

**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 applicable circulars issued by the Ministry of Corporate Affairs, Government of India)

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 108, 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, 3/2022, 11/2022 and 9/2023 dated 8th April, 2020, 13th April, 2020, 15th June, 2020, 28th September, 2020, 31st December, 2020, 23rd June, 2021, 8th December, 2021, 5th May, 2022, 28th December, 2022 and 25th September, 2023 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 2nd February, 2024, subject to the approval of Members of the Company by way of a Special Resolution and subject to other necessary approvals, consents and conditions, has approved the appointment of Shri Ravi Kumar (DIN: 02362615), as a Director in the capacity of Independent Director of the Company, for a term of 5 (Five) consecutive years w.e.f. 2nd February, 2024 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 along with 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, then please follow the process provided in the Notes hereunder 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 appointment of Shri Ravi Kumar (DIN: 02362615) as an Independent Director of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (**"the Act"**) and the Companies (Appointment and Qualification of Directors) Rules, 2014, the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, Shri Ravi Kumar (DIN: 02362615) who was appointed as an Additional Director in the capacity of Independent Director by the Board of Directors w.e.f. 2nd February, 2024 in terms of Section 161 of the Act and who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1) (b) of the SEBI Listing Regulations and in respect of whom the Company has received requisite notice in writing under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold the office for a term of 5 (Five) consecutive years w.e.f. 2nd February, 2024 upto 1st February, 2029.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) of the Company be and is hereby authorized to do all such 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 : 2nd February, 2024

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"**) setting out all material facts and reasons for the proposed resolution is annexed hereto and forms part of this 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, 16th February, 2024** 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) at www.evoting.nsdl.com.

3. As per the provisions of Section 108, 110 and other applicable provisions 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, 3/2022, 11/2022 and 9/2023 dated 8th April, 2020, 13th April, 2020, 15th June, 2020, 28th September, 2020, 31st December, 2020, 23rd June, 2021, 8th December, 2021, 5th May, 2022, 28th December, 2022 and 25th September, 2023, 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 or 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 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 card 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 along with 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 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 at 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 Sunday, 25th February, 2024 at 9:00 A.M. (IST) and end on Monday, 25th March, 2024 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, 16th February, 2024, 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/IdeasDirectReg.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. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 2. Upon logging in, you will be able to see e-Voting option. 3. Click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 4. 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	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 evoting@nsdl.com 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

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?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders/Member’ section.
3. 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 login 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 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.com 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**.
 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.com. 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 nos.: 022 – 4886 7000 and 022-2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com.

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@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 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, shareholders/members may send a request to evoting@nsdl.com 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, 16th February, 2024. 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, 16th February, 2024** and has not received login ID and password, may obtain the User ID and password by sending a request at evoting@nsdl.com 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, 16th February, 2024** 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 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 at www.indiaglycols.com and on the website of NSDL at www.evoting.nsdl.com and the results shall also be immediately communicated 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 the SEBI vide Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated 17th May, 2023 read with SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated 17th November, 2023 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. Also, linkage of PAN with Aadhaar has been made mandatory.

With effect from 1st 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 made mandatory to furnish PAN, nomination, contact details, Bank A/c details and Specimen signature by holders of physical securities to the RTA. 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/update 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.

Further, SEBI 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, which is available on the Company's website at 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.

The requisite forms are available on the website of the Company at www.indiaglycols.com under Investor Relations Section and are also available on the website of the Company's RTA.

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

- 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 respective Depository Participants with whom they maintain their demat account. Non-resident Indian Members are requested to inform the RTA/respective Depository Participants, 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. 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.
10. SEBI vide its Master Circular SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated 28th December, 2023, has updated and streamlined Online Dispute Resolution (ODR), which is in addition to the existing SCORES platform which can be utilized by the investors and the Company for dispute resolution. Please note that the investors can initiate dispute resolution through the ODR portal only after exhausting the option to resolve dispute with the Company and on the SCORES platform.

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

ITEM NO. 1

Based on the recommendation of the Nomination and Remuneration Committee (“NRC”), the Board of Directors (“the Board”) of the Company at their meeting held on 2nd February, 2024 appointed Shri Ravi Kumar (DIN:02362615) as an Additional Director in the capacity of Independent Director of the Company to hold office for a term of 5 (Five) consecutive years w.e.f. 2nd February, 2024, not liable to retire by rotation, subject to approval of the Members of the Company by way of a Special Resolution, pursuant to the provisions of Section 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and rules/regulations made thereunder.

Further, pursuant to Regulation 17(1C) of SEBI Listing Regulations, a listed Company shall ensure that approval of the shareholders for the appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of his appointment, whichever is earlier. Further, in terms of Regulation 25(2A) of the SEBI Listing Regulations, inter-alia, the appointment of an Independent Director shall be subject to the approval of shareholders by way of a special resolution.

Shri Ravi Kumar, aged about 62 years, is a seasoned banker with over 3 decades of experience with deep understanding of entire credit cycle including corporate banking, project financing, business development, credit appraisal, credit delivery, credit monitoring, credit risk assessment, stress asset management etc.

