



INDIA GLYCOLS LIMITED

CIN : L24111UR1983PLC009097

Registered Office : A-1, Industrial Area, Bazpur Road, Kashipur-244713,
Distt. Udham Singh Nagar, Uttarakhand

Phone : +91 5947-269000, 269500 Fax : +91 5947-275315, 269535

Website : www.indiaglycols.com, E-Mail : compliance.officer@indiaglycols.com

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and the circulars issued by the Ministry of Corporate Affairs, Government of India)

Dear Member(s),

Notice is hereby given pursuant to Section 108, Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), Rule 20, 22 and other applicable rules of the Companies (Management and Administration) Rules, 2014 (the "Rules") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with General Circular Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021 and 3/2022 dated 8th April, 2020, 13th April, 2020, 15th June, 2020, 28th September, 2020, 31st December, 2020, 23rd June, 2021, 8th December, 2021 and 5th May, 2022, respectively, issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and subject to such other applicable laws and regulations, that the resolution as set out hereunder is proposed to be passed by the Members of the Company, by way of Postal Ballot by voting through electronic means only ("Remote E-voting"). The Explanatory Statement pursuant to Section 102 and other applicable provisions of the Act, setting out the material facts and reasons for the proposed resolution is appended herewith and forms part of the Postal Ballot Notice ("Notice").

The Board of Directors of the Company ("Board") at its meeting held on 10th November, 2022, subject to the approval of Members of the Company and subject to other necessary approvals, consents and conditions, has approved the re-appointment of Shri Sudhir Agarwal (DIN: 08602216), as an Executive Director and Key Managerial Personnel of the Company in the category of whole time director of the Company, for a further period of 1(One) year w.e.f. 1st December, 2022 and accordingly, the proposed resolution is appended herewith.

Further, in compliance with the aforesaid MCA Circulars, this Notice, inter-alia, indicating the process and manner of voting through electronic means is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Registrar and Share Transfer Agent / Depositories. The hard copies of this Notice alongwith Postal Ballot Form and prepaid business reply envelope is not being sent to the Members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would only take place through the Remote E-voting system. If your e-mail address is not registered with the Company/Registrar and Share Transfer Agent/Depositories, please follow the process provided in the Notes to receive this Notice and login ID and password for Remote E-voting.

For detailed information, Members are requested to read carefully the instructions given in the Notes forming part of the Notice.

SPECIAL BUSINESS:

1. **To approve re-appointment of Shri Sudhir Agarwal as an Executive Director of the Company.**

To consider and, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and rules made

thereunder read with Schedule V of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("SEBI Listing Regulations"), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and subject to the approval of the Central Government and/or other authorities, if required, approval of the Members of the Company be and is hereby accorded for the re-appointment of Shri Sudhir Agarwal (DIN: 08602216) as an Executive Director and Key Managerial Personnel of the Company in the category of whole time director of the Company, for a further period of 1(One) year w.e.f. 1st December, 2022 till 30th November, 2023 at a monthly Remuneration and other terms and conditions, as mentioned below:

Remuneration:

- | | |
|---|----------------|
| A. Basic Salary | : ₹ 2,43,706/- |
| B. Special Allowance | : ₹ 1,00,195/- |
| C. National Pension Scheme Contribution | : ₹ 24,371/- |
| D. Ex-Gratia | : ₹ 36,556/- |
| E. Perquisites: | |

In addition, the Executive Director shall be entitled to the following perquisites which shall be evaluated as per Income Tax Act, 1961 and Rules, wherever applicable, and in the absence of any such rule, perquisite(s) shall be evaluated at actual cost:

1. Unfurnished residential accommodation;
2. Furnishing of residence upto an amount not exceeding ₹ 2.00 lakhs, as per Company's policy;
3. Gas, electricity, water expenses reimbursement as per Company's policy;
4. Medical reimbursement equivalent to one month basic salary for self and family;
5. Leave travel concession once in a year for an amount not exceeding one and half month basic salary for self and family to any place in India by Air/Rail/ Road;
6. Medical and Accidental Insurance premium as per Company's rules;
7. Company maintained car with driver for official and personal use;
8. Telephone facility at residence and Mobile phone for business purposes.

