

Notice

Notice is hereby given that the Thirty Fourth Annual General Meeting (AGM) of the members of India Glycols Limited will be held on **Saturday, the 4th day of August, 2018 at 11.00 A.M. at the registered office of the Company at A-1, Industrial Area, Bazpur Road, Kashipur 244713, Distt. Udham Singh Nagar, Uttarakhand** to transact the following business:

ORDINARY BUSINESS:

- To receive, consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended 31st March, 2018, together with the Reports of the Board of Directors and Auditors thereon.
- To declare a dividend on equity shares for the financial year 2017-18.
- To appoint a Director in place of Smt. Jayshree Bhartia (DIN: 00063018), who retires by rotation and being eligible, offers herself for re-appointment.
- To ratify appointment of M/s K.N. Gutgutia & Co., Chartered Accountants (Registration No. 304153E) as Statutory Auditors of the Company and to fix their remuneration and in this regard, to consider and, if thought fit, to pass the following resolution as an

ORDINARY RESOLUTION:

“**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the resolution passed by the members at the 33rd Annual General Meeting (AGM) held on 1st September, 2017 appointing M/s K. N. Gutgutia & Co., Chartered Accountants (Registration No. 304153E) [“KNG”] as the Statutory Auditors of the Company for a period of five year, to hold office till the conclusion of 38th AGM, appointment of KNG as Statutory Auditors of the Company from the conclusion of 34th AGM till the conclusion of 35th AGM to be held in the year 2019, be and is hereby ratified at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) of the Company be and are hereby authorized 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.”

SPECIAL BUSINESS:

- 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 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 ended 31st March, 2019, amounting to

₹2,00,000/- (Rupees Two Lakhs only) plus applicable tax and out-of-pocket expenses, if any, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) of the Company be and is hereby authorized 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.”

- To consider and, if thought fit, to pass the following resolution as a

SPECIAL RESOLUTION:

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and rules made thereunder read with Schedule V of the Act, (including any statutory modification(s) or re-enactments thereof, for the time being in force), Article 128 of 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 M.K. Rao (DIN: 02168280) as Executive Director in the category of Whole-Time Director and Key Managerial Personnel of the Company for a further period of 2 (Two) years w.e.f. 1st April, 2018 till 31st March, 2020 at a monthly remuneration (which is identical with his current remuneration including perquisites) and other terms and conditions as mentioned below:

Remuneration :

A. Basic Salary	: ₹ 2,97,000/-
B. Special Allowance	: ₹ 1,38,705/-
C. Ex- gratia	: ₹ 44,550/-
D. Perquisites	:

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

- Unfurnished residential accommodation;
- Furnishing of residence upto an amount not exceeding ₹2.00 Lakhs p.a.;
- Electricity, water expenses reimbursement as per Company policy;
- Medical reimbursement equivalent to one month salary for self and family;
- Leave travel concession once in a year for an amount not exceeding ₹ 36,000/- for self and family to any place in India by Air/Rail/Road;
- Medical and Accidental Insurance premium as per Company’s rules;
- Contribution to Provident Fund as per rules of the Company;
- Gratuity not exceeding one-half month salary for each completed year of service;
- Company’s car with driver for official and personal use;
- Maintenance expenses for second car for personal purpose for an amount not exceeding ₹2.00 Lakhs p.a.;

11. Telephone facility at residence and Mobile phone for business purposes;
 12. Leave encashment as per Company's rules.
- E. Other Terms:
1. Shri Rao 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 months notice of such termination in writing or payment of sum equivalent to remuneration for the notice period or part thereof in case of shorter notice or such other terms as may be mutually agreed. 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 in terms of Article 128 of the Articles of the Association, during continuation as an Executive Director, Shri M.K.Rao shall not be subject to retirement by rotation.

RESOLVED FURTHER THAT the aggregate of remuneration by way of salary, perquisites and allowances etc. payable to Shri M. K. Rao 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 within the overall limit prescribed under Section 197 read with Schedule V of the Act.

RESOLVED FURTHER THAT subject to provisions of Section 197 and Schedule V and other applicable provisions, if any, of the Act, as amended from time to time, on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, if deem appropriate may vary, alter, revise and/or increase the remuneration and other terms as specified above, from time to time, provided that such revision, 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 and as may be agreed to by Shri M.K. Rao

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 M.K. Rao as Executive Director of the Company, the aforesaid remuneration shall be paid as the minimum remuneration payable to him subject to the 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 M.K.Rao; 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.”

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

“RESOLVED THAT pursuant to the provisions of section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the Articles of Association of the Company, Shri Sajeve Deora (DIN: 00003305) who has been appointed as an Additional Director in the capacity of Independent Director by the Board of Directors w.e.f. 1st May, 2018 in terms of Section 161 of the Act and Articles of Association of the Company and who holds office upto the date of this Annual General Meeting 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 of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for 5 (five) consecutive years w.e.f. 1st May, 2018.”

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

“RESOLVED THAT pursuant to provisions of Section 149, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof, for the time being in force), and the Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded for continuation of Directorship of Shri Pradip Kumar Khaitan (DIN: 00004821) as an Independent Director, who has attained the age of 75 (Seventy Five) years, upto the expiry of his present term i.e. upto 30th September, 2019, as approved by the Shareholders vide their ordinary resolution passed at the 30th Annual General Meeting held on 20th September, 2014.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized 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.”

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

“RESOLVED THAT pursuant to provisions of Section 149, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014,

the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof, for the time being in force), and the Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded for continuation of Directorship of Shri Jagmohan N. Kejriwal (DIN: 00074012) as an Independent Director, who has attained the age of 75 (Seventy Five) years, upto the expiry of his present term i.e. upto 30th September, 2019, as approved by the Shareholders vide their ordinary resolution passed at the 30th Annual General Meeting held on 20th September, 2014.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized 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.”

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

“**RESOLVED THAT** pursuant to the provisions of Section 41, 42, 62 and 71 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999 (“FEMA”), Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism), Scheme, 1993, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (“SEBI ICDR Regulations”) and Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended, the consolidated FDI Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry (“DIPP”), and the rules, regulations, guidelines, policies, notifications, circulars & clarifications issued/ to be issued by the Ministry of Finance (Department of Economic Affairs), Ministry of Corporate Affairs (“MCA”), Reserve Bank of India (“RBI”), Government of India, Registrar of Companies (“ROC”), Securities and Exchange Board of India (“SEBI”), Stock Exchanges and/or any other Regulatory / Statutory / Competent Authorities, whether in India or outside (hereinafter referred to as the “Appropriate Authorities”), from time to time and to the extent applicable, the Memorandum and Articles of Association of the Company and subject to such other approvals, consents, permissions and sanctions of the Appropriate Authorities and subject to such conditions and modifications, as may be prescribed by any of them while granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which shall include any Committee authorized for the purpose), the approval of the Members of the Company be and is hereby accorded to create, offer, issue and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for

