

9. As per the SEBI Listing Regulations, the Company shall use any electronic mode of payment approved by the Reserve Bank of India for making payment of dividend to the members. Where the dividend cannot be paid through electronic mode, the same will be paid by warrants with bank account details printed thereon. In case of non-availability of bank account details, address of the members will be printed on the warrants.
10. Members holding shares in electronic mode may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or RTA cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant (DP) by the members.
11. Members holding shares in physical form are requested to register their Electronic Clearing Services (ECS) mandate by submitting the form ISR-1 along with the prescribed documents to the Company's RTA.
12. In compliance with the aforesaid MCA Circulars and SEBI Circulars, the Notice of the 39<sup>th</sup> AGM, inter-alia, indicating the process and manner of voting through electronic means alongwith the Annual Report 2022-23 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories, unless any member has requested for a physical copy of the same.

**To obtain copy of Annual Report for FY 2022-23 through electronic mode, the Members are requested to register/update their e-mail IDs by following the below procedure:-**

- (i) **Members holding shares in physical mode are requested to register/update their email addresses by writing to the RTA at F-65, 1<sup>st</sup> Floor, Okhla Industrial Area, Phase-I, New Delhi 110020 or email at [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com) along with the copy of the signed request letter mentioning the name, folio number and address of the Member, self-attested copy of the PAN card, self attested copy of Aadhar and copy of share certificate (front & back).**
- (ii) **Members holding shares in dematerialized mode are requested to register/update their email addresses by following the process mentioned above for Physical Holding and send 16 digit DPID & Client ID in place of Folio No. along with scanned copy of self attested Client Master copy or consolidated Demat Account Statement.**

**However, for permanent registration of email address, members should contact their respective Depository Participants.**

**After successful registration of the e-mail address, a copy of the Notice alongwith the Remote E-voting user ID and password will be sent to your registered e-mail address.**

**In case of any queries/difficulties in registering the e-mail address or any other matter related to this Notice, Members may write to the Company at [compliance.officer@indiaglycols.com](mailto:compliance.officer@indiaglycols.com).**

The Notice convening the 39<sup>th</sup> AGM has been uploaded on the website of the Company at [www.indiaglycols.com](http://www.indiaglycols.com) under Investor Relations Section and can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Ltd at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively and the same is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

13. In pursuance to the provisions of Section 124 and 125 of the Act read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, ("IEPF rules") read with relevant circulars, the amount of dividend remaining unpaid / unclaimed for a period of seven years from the due date is required to be transferred to the credit of the Investor Education and Protection Fund ("the IEPF") established by the Central Government. Since no dividend was declared by the Company for the FY 2014-15, therefore, there was no unpaid/unclaimed dividend amount lying with the Company required to be transferred to Investor Education and Protection Fund during the reporting period in terms of section 125 of the Act.

The Company has uploaded the details of unpaid and unclaimed dividends lying with the Company on the website of the IEPF i.e. [www.iepf.gov.in](http://www.iepf.gov.in). These details along with details of shareholders whose shares were transferred to the IEPF authority have also been uploaded on the website of the company at <https://www.indiaglycols.com/investors/iepf.htm>. Members who have not encashed the dividend warrants so far are requested to claim the same to avoid transferring to the unpaid/ unclaimed dividend and respective shares to the IEPF Authority and IEPF Account, respectively, in the future years.

The Members may note that no claim shall lie against the Company in respect of said dividend(s) and shares, upon their transfer to IEPF. However, the same can be claimed back from them after complying with the procedure prescribed under the IEPF rules by visiting the weblink: <http://iepf.gov.in/IEPF/refund.html>. For any related information, the RTA [e-mail: [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com)] or the Company may also be contacted.

14. Smt. Pragma Bhartia Barwale, Director shall retire by rotation at the 39<sup>th</sup> AGM and is eligible for re-appointment as per Item No. 3 of this notice. Smt. Pragma Bhartia Barwale is interested in the ordinary business as set out in item No. 3 with regard to her re-appointment. Shri U.S. Bhartia and Smt. Jayshree Bhartia, Directors being related to Smt. Pragma Bhartia Barwale, as father and mother, respectively, may be deemed to be interested in item No. 3 of the Notice. Apart from that, she is not related to any of the directors and Key Managerial Personnel of the Company.