F. Others:

Gratuity, Provident Fund and leave encashment as per Company's rules.

G. Other Terms:

1. Shri Agarwal shall work under the superintendence, control and direction of the Board of Directors of the Company.
2. He shall not be paid any sitting fees for attending meetings of the Board or Committee thereof.
3. If at any time, the Executive Director ceases to be a Director of the Company for any

reason/cause whatsoever, he shall cease to be the Executive Director of the Company.

4. The Appointment may be terminated by either party by giving to the other party 3 calendar month's notice in writing or such shorter notice as may be mutually agreed between Shri Sudhir Agarwal and the Company or payment in lieu thereof. The appointment may be terminated by the Company without notice, if the appointee is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary/ associates.

RESOLVED FURTHER THAT the aggregate of remuneration by way of salary, perquisites and allowances etc. payable to Shri Sudhir Agarwal shall not exceed 5% of the Net Profits of the Company in a financial year computed in the manner laid down under Section 198 of the Act and shall be within the overall limit prescribed under Section 197 read with Schedule V of the Act and SEBI Listing Regulations or any amendment(s) thereto from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee be authorized to vary, alter, revise and/or increase the remuneration as specified above from time to time to the extent the Board of Directors may deem appropriate, without being required to seek any further consent or approval of the Members of the Company, provided that such variation or increase, as the case may be, is within the overall limits as specified under the relevant provisions of the Act read with Schedule V including any amendment thereto, from time to time.

RESOLVED FURTHER THAT notwithstanding to the above, in the event of any loss or inadequacy of profits in any financial year, during the tenure of Shri Sudhir Agarwal as an Executive Director of the Company, the aforesaid remuneration shall be paid as the minimum remuneration payable to him subject to the provisions and necessary approvals in accordance with the limits prescribed in Schedule V of the Act or by the Central Government, wherever required.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to enter into such agreement(s), deed(s) or any other documents with Shri Sudhir Agarwal; to settle any question, difficulty or doubt that may arise in this regard and to do all such acts, deeds, matters and things, as they may in their absolute discretion, consider necessary, expedient or desirable in order to give effect to this Resolution or as otherwise considered necessary by them in the best interest of the Company."

By order of the Board
For India Glycols Limited

Ankur Jain
Company Secretary

Place : Noida
Date : 10th November, 2022

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
e-mail : compliance.officer@indiaglycols.com

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") in respect of proposed resolution is annexed hereto and forms part of this Postal Ballot Notice ("**Notice**").
2. This Notice is being sent to the Members of the Company whose names appear on the Register of Members of the Company/ List of Beneficial Owners as received from National Securities Depository Limited ("**NSDL**") / Central Depository Services (India) Limited ("**CDSL**"), (hereinafter, called "**the Depositories**") as on the cut-off date i.e. **Friday, 18th November, 2022** and who have registered their e-mail address with the Company or Registrar and Share Transfer Agent or Depositories.

Members may note that the Notice has been uploaded on the website of the Company at 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 Limited at www.bseindia.com and 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.

3. As per Section 108 and Section 110 and other applicable provision of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended ("**Rules**") and read with General Circular Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021 and 3/2022 dated 8th April, 2020, 13th April, 2020, 15th June, 2020, 28th September, 2020, 31st December, 2020, 23rd June, 2021, 8th December, 2021 and 5th May, 2022, respectively, (hereinafter collectively referred to as "**MCA Circulars**") issued by MCA, this Notice, inter-alia, indicating the process and manner of voting through electronic means is being sent only through e-mail to all the Members, whose e-mail addresses are registered with the Company/ Registrar and Share Transfer Agent, M/s MCS Share Transfer Agent Limited ("**RTA**"), F-65, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi 110020 or with the Depositories. The hard copies of this Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would only take place through the Remote E-voting system.
4. Members who have not registered their e-mail address with the Company / RTA / Depositories and wish to receive the Notice and/or cast their votes through Remote E-voting are required to register their e-mail addresses by following the below procedure:

- (i) **Members holding shares in physical mode are requested to register/ update their e-mail addresses by writing to the RTA at F-65, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi 110020 or e-mail at 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 e-mail 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 your e-mail 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 matter related to this Postal Ballot Notice, Members may write to the Company at compliance.officer@indiaglycols.com.