such categories of persons as may be permitted), in the course of one or more domestic or international offering(s), or a combination thereof, with or without Green Shoe option, including by way of a Qualified Institutional Placement (QIP) in accordance with Chapter VIII of SEBI ICDR Regulations, to eligible investors [whether or not such investors are Members of the Company, or whether or not such investors are Indian or foreign, including Qualified Institutional Buyers (QIBs) as defined under the SEBI ICDR Regulations such as public financial institutions, scheduled commercial banks, mutual funds, foreign portfolio investors, multilateral and bilateral development financial institutions, venture capital funds, foreign venture capital investors, state industrial development corporations, insurance companies, pension funds and provident funds] whether by way of a public offering or by way of a private placement and whether by way of circulation of an offering circular or placement document or otherwise, securities including equity shares and/or instruments or securities convertible into equity shares of the Company, Global Depository Receipts and/or American Depository Receipts and/or convertible preference shares and/or convertible debentures or bonds (compulsorily and/ or optionally, fully and / or partly), and/or non-convertible debentures with warrants and/or securities with or without detachable / non-detachable warrants and / or warrants with a right exercisable by the warrant-holder to subscribe for equity shares and /or Foreign Currency Convertible Bonds (FCCBs) convertible into equity shares at the option of the Company or the holder(s) thereof (hereinafter referred to as “Securities”), up to an aggregate amount of ₹ 250.00 Crores (Rupees Two Hundred Fifty Crores only) or its equivalent in any other currency, to be denominated in foreign currency or Indian rupees, as the case may be, which, at the option of the Company or the holders of the Securities may be surrendered for the purpose of cancellation against receipt of corresponding number of underlying equity shares of the Company, as the case may be, and such issue and allotment to be made, in one or more tranche(s), at such price or prices, at a discount or premium to market price or prices, as may be determined in accordance with relevant guidelines, for cash or otherwise, on such terms and conditions as may be decided and deemed appropriate by the Board at the time of issue or allotment, considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s), and/or other advisor(s) for such issue.

RESOLVED FURTHER THAT without prejudice to the generality of the above and subject to all applicable laws, the aforesaid issue of Securities may have all or any terms or combination of terms as are provided in issue of securities of such nature internationally including terms relating to surrender of the Securities for the purposes of cancellation against receipt of the corresponding number of underlying equity shares and the Board be and is hereby authorized to enter into and execute all such arrangements/ agreements as the case may be with any lead managers, managers, underwriters, advisors, guarantors, depositories, custodians and all such agencies as may be involved or concerned in such offerings of Securities and to remunerate

all such agencies including the payment of commissions, brokerage, fees or the like, and also to seek the listing of such Securities in one or more stock exchanges outside India and the listing of equity shares underlying the Securities in one or more Stock Exchanges in India.

RESOLVED FURTHER THAT in the event of issue of Securities by way of Global Depository Receipts and / or American Depository Receipts or FCCBs, the relevant date on the basis of which price of the resultant equity shares shall be determined as specified under applicable laws or regulations of the Appropriate Authorities, shall be the date of the meeting in which the Board decides to open the proposed issue of such Securities.

RESOLVED FURTHER THAT in the event of issue of Securities by way of a QIP in terms of Chapter VIII of the SEBI ICDR Regulations:

- (i) the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the issue of Equity Shares and in the event the QIP entails an issuance of Securities other than Equity Shares, the Relevant Date for the purpose of pricing shall be either the date of the meeting in which the Board decides to open the issue of securities or the date on which holders of Securities other than Equity Shares become eligible to apply for Equity Shares, as may be determined by the Board.
- (ii) the same shall be issued at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations (the "QIP Floor Price"). The Company may, however, in accordance with applicable laws, also offer a discount of not more than 5% or such percentage as permitted under applicable law on the QIP Floor Price.
- (iii) the allotment of Securities shall be completed within 12 months from the date of this resolution approving the proposed issue or such other time as may be allowed by the SEBI Guidelines from time to time; and
- (iv) the Securities shall not be eligible to be sold for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time under the SEBI ICDR Regulations.

RESOLVED FURTHER THAT such of Share Warrants or FCCBs as are not subscribed, may be disposed off by the Board in its absolute discretion in such a manner, as the Board may deem fit and as permissible by law.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize and approve the offering circular / placement document for the proposed issue of the Securities and to authorize any director or directors of the Company or any other officer or officers of the Company to sign the above documents for and on behalf of the Company together with the authority to amend, vary or modify the same as such authorized persons may consider necessary, desirable or expedient and for the purpose aforesaid to give such declarations, affidavits, certificates, consents and/or authorities as may, in the opinion of such authorized person(s), be required from time to time, and to arrange for

the submission of the offering circular / placement document, and any amendments and supplements thereto, with any applicable stock exchanges (whether in India or abroad), government and regulatory authorities, institutions or bodies, as may be required.

RESOLVED FURTHER THAT the Securities issued in foreign markets shall be treated to have been issued abroad and / or in the international market and/ or at the place of issue of the Securities in the international market and may be governed by applicable foreign laws.

RESOLVED FURTHER THAT in pursuance of the aforesaid resolution, the Equity Shares that may be issued (including issuance of the Equity Shares pursuant to conversion of any Securities, as the case may be in accordance with the terms of the offering) shall rank pari-passu with the existing Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do such acts, deeds and things as the Board in its absolute discretion deems necessary or desirable in connection with the issue of the Securities and to give effect to these resolutions, including, without limitation, the following:

- (i) approve, adopt, modify, sign, execute, issue and file, wherever required all documents, agreements, undertakings, deeds, declarations etc. as may be necessary in connection with the issue of the Securities including the offer documents such as Red Herring Prospectus/Prospectus, listing application(s) with Registrar of Companies, SEBI, Stock Exchanges (whether in India or abroad) and other Appropriate Authorities;
- (ii) seeking, if required, the consent of the Company's lenders, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India or outside India, and any other consents that may be required in connection with the issue and allotment of the Securities;
- (iii) appoint/engage, enter into and execute arrangements / agreements with Lead Managers / Underwriters / Guarantors / Depository(ies) / Custodians / Lawyers / Payment & Collection Agents / Advisors / Banks / Trustees / Merchant Bankers / Practicing Chartered Accountant/ Practicing Cost Accountant/ Practicing Company Secretary and all such agencies as may be involved or concerned in such offering of securities and to remunerate all such Lead Managers, Underwriters, and all other Advisors and Agencies by way of commission, brokerage, fees, expenses incurred in relation to the issue of securities and other expenses, if any or the like.
- (iv) giving or authorizing the giving, by concerned persons, of such declarations, affidavits, certificates, consents and authorities as may be required from time to time; and
- (v) settling any questions, difficulties or doubts that may arise in regard to any such issue or allotment of Securities as it may in its absolute discretion deem fit, to

dispose of such securities that are not subscribed and utilisation of the issue proceeds in such manner as may be determined by the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorized to determine the terms of issue including identification and class of investors, time, securities to be offered, number of securities, series, tranches, issue price, tenor, interest rate, creation of mortgage/charge, premium/discount, listing or otherwise howsoever, as it may think fit, take such steps and to do all such acts, deeds and things, as it may, in its absolute discretion, consider necessary, expedient or desirable including appointment of intermediaries and to sign and execute any deed(s)/document(s)/ undertaking(s)/ agreement(s)/ paper(s)/ underwriting(s)/transaction document(s) and also to delegate all or any of the above powers, or as otherwise considered by the Board to be in the best interest of the Company as may be required to give effect to this resolution and settle all questions or difficulties that may arise in regard to such Issue without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.”