Smt. Pragma Bhartia Barwale aged 41 years [DOB: 5<sup>th</sup> May, 1982] holds a Bachelor of Arts degree in Economics and International Relations from Brown University, USA and a Master of Science degree in Development Economics from the University of Oxford, U.K. She has a professional experience of over 15 years in the field of Strategic Planning and Project Management. She joined the Company in the year 2008 as President-Business Development and was elevated to the position of Executive Director of the Company w.e.f. 24<sup>th</sup> June, 2020. During all this tenure, she has played a key role in implementing various initiatives for overall business growth of the Company. She holds Directorship in various companies namely HWL Traders Ltd, Kashipur Holdings Ltd., Polylink Polymers (India) Limited, Ajay Commercial Co. (P) Ltd., IGL Infrastructure Pvt. Ltd., JB Trustee Pvt. Ltd., Lund & Blockley (P) Ltd., PB Trustee Pvt. Ltd. and is a designated partner of Pragma Bhartia Barwale Beneficiary LLP.

She has been a part of the Ennature Biopharma Division since its inception in 2009 and has worked closely on all aspects of the division from operations to product development, strategic partnerships, marketing and overall strategy. The Ennature Biopharma Division of the Company under her guidance, has grown manifold and provides adequate support to the revenue as well as the profitability of the Company.

The Company has received relevant disclosure/consent from Smt. Pragma Bhartia Barwale seeking re-appointment.

She is not a member of any Committee of the Company or in the Committee(s) of other Companies wherein she is a Director. She has attended five out of six Board Meetings held during FY 2022-23 and was paid remuneration of ₹ 334.74 lakhs for FY 2022-23. As on 31<sup>st</sup> March, 2023, she was holding 300 shares in the Company. The terms and conditions of her re-appointment and proposed remuneration shall be as per the resolution passed by the members of the Company at the 36<sup>th</sup> AGM held on 24<sup>th</sup> September, 2020.

15. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Act will be available electronically for inspection by the members during the 39<sup>th</sup> AGM, upon log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>.
16. All documents referred to in the Notice Convening 39<sup>th</sup> AGM and the Explanatory Statement shall be made available electronically for inspection by the members upto the date of 39<sup>th</sup> AGM. Members who wish to inspect the same may write to the Company at [compliance.officer@indiaglycols.com](mailto:compliance.officer@indiaglycols.com)
- 17. Voting through electronic means and joining of AGM electronically:**

- I. In compliance with provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation



44 of SEBI Listing Regulations, as amended and MCA Circulars, the Company is pleased to provide the Members facility to exercise their right to vote by electronics means on all the resolutions set forth in the notice convening the 39<sup>th</sup> AGM. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) as well as e-voting facility on the day of AGM will be provided by National Securities Depository Limited (“NSDL”). Resolution(s) passed by Members through remote e-voting is/ are deemed to have been passed as if they have been passed at the AGM.

- II. The Members who have casted their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again at the AGM.
- III. **The remote e-voting period will commence on Friday, 8<sup>th</sup> September, 2023 (9:00 A.M.) and end on Monday, 11<sup>th</sup> September, 2023 (5:00 P.M.). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Tuesday, 5<sup>th</sup> September, 2023, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.**
- IV. Members can opt for only one mode of voting i.e. remote e-voting or e-voting system at the 39<sup>th</sup> AGM.
- V. **The process and manner for remote e-voting and attending General Meeting are as under:**

**Process and manner for remote e-voting:**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below.

Step 1: Access to NSDL e-Voting system.


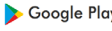


Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

In terms of SEBI circular dated 9<sup>th</sup> December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/ Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<ol style="list-style-type: none"> <li>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>Upon logging in, you will be able to see e-Voting option.</li> <li>Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</li> <li>Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'
    - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system:**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of **India Glycols Limited** for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/ modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

- (a) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [ashish@asandco.net](mailto:ashish@asandco.net) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on "**Upload Board Resolution/Authority Letter**" displayed under "**e-Voting**" tab in their login.
- (b) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- (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 download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on nos.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre – Senior Manager, NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [compliance.officer@indiaglycols.com](mailto:compliance.officer@indiaglycols.com) or to the RTA at [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [compliance.officer@indiaglycols.com](mailto:compliance.officer@indiaglycols.com) or to the RTA at [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) above i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholders/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**Process and manner for e-voting on the day of the 39<sup>th</sup> AGM**