5. Voting through electronic means:

- I. In compliance with provisions of Section 108, 110 and other applicable provisions of the Act and Rules made thereunder read with the MCA Circulars and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Company is pleased to provide the Members facility to exercise their right to vote by electronics means on resolution set forth in the Notice. The facility of casting the votes by the Members using an electronic voting system (Remote E-voting) will be provided by National Securities Depository Limited (“NSDL”). Members desirous to exercise their vote through Remote E-voting are requested to carefully read the instructions for Remote E-voting given in the Notice. A Member cannot exercise his vote by proxy on Postal Ballot.
- II. Members of the Company as on the cut-off date who have not received this Notice due to the non-registration of their e-mail address with the Company or RTA or the Depositories, can download the Notice from the website of the Company www.indiaglycols.com and refer the instructions provided in notes for Remote E-voting to cast their vote.
- III. **The Remote E-voting period will commence on Saturday, 26th November, 2022 at 9:00 A.M. (IST) and end on Sunday, 25th December, 2022 at 5:00 P.M. (IST) (both days inclusive). During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. Friday, 18th November, 2022, may cast their vote by Remote E-voting. The Remote E-voting shall not be allowed beyond the said date and time. 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. **The process and manner for Remote E-voting are as under:**
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 on NSDL e-Voting system.





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode.

In terms of SEBI circular dated 9th 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 e-mail 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"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz https://eservices.nsd.com 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 e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the Remote E-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdedasDirectReg.jsp. 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 (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 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.

	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/ Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi / Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & E-mail as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<ol style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 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.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot 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	Help desk 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 evoting@nsdl.co.in or call at toll free no. 1800 1020 990 and 1800 22 44 30
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 helpdesk. evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting 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 'Shareholders' 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.

4. 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 e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail id. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail 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 e-mail ID is not registered, please follow steps mentioned below in process for those shareholders whose e-mail 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.
 - b) "**Physical User Reset Password ?**" (If you are holding shares in physical mode) option available on 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 mentioning your demat account number/ folio number, your PAN, your name and your registered address.
 - 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 on NSDL e-Voting system:

How to cast your vote electronically 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 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.

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 with a copy marked to 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 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 or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Soni Singh, Assistant Manager at evoting@nsdl.co.in.

Process for those shareholders whose e-mail ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolution 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 e-mail to compliance.officer@indiaglycols.com or to the RTA at admin@mcsregistras.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.

- @indiaglycols.com or to the RTA at 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 for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to 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 9th 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 required to update their mobile number and e-mail ID correctly in their demat account in order to access e-Voting facility.
- V. **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 i.e. Friday, 18th November, 2022. A person who is not a Member as on the cut-off date should treat this Notice for information only.**
- VI. Any person, who is a Member of the Company on the cut-off Date i.e. **Friday, 18th November, 2022** and has not received login ID and password, may obtain the User ID and password by sending a request at evoting@nsdl.co.in or to the RTA at 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
- VII. A person, whose name is recorded in the register of Members of the Company or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. **Friday, 18th November, 2022** only shall be entitled to avail the facility of Remote E-voting.
- VIII. 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 for conducting the Postal Ballot process including Remote E-voting process in a fair and transparent manner.
- IX. The Scrutinizer shall after the conclusion of Postal Ballot process, unblock the votes cast through Remote E-voting, in presence of at least two witnesses not in the employment of the Company and shall submit his 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 from the conclusion of Remote E-voting period, who shall countersign the same and declare the result of the voting forthwith.
- X. The Results declared along with the report of the Scrutinizer shall be displayed on the website of the Company www.indiaglycols.com and on the website of NSDL 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).
- XI. Resolution passed by the Members in this Postal Ballot process through Remote E-voting shall be deemed to have been passed as if the same has been passed at a General Meeting of the Members. The Resolution, if passed by requisite majority of Members, will be deemed to be passed on the last date of Remote E-voting.
- 6 **MEMBERS ARE REQUESTED TO:**
- a. Note that SEBI vide its circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November, 2021 has mandated furnishing of PAN, KYC details (i.e. postal address with Pin Code, email address, mobile number, bank account details) and Nomination details by holders of physical securities. Accordingly, in pursuance to the above circular and 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, 1st Floor, Okhla Industrial Area, Phase I, New Delhi - 110020 or email at admin@mcsregistrars.com.
- Effective from 1st January 2022, any service requests or complaints received from the Member, will not be processed by RTA till the aforesaid details/ documents are provided to RTA. On or after 1st April 2023, in case any of the above cited documents/ details are not available in the Folio(s), RTA shall be constrained to freeze such Folio(s).
- All these forms are available on the Company's website (www.indiaglycols.com) under Investor Relations Section. The Company has also sent individual letters to all the Members holding shares of the Company in physical form in this regard.
- Members are requested to ensure that the above mentioned KYC details are updated as and when there is a change in order to receive all important shareholder communications and corporate benefits.
- 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/ communication to those Members via electronic mode/e-mail.