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

Place: Noida
Date : 18th June, 2018
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

**Ankur Jain
Company Secretary**

NOTES:

1. **A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint one or more proxies to attend and vote on a poll instead of himself/herself. The proxy need not be a member of the Company. The instrument of Proxy(ies), in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is enclosed.**

A person can act as proxy on behalf of members not exceeding 50 (Fifty) and holding in the aggregate not more than 10% (Ten percent) of the total share capital of the company carrying voting rights. A member holding more than 10% (Ten percent) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send to the Company a certified copy of the relevant Board Resolution authorizing their representatives to attend and vote on their behalf at the AGM. Members, Proxies and Authorized Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of the DP ID and Client ID / Folio No. etc.
3. A Statement pursuant to section 102 of the Companies Act, 2013 (the Act), in respect of Special Business to be transacted at the AGM is annexed hereto and forms part of this Notice.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days' written notice is given to the Company.
5. Pursuant to the provisions of Section 91 of the Companies Act, 2013 ("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 **Saturday, 28th July, 2018 to Saturday, 4th August, 2018** (Both days inclusive) for determining the entitlement of the shareholders for the purpose of payment of dividend for the financial year ended 31st March, 2018 and the AGM.

The dividend of ₹ 4/- per equity share (@ 40%), as recommended by the Board of Directors, if declared at the AGM, will be paid/dispatched on or after **Thursday, 9th August, 2018** 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 of the close of business hours on **Friday, the 27th July, 2018**.
- To all those shareholders holding shares in physical form, after giving effect to all the valid share transfers lodged with the Company/Share Transfer Agent, M/s MCS Share Transfer Agent Limited, F-65, 1st Floor, Okhla Industrial Area Phase-I, New Delhi 110020 (RTA) on or before the closing hours on **Friday, the 27th July, 2018**.

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

6. 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.

7. 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.

8. Pursuant 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'), the Company has, during financial year 2017-18, transferred, from time to time, the unpaid/unclaimed dividends declared up to financial years 2009-10 to the Investor Education and Protection Fund (IEPF) established by the Central Government. Further, pursuant to the applicable provisions, during the FY 2017-18, the Company has transferred to IEPF Authority all shares in respect of which dividend had remained unpaid/unclaimed for seven consecutive years or more as on the due date of transfer i.e. 31st October, 2017.

The Company has uploaded the details of unpaid and unclaimed dividends lying with the Company as on the date of the previous AGM i.e. 1st September, 2017, on the website of the IEPF i.e. 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 http://www.indiaglycols.com/investors/investor_index.htm.

Members may note that the due date of transfer of unclaimed/unpaid dividend for the FY 2010-11 and the concerned shares is 26th October, 2018 or such other date as may be notified.

Therefore, Members are requested to encash/claim their respective dividend(s), to avoid transferring the dividend and respective shares to the IEPF Authority. The Members are requested to note that no claim shall lie against the Company in respect of said dividend(s) and shares, if transferred to IEPF on due dates.

Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them after complying with the procedure prescribed under the IEPF rules by visiting the weblink: <http://iepf.gov.in/IEPFA/refund.html>. For any related information, RTA or the Company may also be contacted.

9. Smt. Jayshree Bhartia, Director, shall retire by rotation at the ensuing Annual General Meeting and is eligible for re-appointment as per item No. 3 of this notice. Smt. Jayshree Bhartia is interested in the Ordinary Business as set out in item No. 3 with regard to her re-appointment. Shri Uma Shankar Bhartia, Chairman and Managing Director being

related to Smt. Jayshree Bhartia, may be deemed to be interested in item No. 3 of the Notice.

Details of Director(s) retiring by rotation/seeking appointment/re-appointment/continuation of office at the 34th AGM in pursuance to Regulation 36 (3) of the SEBI Listing Regulations, 2015 and Secretarial Standard-2 of ICSI are attached as Annexure to this notice and forms part of the Explanatory Statement.

10. 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 also be available for inspection at the AGM.

11. **Voting through electronic means:**

- I. In compliance with provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI Listing Regulations, the Company is pleased to provide the Members facility to exercise their right to vote on resolutions proposed to be considered at the 34th Annual General Meeting(AGM) by electronic means and business may be transacted through e-voting services. 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") 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 facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

- III. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again at the AGM.

- IV. **The remote e-voting period commences on Tuesday, the 31st July, 2018 (9:00 A.M.) and ends on Friday, the 3rd August, 2018 (5:00 P.M.). During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of Saturday, 28th July, 2018, 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.**

- V. Members can opt for only one mode of voting i.e. either by Ballot Form or remote e-voting. In case Members cast their votes through both the modes,

voting done by remote e-voting shall prevail and votes cast through Ballot Form shall be treated as invalid.

VI. The process and manner for remote e-voting are as under:
Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

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’ section.
3. A new screen will open. You will have to enter your User ID, your Password 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. Your password details 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, your ‘initial password’ is communicated to you on your postal address.

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.

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.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on ‘Active Voting Cycles’, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.

3. Select "EVEN" of India Glycols Limited.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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.
 - (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.: 1800-222-990 or send a request at evoting@nsdl.co.in.
- VII. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of Saturday, the 28th July, 2018. A person who is not a member as on the cut-off date should treat this Notice for information only.
 - VIII. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date of Saturday, the 28th July, 2018, may obtain the login ID and password by sending a request at e-voting@nsdl.co.in or to the RTA at admin@mcsregistrars.com.
 - IX. 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 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

- X. 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 by the Board of Directors as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XI. 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 ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XII. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and shall make, not later than 48(forty eight) hours of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit the same to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XIII. The Results of the AGM shall be declared by the Chairman or person authorized or any one of the director of the Company after the AGM within the prescribed time limits.
- XIV. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.indiaglycols.com and on the website of NSDL www.evoting.nsdl.com and communicated to BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) accordingly.

12. MEMBERS ARE REQUESTED TO:

- A. Note that SEBI has mandated registration of Permanent Account Number (PAN) and bank accounts details such as bank account number, name of the bank and branch details, MICR code, IFSC code etc. of all security holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank account details to RTA /Company by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. Members holding shares in demat form are requested to submit the aforesaid information to their respective depository participant(DP).
- B. Immediately notify any change if any, 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 and to the RTA in respect of their holding in physical form.

Non-resident Indian members are requested to immediately 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. Send their queries, if any, on the financial statements or on any agenda item proposed in the notice of AGM at least 10 days prior to the date of AGM at the Company's Head Office at Plot No. 2-B, Sector-126, Distt. Gautam Budh Nagar, Noida-201304, Uttar Pradesh, to enable the Company to collect the relevant information and make available at the AGM.
- D. Fill the attendance slip for attending the meeting and those who hold the shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the AGM.
- E. Note that SEBI vide its circular has decided that securities of listed companies can be transferred only in dematerialized form. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form.
- F. Note that relevant documents referred to in the Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the AGM and shall also be available for inspection at the AGM.
- G. Note that in terms of the provisions of Section 136 of the Act read with Rule 11 of the Companies (Accounts) Rules, 2014, service of notices/ documents to the members can be made through electronic mode. Members who have registered their e-mail IDs with depositories or with the Company/RTA are being sent this Notice along with the Annual Report of the Company with Attendance Slip and Proxy Form by e-mail. The Members who have not registered their e-mail address, the physical copies are being sent to them through any recognized mode of delivery as specified under Section 20 of the Act. The notice of the 34th AGM along with Annual Report of the Company, attendance slip and proxy form will also be available on the Company's website www.Indiaglycols.com under "Investor Relations" section

In order to receive faster communication and enable the Company to serve the members better and to promote the "Green Initiative", members are requested to register their e-mail address (es) and changes therein, from time to time, by directly

sending the relevant e-mail address along with the details of name, address, Folio No., shares held:

- i. **To the Registrar and Share Transfer Agent, M/s MCS Share Transfer Agent Limited at the address at Note No. 5 above for shares held in physical form and;**
 - ii. **In respect of shares held in demat mode, also provide DP ID/ Client ID with the above details and register the same with their respective Depository Participants.**
- 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.
13. 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.
 14. As per the provisions of Section 72 of the Act, the facility for making nomination or cancellation/ variation in nomination already made is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13 for making nomination and Form SH. 14 for cancellation/variation as the case may be. The said forms can be downloaded from the Company's website www.indiaglycols.com (under 'Investor Relations' section). Members holding shares in physical form may submit the same to RTA. Members holding shares in electronic form may submit the same to their respective depository participant(s).
 15. As per Section 139 of the Act read with the Rules made thereunder, M/s K.N. Gutgutia & Co., Chartered Accountants (Registration No. 304153E)[KNG] were appointed as the Statutory Auditors of the Company with the approval of members at the 33rd AGM to hold office till the conclusion of 38th AGM, subject to ratification of the appointment at every AGM, if so required.