1. The procedure for e-Voting on the day of the 39<sup>th</sup> AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the 39<sup>th</sup> AGM through VC/ OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the 39<sup>th</sup> AGM.
3. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**Process and manner for attending the AGM through VC/OAVM:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link

of “VC/OAVM link” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in shareholder/member login where the EVEN of Company will be displayed. The members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Member who need assistance before or during the AGM, can contact NSDL on nos.: 022-4886 7000 and 022-2499 7000 or send a request to Ms. Pallavi Mhatre – Senior Manager, NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
3. Members are encouraged to join the Meeting through Laptops for better experience.
4. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Members who would like to express their views or ask questions during the 39<sup>th</sup> AGM may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, demat account number/folio number, email id, mobile number at [compliance.officer@indiaglycols.com](mailto:compliance.officer@indiaglycols.com) from **Monday, 4<sup>th</sup> September, 2023 (9:00 A.M.) to Thursday, 7<sup>th</sup> September, 2023 (5:00 P.M.)**.
7. Those members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the 39<sup>th</sup> AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
18. Members may submit their queries, if any, on the financial statements or on any agenda item proposed in this notice **at least 7 days prior to the date of the 39<sup>th</sup> AGM** from their registered e-mail address, mentioning their name, DP ID and Client ID number/ folio number and mobile number at Company’s e-mail address at [compliance.officer@indiaglycols.com](mailto:compliance.officer@indiaglycols.com) or write to the Company’s Head Office at Plot No. 2-B, Sector-126, Distt. Gautam Budh Nagar, Noida-201304, Uttar Pradesh. Such queries by the Members shall be suitably replied by the Company.
19. **The voting rights of members shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date of Tuesday, 5<sup>th</sup> September, 2023. A person who is not a member as on the cut-off date should treat this notice for information only.**



20. Any person, who acquires shares of the Company and becomes member of the Company after the Company sends the Notice of the 39<sup>th</sup> AGM and holds shares as on the cut-off date i.e. **Tuesday, 5<sup>th</sup> September, 2023**, may obtain the User ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or to the RTA at [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com). 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 forgot your password, you can reset your password by using “Forgot User Details/ Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
21. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. **Tuesday, 5<sup>th</sup> September, 2023**, only shall be entitled to avail the facility of remote e-voting or voting at the 39<sup>th</sup> AGM through e-voting system.
22. Shri Ashish Saxena (C.P. No. 7096) of Ashish Saxena & Co., Company Secretaries, having their office at A-32, Nyay Khand-I, Indirapuram, Ghaziabad-201014, Uttar Pradesh has been appointed as the Scrutinizer to scrutinize the remote e-voting process and casting voting through e-voting system during the 39<sup>th</sup> AGM in a fair and transparent manner.
23. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of e-voting system for all those members who are participating in the AGM but have not cast their votes by availing the remote e-voting facility.
24. The Scrutinizer shall after the conclusion of voting at the 39<sup>th</sup> AGM, unblock the votes cast through remote e-voting and e-voting system at the AGM, in the presence of at least two witnesses not in the employment of the Company and shall make a consolidated scrutinizer’s report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be submitted to the Chairman or a person authorized by him in writing, within two working days of the 39<sup>th</sup> AGM, who shall countersign the same and declare the result of the voting forthwith.
25. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.indiaglycols.com](http://www.indiaglycols.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and the results shall also be immediately forwarded to the BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE).
26. **MEMBERS ARE REQUESTED TO:**
  - a. Note that in supersession of its earlier Circular Nos. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 & 687 dated 3<sup>rd</sup> November, 2021 and 14<sup>th</sup> December, 2021 respectively, SEBI has come out with a revised Circular No. SEBI/HO/MIRSD/ MIRSD-PoD1/P/ CIR/2023/37 dated 16<sup>th</sup> March, 2023 which has

prescribed inter-alia, Common and Simplified norms for processing investor’s service request by Registrar and Share Transfer Agents (“RTAs”) and norms for furnishing PAN, KYC details and Nomination to enhance the ease of doing business for investors in the securities market, which came into effect from 1<sup>st</sup> April, 2023. Also, linkage of PAN with Aadhaar has been made mandatory.

With effect from 1<sup>st</sup> January, 2022, any service requests or complaints received from the member, are being processed by the RTA on receipt of prescribed documents/details.

In view of the above, it is mandatory to furnish PAN, nomination, contact details, Bank A/c details and Specimen signature by holders of physical securities to the RTA, failing which the folio will be frozen on or after 1<sup>st</sup> October, 2023 by RTA. Further, in pursuance to the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members holding shares in physical form are requested to submit their PAN, KYC details and Nomination details by sending duly filled and signed Form ISR-1 (request for registering/change/ updation of PAN, KYC details), ISR-2 (signature of shareholder), SH-13 (nomination), SH-14 (cancellation/variation in nomination), ISR-3 (opting out of Nomination) to the RTA at F-65, 1<sup>st</sup> Floor, Okhla Industrial Area, Phase I, New Delhi - 110020 or email at [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com).