Shri Kumar fulfils all conditions specified by applicable laws for the position of an Independent Director of the Company and has also given a declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) the Act and Regulation 16(1)(b) of SEBI Listing Regulations. He has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director with an objective independent judgment and without any external influence and has also given his consent to act as a Director of the Company. 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 along with 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 and has also registered himself in the Independent Director's Data Bank maintained by the Indian Institute of Corporate Affairs. In terms of Section 160 of the Act, the Company has also received notice in writing proposing his candidature for the office of a Director in the Company.

With a view to have diversity on the Board and considering his qualifications, positive attributes and diverse experience & expertise in the field of banking, financing and risk management etc., the NRC and the Board are of the view that Shri Kumar's appointment on the Board will be of immense benefit and in the overall interest of the Company. The NRC and the Board have also considered various factors including current tenure of Directors, skill matrix, diversity, time-commitment and statutory requirements etc. while considering his appointment.

In the opinion of the Board, Shri Ravi Kumar fulfils the conditions for his appointment as an Independent Director as specified in the Act & Rules made thereunder and SEBI Listing Regulations and he is independent of the management and possesses appropriate skills, experience, knowledge and capabilities which are in alignment with the skills and expertise identified by the NRC and the Board, for the Directors of the Company.

Shri Kumar's brief profile along with relevant disclosures in pursuance to the provisions of SEBI Listing Regulations and Secretarial Standard on General Meeting (SS-2), are attached as Annexure and forms part of this Notice.

Accordingly, approval of the Members is sought by way of a special resolution for appointment of Shri Ravi Kumar for a term of 5 (Five) consecutive years with effect from 2nd February, 2024 upto 1st February, 2029 in compliance with the provisions of Section 149 read with Schedule IV and any other applicable provisions of the Act and Regulations 17(1C) & 25(2A) and any other applicable Regulations of the SEBI Listing Regulations. In line with the Company's Nomination, Remuneration and Evaluation policy, Shri Kumar, similar to other Non-Executive Directors, will be entitled to receive sitting fee, reimbursement of expenses for participation in the Board/ Committee(s) meetings and commission, as may be decided by the Board subject to the provisions of the Act.

Copy of relevant documents including draft letter of appointment setting out the terms of appointment of Independent Directors 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.

The above may also be regarded as appropriate disclosures required under the Act and SEBI Listing Regulations.

Except Shri Ravi Kumar and his relatives, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 1 of the accompanying Notice.

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

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

Place : Noida
Date : 2nd February, 2024

**Ankur Jain
Company Secretary**

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 2nd February, 2024

Details of Director seeking 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 Ravi Kumar (DIN: 02362615)
Age (Date of Birth)	62 years (15/04/1961)
Date of First Appointment on the Board	2 nd February, 2024
Qualifications	Graduation in Economics, Post Graduation in Public Administration, MBA in Financial Management and a Certified Associate of Indian Institute of Bankers (CAIIB).
Experience (Expertise in Specific functional Area)/ Brief Resume / Skills & Capabilities required for the role and the manner in which the proposed Director meets requirements	<p>Shri Ravi Kumar is a seasoned banker having over 3 decades of experience with deep understanding of entire credit cycle including corporate banking, project financing, business development, credit appraisal, credit delivery, credit monitoring, credit risk assessment, stress asset management etc.</p> <p>He was part of the top management of IDBI Bank Ltd. ("IDBI") till April 2021, when he superannuated as Executive Director and was managing the loan portfolio of Large and Mid-corporates of the Bank. The role and responsibilities included leading, strategizing, directing, controlling, monitoring and overseeing all facets of the large/mid corporate portfolio of the Bank. He handled relationships of various large groups, sectors and industries.</p> <p>During his career spanning over a period of 30 years with IDBI, he has worked in leadership position at various locations in different departments of the IDBI with diversified roles and responsibilities including the assignment of the Chief Executive Officer of the only Overseas Branch of the Bank at DIFC, Dubai, UAE. He was also member of various committee(s) of the Bank during his stint with IDBI.</p> <p>The requisite skills and capabilities that are required for the role are given in the Explanatory Statement to the Notice.</p>
Terms and Conditions of appointment	As per the details provided in the resolution set out in this Notice read with Explanatory Statement thereto.
Directorships of other Companies	(1) Uttam Sugar Mills Limited. (2) Himatsingka Seide Limited.
Committee Membership(s)/ Chairmanship(s) of other Companies	Nil
Listed entities from which the Director has resigned from Directorship in last 3 (Three) years	Nil
Shareholding in the Company including shareholding as a beneficial owner (as on 2 nd February, 2024)	Nil
Details of Inter-se Relationship with Directors/ Key Managerial Personnel	Nil
Number of Board Meetings attended during FY 2023-24 (till 2 nd February, 2024)	Not Applicable
Remuneration last drawn (including sitting fees, if any)	Not Applicable
Remuneration proposed to be paid	As per the details provided in the Explanatory Statement to the Notice.