The first year of audit was for FY 2017-18. The Board of Directors of the Company at their meeting held on 1st May, 2018 on the recommendation of the Audit Committee, has recommended the ratification of appointment of KNG, as the Statutory Auditors of the Company, to hold the office from the conclusion of 34th AGM till the conclusion of the 35th AGM, by the Members.

KNG was established in the year 1938 and was reorganized in the 1966 as a partnership firm of Chartered Accountants under the regulations of "The Institute of Chartered Accountants of India". The firm has 6 partners & staff of about 45 persons and having its offices at Flat No. 23 2nd Floor, 6C, Middleton Street, Kolkata-700071 and 11- K, Gopala Tower, 25, Rajendra Place, New Delhi – 110 008. It is one of the oldest &

reputed CA firm in India having experience of more than 75 years. The firm is doing Audit of Listed Companies of big size (Turnover & Capital) for over 60 years and recognised as one of the top Auditors of India as per publication of Chennai. Consent and certificate u/s 139 of the Act have been obtained from them to the effect that their ratification of appointment, if made, shall be in accordance with the applicable provisions of the Act and the Rules made thereunder.

Further, as required under the SEBI Listing Regulations, M/s K.N. Gutgutia & Co., Chartered Accountants, has confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI.

Accordingly, the appointment of KNG is placed before the members for approval as set out at item no 4 of this Notice.

16. Route map showing directions to reach the venue of the Thirty Fourth AGM is annexed.
17. No gifts/coupons will be distributed at the AGM.

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

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

The following statement sets out all the material facts related to the Special Businesses mentioned under item No. 5 to 10 of the Notice dated 18th June, 2018.

ITEM NO. 5

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 ended 31st March, 2019.

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 2018-19.

None of the Directors / Key Managerial Personnel of the Company or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution at item No. 5 of the Notice.

The Board recommends the resolution set out at item no. 5 of the notice for approval of the members as an Ordinary Resolution.

ITEM NO. 6

The Board of Directors at their meeting held on 6th February, 2013, re-appointed Shri M. K. Rao as an Executive Director in the category of whole-time Director of the Company w.e.f. 1st April 2013 for a period of 5 years at remuneration as approved by the members of the Company vide their Resolution dated 18th September 2013. Further, his remuneration was revised w.e.f. 1st April, 2013 till 31st March, 2016 by members by way of a Special Resolution dated 15th March, 2014. Thereafter, in view of Company's financial conditions, Shri Rao volunteered to receive the same remuneration (without any increase) for his remaining tenure i.e. till 31st March, 2018 which was approved by the Board of Directors vide their Resolution dated 11th February, 2016 on the recommendation of Nomination and Remuneration Committee (NRC) and was also approved by the

Shareholders by way of a Special resolution dated 24th September, 2016. Shri Rao's current tenure has expired on 31st March, 2018. Further, pursuant to the provisions of Section 203 of the Companies Act, 2013 ("the Act"), Shri Rao is also a Key Managerial Personnel ("KMP").

Considering the contributions of Shri Rao in the growth of the Company and his involvement in the future assignments, the Board of Directors, on the recommendation of the NRC at its meeting held on 13th February, 2018, re-appointed Shri Rao as Executive Director and KMP of the Company for a further period of 2 years w.e.f. 1st April, 2018 till 31st March, 2020 and also approved his remuneration, as mentioned in the resolution which shall be subject to the approval of the Members of the Company in terms of the provisions of Section 197 and Schedule V of the Act. The proposed remuneration is similar and identical to the remuneration drawn by him during his previous tenure i.e. he will continue with the same remuneration without any increase. Further, his position as an Executive Director of the Company shall not be liable to retire by rotation.

Shri Rao satisfies all conditions set out in Part I of Schedule-V of the Act and also the conditions set out in section 196(3) of the Act for being eligible for his reappointment. The remuneration of Shri Rao as mentioned at resolution No. 6 of this Notice, is in line with the provisions of Section II of Part II of the Schedule V of the Act. He is also not disqualified from being appointed as Director in term of Section 164 of the Act.

The disclosure in pursuance to the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2), are attached as Annexure and forms part of this Notice.

The Company was in losses till FY 2015-16, however, due to series of measures taken by the Management, the Company has earned profits during last 2 FY's i.e. 2016-17 and 2017-18, but, the Company has not earned profits as per the provisions of Section 198 of the Act, therefore, Shri Rao can be paid a remuneration in terms of the provisions of Section II of Part II to Schedule V of the Act. Shri Rao also fulfills the Conditions for being appointed as a Managerial personnel in a professional capacity as prescribed in Schedule V of the Act. The information required pursuant to the provisions of Section II of Part II to Schedule V of the Act is as under:

I. GENERAL INFORMATION:

(i) Nature of Industry

India Glycols Limited is engaged in the manufacturing and marketing of Chemicals including specialty Chemicals, Ethyl Alcohol (Potable), Nutraceutical and herbal extraction, Natural Gum & its derivatives, Industrial Gases, etc. having a turnover of approx. ₹ 4,165 Crores. The Company has the advantage of producing Chemicals through agro route (green route) while the other manufacturers are manufacturing through Petroleum. The Company has diversified its activities from Mono Ethyl Glycols (MEG) and Ethylene Oxide (EO) derivatives to other specialty chemicals, Ethyl Alcohol (potable), Natural Gums and its derivatives, nutraceuticals and Herbal extractions and Industrial Gases.

India Glycols Limited is a growing industry in the current economic scenario due to inevitable demand of Pharmaceutical & Nutraceutical industries, Food industries, Textile industry, Automobile industry and Potable segment. India Glycols Limited is leading manufacturer of Chemicals including MEG, Ethoxylates and Glycol Ethers through Molasses route, which is most appreciable due to eco-friendly nature in all over world.

(ii) Date of commencement of commercial production

1st January, 1990.

(iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.

Not Applicable

(iv) Financial Performance based on given indicators

The relevant financial figures (Audited) for the last 5 years are as under:-
(Amount in ₹ Crores)

Particulars	2013-14	2014-15	2015-16	2016-17*	2017-18*
Paid up share Capital	30.96	30.96	30.96	30.96	30.96
Reserves and Surplus	475	424	396	815	910
Total Turnover including other income	2914	2601	2329	3590	4165
Profit/(loss) before Depreciation and Tax	105	22	61	122	218
Depreciation and exceptional item	275	138	113	68	69
Profit/(loss) before Tax	(170)	(116)	(52)	54	149
Provision for Tax	(50)	(55)	(18)	9	51
Profit/(loss) after Tax	(120)	(61)	(34)	45	98

* as per Indian Accounting Standards.