Those folios which continue to remain frozen as on 31<sup>st</sup> December, 2025, shall be referred to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002. The RTA shall revert the frozen folios to normal status upon receipt of all the documents/details as mentioned above.

Further, as per the above circular, the security holder(s) whose folio(s) to be frozen on or after 1<sup>st</sup> October, 2023 shall be eligible for followings:

- to lodge grievance or avail any service request from the RTA only after furnishing the complete documents / details in prescribed forms.
- for any payment including dividend, interest or redemption payment in respect of such frozen folios, only through electronic mode with effect from 1<sup>st</sup> April, 2024.

In compliance of the above circular, the Company has sent individual letters to shareholders holding shares in physical mode, whose postal addresses are available in the RTA’s record to inform them about the aforesaid requirement. Further, the same has also sent through e-mail to shareholders whose e-mail IDs are available in the RTA’s record and the requisite forms have been uploaded on the website of the Company and are also available on the website of the Company’s RTA.



- b. Immediately notify any change of address, e-mail address, change of name, contact numbers, bank details, bank mandates, nominations, power of attorney etc. and their PAN to their DP with whom they maintain their demat account. Non-resident Indian members are requested to inform the RTA/ respective DP, immediately of change in their residential status on return to India for permanent settlement and the particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
- c. **Note that in order to receive faster communication and enable the Company to serve the members better and to support the “Green Initiative”, members are requested to register/update their e-mail address(es) by sending the same along with the name, address, Folio No. / DPID & Client ID, shares held:**
- I. **To the RTA in the prescribed form mentioned at point (a) above for shares held in physical form and;**
  - II. **To their respective Depository Participants in respect of shares held in demat mode.**
- Upon registration of the e-mail address(es), the Company proposes to send Notices, Annual Report and other documents/ communications to those Members via electronic mode/e-mail.
27. SEBI vide its circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9<sup>th</sup> December, 2020 in order to increase the efficiency of the voting process, had enabled e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the e-voting service providers (ESPs), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
28. SEBI had mandated that effective from 1<sup>st</sup> April, 2019, securities of listed companies can only be transferred in dematerialized form. Therefore, the Company has not been accepting any request for transfer of shares in physical form w.e.f. 1<sup>st</sup> April, 2019.
29. SEBI vide its circular dated 25<sup>th</sup> January, 2022, has mandated that the listed companies shall henceforth issue the securities in dematerialized form only while processing the service requests such as transmission, transposition, Issue of duplicate securities certificate, Claim from Unclaimed Suspense Account, renewal/ exchange of securities certificate, endorsement, sub-division/ splitting of securities certificate, consolidation of securities certificates/ folios of securities. Accordingly, Members are requested to make service requests by submitting a duly

filled in and signed Form ISR-4 and any other form as may be required for aforesaid services, which is available on the Company’s website ([www.indiaglycols.com](http://www.indiaglycols.com)) under investor relation section. It may be noted that any service request can be processed only after the folio is KYC Complaint.

In view of the above, Members holding shares in physical form are requested to consider converting their holdings to demat mode.

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

The following statement sets out all the material facts related to Special Business mentioned under item No. 4 of the Notice dated 24<sup>th</sup> May, 2023.

#### **ITEM NO. 4**

The Board of Directors (“the Board”) of the Company on the recommendation of the Audit Committee, approved the appointment of M/s R.J. Goel & Co., Cost Accountants to conduct the audit of cost records of the Company for the financial year ending 31<sup>st</sup> March, 2024.

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor, as recommended by the Audit Committee and approved by the Board has to be ratified by the members of the Company.

Accordingly, consent of the members is being sought by way of an ordinary resolution for ratification of the remuneration payable to the cost auditor for the financial year 2023-24.

None of the Directors/Key Managerial Personnel of the Company or their respective relatives are in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution at Item No. 4 of the Notice.

The Board recommends the resolution set out at item No. 4 of this notice for approval of the members as an Ordinary Resolution.

**By order of the Board  
India Glycols Limited**

**Ankur Jain  
Company Secretary**

Place: Noida  
Date: 24<sup>th</sup> May, 2023

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