7. SEBI vide its circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 in order to increase the efficiency of the voting process, has 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.
8. SEBI had mandated that effective from 1st 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. 1st April, 2019.
9. SEBI vide its circular dated 25th January, 2022, amended the SEBI Listing Regulations and 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 dully filled in and signed Form ISR-4, which is available on the Company’s website (www.indiaglycols.com) under Investor Relations Section. It may be noted that any service request can be processed only after the folio is KYC Compliant.

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

10. All relevant documents referred to in the Notice and Explanatory Statement shall be made available electronically for inspection by the Members from the date of circulation of this Notice and up to the last date of Remote E-voting. Members who wish to inspect the same may write to the Company Secretary at compliance.officer@indiaglycols.com.

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

ITEM NO. 1

The Members of the Company at their 36th Annual General Meeting held on 24th September, 2020 approved appointment of Shri Sudhir Agarwal (DIN: 08602216) as an Executive Director and Key Managerial Personnel of the Company for a period of 3 years w.e.f. 1st December, 2019. Shri Agarwal's present term of office is upto 30th November, 2022.

On the recommendation of the Nomination and Remuneration Committee (“NRC”) and based on the performance evaluation, the Board of Directors in their meeting held on 10th November, 2022 re-appointed Shri Sudhir Agarwal as an Executive Director and Key Managerial Personnel of the Company for a further period of 1(One) year w.e.f. 1st December, 2022 till 30th November, 2023 (liable to retire by rotation) on the terms and conditions including remuneration as mentioned in resolution no. 1 of this notice subject to the approval of the Members in terms of the provisions of Section 196, 197, 198 and 203 read with Schedule V of the Companies Act, 2013 (“the Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and rules/regulations made thereunder.

Shri Agarwal satisfies all conditions set out in Section 196(3) and Part 1 of Schedule V of the Act along with fulfilling all the conditions to be a professional managerial Personnel in terms of the provisions of Section 197, Schedule V of the Act and rules made thereunder and as such is eligible for re-appointment as an Executive Director. The requisite consent and declarations as required under the Act and SEBI Listing Regulations have been received from Shri Agarwal. It has also been confirmed by him that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and also provided a declaration that he has not been debarred or disqualified from being appointed or continuing as director of companies by the SEBI or Ministry of Corporate Affairs or any such statutory authority.

Considering Shri Agarwal's abilities, knowledge, industry experience, past performance and contribution in the growth of the Company, his present and future responsibilities, past remuneration paid and industry norms, it would be in the interest of the Company to continue to obtain his services by re-appointing him as an Executive Director of the Company.

He is a member of Audit Committee, Finance Committee, Corporate Social Responsibility Committee and Risk Management Committee of the Company. His brief profile along with relevant disclosures in pursuance to the provisions of SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2), are attached as an Annexure hereto and forms part of this Notice.

Shri Agarwal's proposed remuneration is commensurate with the roles and responsibilities being discharged by him and is in line with the provisions of Section 197 read with Schedule V to the Act. The Company has not committed any default in repayment of any its debts as mentioned in Schedule-V the Act.