(v) Foreign Investments or collaborators, if any:

Nil

II. INFORMATION ABOUT THE APPOINTEE:

(a) Background Details

Shri M. K. Rao aged about 60 years is B.Tech (Chemical Engineering) from Andhra University College of

Engineering and M. Tech (Chemical Plant Design) from IIT, Madras. Shri M.K. Rao is having an experience of more than 30 years of Plant operations, maintenance and projects execution. Shri M.K. Rao had joined the Company in the year 1988 as Dy. Manager (Technical Services) and rose to the level of Sr. Vice President and Plant Head in the year 2005. He is holding the position of Executive Director of the Company since 1st May, 2008. Shri Rao has led the team of processing engineers in developing engineering packages for various debottlenecking/plant expansions, process improvement schemes and cost effective energy conservation schemes. Shri Rao is involved in the day to day management of the Manufacturing Plant at Kashipur and various on-going projects with regard to conception, planning and execution thereof and has been guiding the activities all through.

(b) Past Remuneration:

During the last 3 years i.e. 2015-16, 2016-17 and 2017-18, Shri M. K. Rao was paid Salary, perquisites and allowance as per following details:

Year	Total Remuneration (Amount in ₹ Lakhs)
2015-16	65.23
2016-17	64.49
2017-18	65.27

(c) Recognition or Awards: Nil

(d) Job Profile and his Suitability

Shri M.K. Rao is having an experience of more than 30 years of Plant operations, maintenance and projects execution. Shri M.K. Rao had joined the Company in the year 1988 as Dy. Manager (Technical Services) and rose to the level of Sr. Vice President and Plant Head in the year 2005. He is holding the position of Executive Director of the Company since 1st May, 2008. Shri Rao has led the team of processing engineers in developing engineering packages for various debottlenecking/plant expansions, process improvement schemes and cost effective energy conservation schemes. Shri Rao is involved in the day to day management of the Manufacturing Plant at Kashipur and various on-going projects with regard to conception, planning and execution thereof and has been guiding the activities all through.

Shri Rao is also the Occupier of the manufacturing facilities of the Company at Kashipur, Gorakhpur and Dehradun under the Factories Act, 1948. Shri Rao is instrumental in formulating business plans in consultation with CEO and CMD.

(e) Remuneration Proposed

As mentioned in the Resolution proposed at item No. 6 of this Notice.

(f) Comparative remuneration Profile with respect to industry, size of the Company, profile of the position and person

The prevalent levels of remuneration in manufacturing industries, in general and the industry in particular, are higher. Taking into account the turnover of the Company and responsibilities of Shri M. K. Rao, the

proposed remuneration is reasonable and in line with the remuneration levels in the Industry, across the country and befits his position. Also, there is no increase in the Remuneration and is same as was drawn by Shri Rao during his previous term.

(g) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any

Shri M.K. Rao is not related to anyone in the Promoter Group or any other managerial personnel and has no pecuniary relationship with the Company except the remuneration being paid to him.

III. OTHER INFORMATION:

(a) Reasons of loss or inadequacy of Profits as per section 198 of the Act.

With various cost reduction measures taken by the management during past some time, the Company has earned profits during the last 2 FY's i.e. 2016-17 and 2017-18. However, there are losses in terms of 198 of the Act (as while calculating the profits under this Section, past losses has also to be considered which has not yet been fully absorbed from the last 2 years profits).

(b) Steps taken or proposed to be taken for improvement

Under the current challenging business environment, the Company is making all possible efforts to increase the turnover, managing costs, improve productivity, planning and management. Also, exploring new markets and launching new products and accordingly, launched its premium products under the brand name of "V2 O Vodka" and Smooth in Vodka category, Soulmate in Whisky category and some premium brands in Rum.

With various cost reduction measures taken by the management during past some time, the Company has come out from the losses and under the current scenario, the outlook continues to remain encouraging in the near term.

(c) Expected increase in productivity and profits in measurable terms

The Company expects increase in the turnover in the quantum.

The above may be treated as an abstract and memorandum setting out the terms of contract of appointment of Shri M.K. Rao under Section 190 of the Act.

Accordingly, approval of the Members is sought by way of a Special Resolution for re-appointment and payment of remuneration to Shri M.K. Rao for further term of 2 years w.e.f. 1st April, 2018.

Copy of relevant documents including the memorandum setting out the terms of re-appointment & remuneration, are open for inspection by the Members at the Registered Office of the Company between 11.00 a.m. to 1.00 p.m. on all working days up to the date of Annual General Meeting and shall also be available at the Meeting.

Shri M. K. Rao is interested in the resolution set out at item No. 6 of the Notice with regard to his re-appointment. The relatives of Shri Rao may be deemed to be interested in the resolution set out at item No. 6 of the Notice, 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 resolution.

The Board of Directors recommends the resolution at item No. 6 of this Notice for approval of the Members by way of a Special Resolution.

ITEM NO. 7

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors ("the Board") of the Company in their meeting held on 1st May, 2018 appointed Shri Sajeve Deora (DIN: 00003305) as an Additional Director in the category of Independent Director of the Company to hold office for a period of five consecutive years w.e.f. 1st May, 2018, not liable to retire by rotation, subject to consent by the Members of the Company at the ensuing Annual General Meeting ("AGM").

As an Additional Director, Shri Sajeve Deora holds office till the date of the AGM and is eligible for being appointed as an Independent Director. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") from him signifying his intention for proposing his appointment as a Director of the Company. The Company has also received a declaration from Shri Deora confirming that he meets the criteria of independence as prescribed under Section 149(6) the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). He is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company.

In the opinion of the Board, Shri Sajeve Deora fulfils the conditions for his appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and he is independent of the management and possesses appropriate skills, experience and knowledge. Considering his vast experience, his presence on the Board will be of immense value to the Company.

The details of Shri Deora pursuant 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.

A copy of the draft letter of appointment of Shri Sajeve Deora setting out the terms and conditions for appointment of Independent Directors is available for inspection by the Members at the registered office of the Company during business hours on any working day.

Shri Deora is interested in the resolution set out at item No. 7 of the Notice with regard to his appointment. The relatives of Shri Deora may be deemed to be interested in the resolution set out at item No. 7 of the Notice, 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 resolution.

The Board of Directors recommends the resolution at item No. 7 of this Notice for approval of the Members by way of an Ordinary Resolution.

ITEM NO. 8 & 9

The Board of Directors ("the Board") in its meeting held on 4th August, 2014 appointed Shri Pradip Kumar Khaitan (DIN: 00004821) and Shri Jagmohan N. Kejriwal (DIN: 00074012) as Independent Directors (Non-Executive) of the Company, not liable to retire by rotation, for a period not exceeding 5 consecutive years w.e.f. 1st October,

2014 till 30th September, 2019 in pursuance to the provisions of the Companies Act, 2013 (“the Act”), and Companies (Appointment and Qualification of Directors) Rules, 2014 and erstwhile Listing Agreement, which was also approved by the shareholders by way of Ordinary Resolutions at their 30th Annual General Meeting held on 20th September, 2014.

The Securities and Exchange Board of India (SEBI) vide its notification dated 10th May, 2018 has amended the existing SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI Listing Regulations] and, inter-alia, has inserted new Regulation 17(1A) which mandates that no listed entity shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of Seventy five (75) years unless a Special Resolution is passed to that effect by the shareholders of the Company. This requirement shall be effective from 1st April, 2019.