The above may be treated as an abstract and written memorandum setting out the terms of re-appointment and remuneration of Shri Sudhir Agarwal under Section 190 of the Act.

Accordingly, approval of the Members is sought by way of an Ordinary Resolution for the re-appointment and payment of remuneration to Shri Sudhir Agarwal for a period of 1(One) year from 1st December, 2022 till 30th November, 2023.

Copy of relevant documents including the memorandum(s) setting out the terms of appointment and remuneration shall be made available electronically for inspection by the Members from the date of circulation of this Notice and up to the last date of Remote E-voting. Members who wish to inspect the same may write to the Company Secretary at compliance.officer@indiaglycols.com.

Shri Sudhir Agarwal, Director is interested in the resolution set out at item No. 1 of this Notice. Also, his relatives may be deemed to be interested in the same to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are in

any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the resolution set out at item no. 1 of this Notice for approval of the Members as an Ordinary Resolution.

By order of the Board
For India Glycols Limited

Ankur Jain
Company Secretary

Place : Noida
Date : 10th November, 2022

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
e-mail : compliance.officer@indiaglycols.com

Annexure to the Postal Ballot Notice dated 10th November, 2022

Details of Director seeking re-appointment in pursuance to the Companies Act, 2013, Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard- 2 of ICSI.

Name of Director	Shri Sudhir Agarwal (DIN: 08602216)											
Age (Date of Birth)	60 years (20/01/1962)											
Date of First Appointment on the Board	01/12/2019											
Qualifications	Chemical Engineer graduated from HBTI Kanpur.											
Experience (Expertise in Specific functional Area)/ Brief Resume	<p>Shri Sudhir Agarwal is having an experience of about 36 years in the field of Plant Operations and Project Management.</p> <p>He started his career with a Public Sector Undertaking, M/s National Fertilizers Limited in 1985 as Graduate Engineer Trainee and rose to the level of Chief Manager. He had vast experience of handling various aspects of plant operation, project management etc. in a large Natural Gas based Ammonia / Urea complex.</p> <p>He joined the Company in the year 2014 as Vice President (Operations), before his elevation to the position of Site/plant Head of Kashipur plant in May, 2018 and as an Executive Director from 1st December, 2019.</p> <p>He has been involved in day to day management of Kashipur unit. During his tenure at the Company, he has played a key role in implementing various initiatives for Productivity improvement, Energy optimization, Water conservation and Environment preservation and for successful execution of grain distillery plant at Kashipur.</p> <p>He has been discharging the responsibilities as Site Head- Kashipur Plant, Occupier of all three factories of the Company under the Factories Act, 1948 and Person Responsible under Legal Metrology Act, 2009.</p> <p>Shri Agarwal has also authored/co-authored papers on various topics such as Plant Case Studies, Quality Management & Environment Management etc.</p>											
Terms and Conditions of re-appointment	As per the resolution at item no. 1 of the Postal Ballot Notice read with explanatory statement thereto, Shri Sudhir Agarwal is proposed to be re-appointed as an Executive Director and Key Managerial Personnel for a further period of 1(One) year w.e.f. 1 st December, 2022.											
Directorships of other Companies	Nil											
Committee membership(s)/ Chairmanship(s) of other Companies	Nil											
Shareholding in the Company as on 31 st March, 2022	Nil											
Details of Inter-se Relationship with Directors / Key Managerial Personnel	Nil											
Number of Board Meetings Attended	<table border="1"> <thead> <tr> <th>For FY</th> <th>Held</th> <th>Attended</th> </tr> </thead> <tbody> <tr> <td>2021-22</td> <td>5</td> <td>5</td> </tr> <tr> <td>2022-23(till 10th November, 2022)</td> <td>4</td> <td>4</td> </tr> </tbody> </table>			For FY	Held	Attended	2021-22	5	5	2022-23(till 10 th November, 2022)	4	4
For FY	Held	Attended										
2021-22	5	5										
2022-23(till 10 th November, 2022)	4	4										
Remuneration last drawn (including sitting fees, if any)	₹ 58,63,055/- for FY 22.											
Remuneration proposed to be paid	As set out at item no. 1 of Postal Ballot Notice dated 10 th November, 2022.											