As both Shri Pradip Kumar Khaitan, aged 77 Years (Date of Birth: 25th March, 1941) and Shri Jagmohan N. Kejriwal, aged 78 years (Date of Birth: 15th July, 1939) have attained the age of Seventy five (75) years, accordingly, in view of the above amendment in SEBI Listing Regulations, their continuation as Non-Executive Independent Directors of the Company w.e.f. 1st April, 2019 shall require approval of shareholders by way of a special resolution. Therefore, the Board of Directors, on the recommendation of Nomination and Remuneration Committee (“NRC”), by way of resolutions passed by circulation on 16th June, 2018, approved the continuation of the directorship of Shri Pradip Kumar Khaitan and Shri Jagmohan N. Kejriwal as Non-Executive Independent Directors upto the expiry of their existing term i.e. till the 30th September, 2019 subject to the approval of members.

Shri Khaitan has rich and varied experience in the field of law and Shri Kejriwal has vast Industrial experience in managing business and their association as Non-Executive Independent Directors will be beneficial and in the best interest of the Company. Their presence on the Board of the Company adds more value to the deliberations at the Committee and Board meetings. Further, their association supports a good balance in the composition of the Board.

Shri Pradip Kumar Khaitan and Shri Jagmohan N. Kejriwal fulfils all conditions specified by applicable laws for the position of an Independent Director of the Company. The Company has also received necessary declarations from Shri Khaitan and Shri Kejriwal that they meet the criteria of independence as prescribed under the Act and the SEBI Listing Regulations. Further, they have also confirmed that they are not disqualified from being appointed as Director under Section 164 of the Act.

In the opinion of the Board, both Shri Pradip Kumar Khaitan and Shri Jagmohan N. Kejriwal fulfils the conditions for continuation of their appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and are independent of the management and possesses appropriate skills, experience and knowledge.

The performance evaluation of both Shri Pradip Kumar Khaitan and Shri Jagmohan N. Kejriwal has been carried out by the NRC and Board of Directors, from time to time in pursuance to the provisions of the Act and have expressed the satisfaction on the same.

The details of Shri Pradip Kumar Khaitan and Shri Jagmohan N. Kejriwal pursuant to the provisions of SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2), are attached as Annexure and forms part of this Notice.

Shri Pradip Kumar Khaitan and Shri Jagmohan N. Kejriwal are interested in the resolutions set out respectively at item Nos. 8 & 9 of the Notice with regard to their respective continuation of appointments. Further, the relatives of Shri Pradip Kumar Khaitan and Shri Jagmohan N. Kejriwal may be deemed to be interested in the respective resolutions 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 Resolution nos. 8 & 9.

The Board of Directors recommends the resolutions at item Nos. 8 & 9 of the Notice for approval of the members by way of Special Resolutions.

ITEM NO. 10

The growth plans of the Company envisage promotion of Green technology based Chemicals and expansion in other areas of operation. These projects will necessitate external infusion of funds at different points of time in the future.

With a view to raise long term finance as well as meeting Company's fund requirements for expansion, capital expenditure, general corporate purposes and for other expenditures as permitted under the prevailing guidelines in this regard, the Company proposes to raise funds through issue of Equity Shares and/or instruments or securities convertible into equity shares of the Company such as Global Depository Receipts and/or American Depository Receipts and/ or convertible preference shares and/or convertible debentures or bonds (compulsorily and/or optionally, fully and/or partly), and/ or non-convertible debentures with warrants and/or securities with or without detachable / non-detachable warrants and/or warrants with a right exercisable by the warrant-holder to subscribe for equity shares and/or Foreign Currency Convertible Bonds (FCCBs) convertible into equity shares at the option of the Company or the holder(s) thereof, (the “Securities”), including by way of a Qualified Institutions Placement (“QIP”) in accordance with Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement 2009) (SEBI ICDR Regulations) in one or more tranches, up to an aggregate amount of ₹ 250.00 Crores (Rupees Two Hundred Fifty Crores) or its equivalent in any other currency on the terms and conditions as stated in Resolution no. 10 of this Notice.

The above issue would be subject to the approval of the Government of India (GOI), Reserve Bank of India (RBI), Securities and Exchange Board of India (SEBI) and other authorities concerned, wherever applicable.

The pricing of the equity shares to be issued pursuant to the resolution to be approved at the Meeting upon exercise of the option of conversion of the FCCBs will be in accordance with the prescribed guidelines under Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 as amended as also in accordance with the terms of offering.

These FCCBs may be listed on Stock Exchange(s), abroad, as may be deemed fit by the Board. The equity shares issued and allotted upon exercise of the option available on the FCCBs shall be listed on the Stock Exchanges in India where the Company's securities are listed.

This resolution is proposed as an enabling resolution to authorize the Board of Director (including any Committee thereof) to raise long term funds as well as meeting Company's fund requirements for expansion, capital expenditure, general corporate purposes and for other expenditures as the Board may decide and as permitted

under the prevailing guidelines in this regard and shall be utilised for permitted business purpose as may be decided by the Board of Directors. This resolution also gives adequate flexibility in respect of working out the modalities of issue as also to issue including QIP or FCCBs in such tranches, at such times as the Board may in its absolute discretion deem fit to any eligible person, including Qualified Institutional Buyers ("QIBs") as defined under the SEBI ICDR Regulations in accordance with Chapter VIII of the SEBI ICDR Regulations, or otherwise, foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign institutional investors, foreign portfolio investors, qualified foreign investors, Indian and/or multilateral financial institutions, mutual funds, insurance companies, non-resident Indians, pension funds and/or any other categories of investors, whether they be holders of equity shares of the Company or not as may be decided by the Board.

Further, if any issue of securities is made by way of QIP, the Board may also offer a discount of not more than 5% or such other percentage as permitted on the QIP Floor price calculated in accordance with the pricing formula provided under SEBI ICDR Regulations. The "Relevant Date" for this purpose will be the date of the meeting in which the Board decides to open the issue of Equity Shares and in case Eligible Securities are eligible convertible securities, then either the date of the meeting in which the Board decides to open the issue of same or the date on which holder of Eligible Securities become eligible to apply for Equity Shares, as may be determined by the Board.

Pursuant to the provisions of Sections 41, 42, 62 and 71 of the Companies Act, 2013, SEBI ICDR Regulations read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015(SEBI Listing Regulations), a Company proposing to issue

Securities to persons other than the existing shareholders required to obtain the approval of the members by way of a Special Resolution. As the Securities may be offered to the persons other than the existing shareholders, it is proposed to obtain the approval of Shareholders by way of a special resolution in pursuance to the provisions of Section 62 and other applicable provisions, if any, of the Companies act, 2013, SEBI ICDR regulations and SEBI Listing Regulations.

The Directors or Key managerial Personnel of the Company and their relatives may be deemed to be concerned or interested in resolution at item no. 10 of the Notice to the extent of securities that may be subscribed by the entities in which they are directors or members.

The Board of Directors recommends the resolution at item No. 10 of this Notice for approval of the Members by way of a Special Resolution.

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

**Ankur Jain
Company Secretary**

Place: Noida

Date : 18th June, 2018

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 AGM Notice dated 18th June, 2018

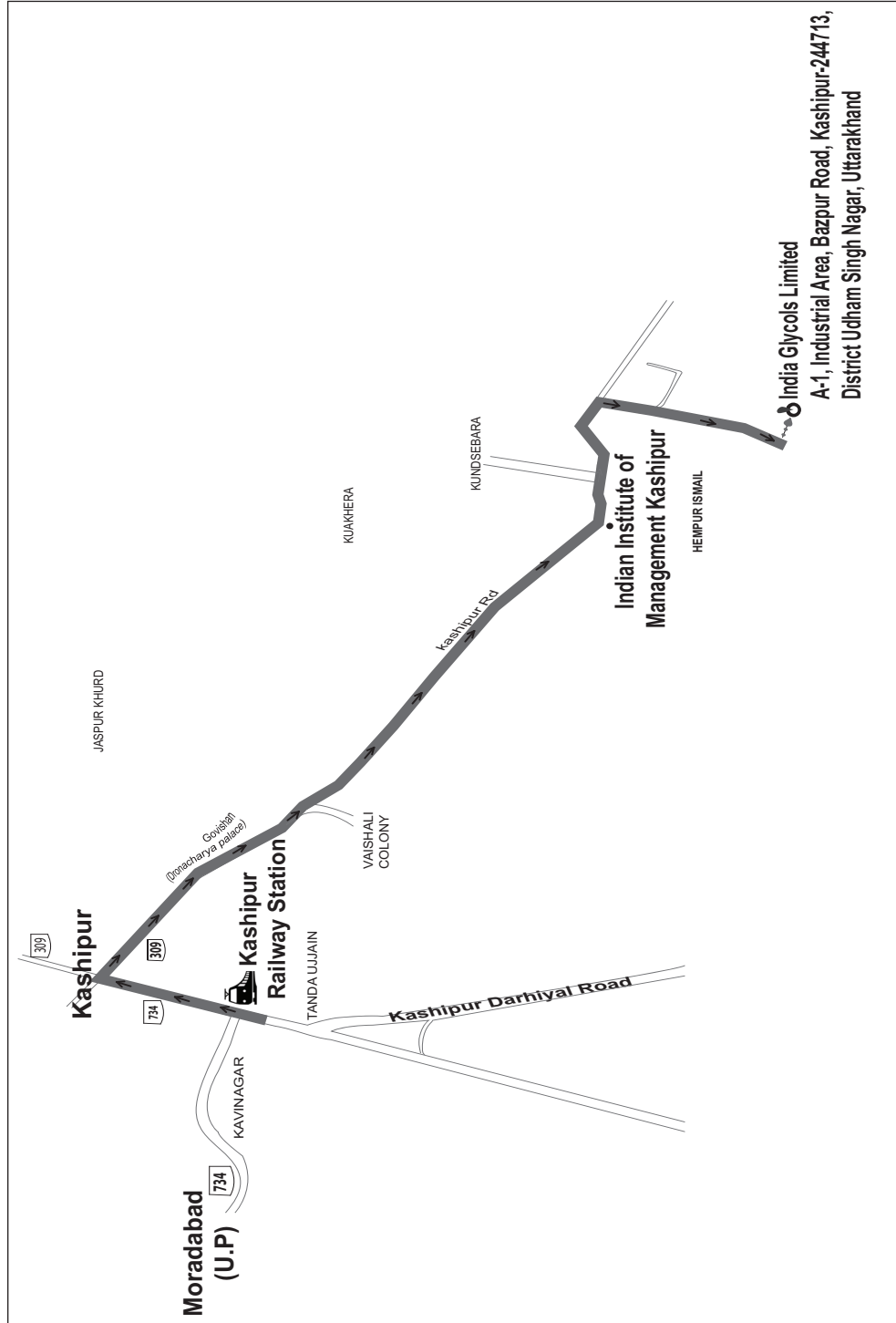
Details of Director(s) retiring by rotation/seeking appointment/re-appointment/continuation of office at the 34th Annual General Meeting, in pursuance to the Companies Act, 2013, Regulation 36 (3) of the SEBI Listing Regulations, 2015 and Secretarial Standard-2 of ICSI.

Name of Director	Smt. Jayshree Bhatia (DIN: 00063019)	Shri M.K. Rao (DIN: 02168280)	Shri Sajeev Deora (DIN: 00003305)	Shri Pradip Kumar Khaitan (DIN: 00004821)	Shri Jagmohan N. Kejriwal (DIN: 00074012)
Age (Date of Birth)	61 years (09/09/1956)	60 years (30/11/1957)	58 Years (27/12/1959)	77 years (25/03/1941)	78 years (15/07/1939)
Date of first appointment on the Board	28.05.1999	01.05.2008	01.05.2018	29.11.1996	28.05.1999
Qualifications	Bachelor of Arts from the University of Calcutta	B.Tech. (Chemical Engineering) from Andhra University College of Engineering and M.Tech. (Chemical Plant Design) from IIT, Madras	Graduate in Commerce (Honors) from Delhi University, a fellow member of the Institute of Chartered Accountants of India and an Insolvency Professional registered with an Insolvency and Bankruptcy Board of India.	Bachelor of Commerce, LL.B. from the University of Calcutta,	Bachelor of Commerce and Bachelors of Science in Economics
Experience and Expertise in Specific functional Area / Brief Resume	Smt. Jayshree Bhatia holds Bachelor's degree in Arts from the University of Calcutta. Smt. Bhatia is a business woman and is holding position of Director in various Companies. Smt. Bhatia also has keen interest in Social work activities and is associated with various renowned Social welfare organizations.	Shri M.K. Rao is having an experience of more than 30 years of Plant operations, maintenance and projects execution. Shri M.K. Rao had joined the Company in the year 1988 as Dy. Manager (Technical Services) and rose to the level of Sr. Vice President and Plant Head in the year 2005. Shri Rao has led the team of processing engineers in developing engineering/plant expansions, process improvement schemes and cost effective energy conservation schemes. Shri Rao is involved in the day to day management of the Manufacturing Plant at Kashipur and various on-going projects with regard to conception, planning and execution thereof and has been guiding the activities all through.	Shri Deora is having rich and diversified experience of over 34 years as an Advisor for Restructuring and turnaround of Business and Debt, Making Representations before Regulatory Authorities & Tribunals in matters pertaining to Corporate & Economic Legislations, Advising & Implementing plans for Business Development & Consolidation, and Acquisition / Divesting / Take-over of Business and Real Estate Securing Financing / Refinancing Arrangements. He also holds experience in providing Audit and Assurance Services, and Advising Businesses on Inbound & Outbound Investments and Divestments.	Shri Pradip Kumar Khaitan is the Senior Partner of Ms Khaitan & Co. and is widely regarded amongst the most influential legal practitioners in India. With over 50 years of experience, Shri Khaitan has advised on a wide range of transactions. Shri Khaitan's practice includes advising domestic business houses and International Corporations, Banks, Development Agencies and Governments on all aspects of commercial and corporate laws, taxation, joint ventures, IPOs, mergers & demergers, corporate governance, restructuring and insolvency issues. He regularly advises on strategic decisions and sensitive commercial and legal issues.	Shri Jagmohan N. Kejriwal is an Industrialist and has over 46 years' experience in managing business enterprises. He is the founder promoter of Dynatron (P) Ltd.
Terms and Conditions of appointment/ Re-appointment	As per the resolution passed by the shareholders at the Annual General Meeting held on 18 th September, 1999, Smt. Jayshree Bhatia was appointed as Director, liable to retire by rotation.	As per the terms and Conditions as mentioned in resolution at item no. 6 of Notice convening this Meeting read with explanatory statement thereto, Shri M. K. Rao is proposed to be re-appointed as an Executive Director.	As per the terms and Conditions as mentioned in resolution at item no. 7 of this Notice read with explanatory statement, Shri Sajeev Deora is proposed to be appointed as an Independent Director for a period of 5 consecutive years.	The terms and conditions of continuation of office of directorship as Independent Director (Non-Executive) are same as approved by the shareholders vide their Ordinary Resolution passed at the 30 th Annual General Meeting held on 20 th September, 2014.	The terms and conditions of continuation of office of directorship as Independent Director (Non-Executive) are same as approved by the shareholders vide their Ordinary Resolution passed at the 30 th Annual General Meeting held on 20 th September, 2014.

Directorships of other Companies	1. IGL Finance Ltd. 2. Kashipur Holdings Ltd. 3. Aiy Commercial Co. (P) Ltd. 4. Facti Commsales (P) Ltd. 5. IGL Infrastructure (P) Ltd. 6. J. Boseck & Co. (P) Ltd. 7. JB Commercial Co. (P) Ltd. 8. JB Trustee Pvt. Ltd. 9. Lund & Blockley (P) Ltd. 10. PB Trustee Pvt. Ltd. 11. P.J Trustee Pvt. Ltd. 12. Supreet Vyapaar (P) Ltd. 13. USB Trustee Pvt. Ltd.	Nil	1. Integrated Capital Services Limited. 2. Vippy Industries Limited. 3. New Habitat Housing Finance and Development Limited 4. Greenway Advisors Private Limited. 5. Deora Associates Private Limited. 6. Green Infra Profiles Private Limited. 7. Sun Likes Ltd. (a Company incorporated in UK)	1. CESC Limited 2. Daimia Bharat Limited 3. Dhunseri Petrochem Limited 4. Electrosteel Castings limited 5. Emami Limited 6. Firstsource Solutions Limited 7. Graphite India Limited 8. OGL India Limited 9. Woodlands Multispecialty Hospital Limited	1. Dynatron Private Limited
Committee membership(s)/ Chairmanship(s) of other Companies	1. Kashipur Holdings Limited – Stakeholders’ Relationship Committee (Member)	Nil	1. Integrated Capital Services Limited - Audit Committee (Member) 2. New Habitat Housing Finance and Development Limited-Audit Committee (Chairman), Nomination and Remuneration Committee (Member)	1. CESC Limited –Nomination and Remuneration Committee (Chairman), Finance & Forex Committee (Member), Project Management Committee (Member), Risk Management Committee (Member) 2. Daimia Bharat Limited – Audit cum Risk Management Committee (Member), Nomination & Remuneration Committee (Member) 3. Dhunseri Petrochem Limited – Nomination and Remuneration Committee (Member), Corporate Social Responsibility Committee (Member) 4. Electrosteel Castings Limited - Audit Committee (Member), Nomination & Remuneration Committee (Member), Corporate Social Responsibility Committee (Member) 5. Graphite India Limited – Stakeholders Relationship Committee (Member), Nomination and Remuneration Committee (Chairman), Committee for Borrowings (Member) 6. Woodlands Multispecialty Hospitals Limited - Share Allotment Committee (Chairman), Audit Committee (Member), Nomination and Remuneration Committee (Member)	Nil
Shareholding in the Company as on 31st March, 2018	2,29,003	Nil	Nil	Nil	Nil
Relationship with Directors/ Key Managerial Personnel	Shri Uma Shankar Bhatia, Chairman and Managing Director, is the spouse of Smt. Jayshree Bhatia.	Nil	Nil	Nil	Nil
Number of Board Meetings Attended in FY 2017-18	3	5	N.A.*	4	3
Remuneration last drawn (including sitting fees, if any)	Rs. 2,00,000/- (as Sitting Fees) during FY 2017-18	Rs. 64,39,578/- during FY 2017-18	Nil	Rs. 2,30,000/- (as Sitting fee) during FY 2017-18	Rs. 1,80,000/- (as Sitting fee) during FY 2017-18
Remuneration proposed to be paid	Sitting fees for attending Board and Committee Meetings as per the policy of the Company.	As proposed in the resolution in Item no 6 of Notice convening this meeting.	Sitting fees for attending Board and Committee Meetings as per the policy of the Company.	Sitting fees for attending Board and Committee Meetings as per the policy of the Company.	Sitting fees for attending Board and Committee Meetings as per the policy of the Company.

* Appointed as additional Director (Independent) w.e.f. 1st May, 2018.

ROUTE MAP OF 34th AGM VENUE





INDIA GLYCOLS LIMITED

CIN: L24111UR1983PLC009097

Registered Office : A-1, Industrial Area, Bazpur Road, Kashipur-244 713, Distt. Udham Singh Nagar, Uttarakhand

Phone: +91 05947-269000, 269500, Fax: 05947-275315, 269535

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

PROXY FORM

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

Name of the member(s):	Email Id:
Registered address:	Folio No./Client Id:
	DP Id:

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

- 1) _____ of _____ having email id _____ or failing him
- 2) _____ of _____ having email id _____ or failing him
- 3) _____ of _____ having email id _____ or failing him

and whose signature (s) are appended below as my / our proxy to attend and vote (on poll) for me/us and on my/our behalf at the 34th Annual General Meeting of the Company, to be held on **Saturday, 4th August, 2018 at 11:00 A.M. at A-1, Industrial Area, Bazpur Road, Kashipur-244 713, District Udham Singh Nagar, Uttarakhand** and at any adjournment thereof in respect of such resolutions as are indicated below:

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

Resolution No.	RESOLUTIONS	FOR	AGAINST
ORDINARY BUSINESS			
1.	Adoption of audited financial statements (including the consolidated financial statements) for the financial year ended 31 st March, 2018, together with the report of the Board of Directors and Auditor's thereon.		
2.	Declaration of dividend of ₹ 4/- per equity share for the financial year 2017-18.		
3.	Re-appointment of Smt. Jayshree Bhartia (DIN: 00063018), who retires by rotation.		
4.	Ratification of appointment of M/s K.N. Gutgutia & Co., Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration.		
SPECIAL BUSINESS			
5.	Ratification of the remuneration of the Cost Auditor for the Financial Year 2018-19.		
6.	Re-appointment of Shri M.K. Rao as an Executive Director.		
7.	Appointment of Shri Sajeve Deora as an Independent Director.		
8.	Continuation of Directorship of Shri Pradip Kumar Khaitan, as an Independent Director (Non-executive).		
9.	Continuation of Directorship of Shri Jagmohan N Kejriwal, as an Independent Director (Non-executive).		
10.	Approval of raising of funds by way of issue of securities.		

Signed this day of2018.

Signature of member

Signature of proxy holder(s)

Affix revenue stamp of not less than ₹1.00

Notes:

1. This form, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. A proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

4. Appointing a proxy does not prevent a member from attending the meeting in person, if he/she so wishes.
5. For the resolution, explanatory statement and notes, please refer to the notice of the Annual General Meeting.
- **6. This is only optional. Please put a '✓' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
7. In case of joint holder, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.



INDIA GLYCOLS LIMITED

CIN: L24111UR1983PLC009097

Registered Office : A-1, Industrial Area, Bazpur Road, Kashipur-244 713, Distt. Udham Singh Nagar, Uttarakhand

Phone: +91 05947-269000, 269500, Fax: 05947-275315, 269535

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

ATTENDANCE SLIP

I/We _____ R/o. _____ hereby record my/our presence at the 34th Annual General Meeting of the Company held on **Saturday, the 4th August, 2018 at 11:00 A.M. at A-1, Industrial Area, Bazpur Road, Kashipur – 244713, Distt. Udham Singh Nagar, Uttarakhand**

DPID* _____

Folio No. _____

Client ID* _____

No. of Shares _____

Note: Please complete this and hand it over at the entrance of the meeting venue.

*Applicable for investors holding shares in electronic form.

Joint shareholder may obtain additional slip at the venue.

Signature of shareholder/proxy