

Notice

Notice is hereby given that the Forty First Annual General Meeting ("AGM") of the Members of India Glycols Limited will be held on **Tuesday, 30th September, 2025 at 11:00 A.M. through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM")** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2025, together with the Reports of the Board of Directors and Auditors thereon and the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2025 together with the Auditors' Report thereon.
2. To declare dividend on Equity share for the financial year ended 31st March 2025.
3. To appoint a Director in place of Smt. Jayshree Bhartia (DIN: 00063018), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), remuneration payable to M/s. R.J. Goel & Co., Cost Accountants (Firm Registration No. 000026), appointed by the Board of Directors ("the Board") to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2026, amounting to ₹ 4,50,000/- (Rupees Four Lakh Fifty Thousand only) plus applicable tax and reimbursement of out-of-pocket expenses, if any, be and is hereby ratified and confirmed.

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

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

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, if any, Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and based on the recommendations of the Audit Committee and the Board

of Directors of the Company, M/s Mukesh Agarwal & Co., Company Secretaries, New Delhi, (Certificate of practice No.: 3851 and Peer Review Certificate No.: 1875/2022), be and are hereby appointed as the Secretarial Auditor of the Company, for a term of 5 (five) consecutive years commencing from Financial Year 2025-26 till 2029-30 at such remuneration plus applicable taxes and reimbursement of out-of-pocket expenses, as mutually agreed between the Board of Directors of the Company and the Secretarial Auditors.

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

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

Place: Noida
Date: 30th May, 2025

**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

NOTES:

1. The Ministry of Corporate Affairs ("MCA") has vide its circular nos. 20/2020, 02/2021, 19/2021, 02/2022, 10/2022, 09/2023 and 09/2024 dated 5th May, 2020, 13th January, 2021, 8th December, 2021, 5th May, 2022, 28th December, 2022, 25th September, 2023 and 19th September, 2024 respectively, read together with circular nos. 14/2020 and 17/2020 dated 8th April, 2020 and 13th April, 2020, respectively, (collectively referred to as "MCA Circulars") permitted convening of the Annual General Meeting ("AGM") through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") facility, without the physical presence of the Members at a common venue. Further, Securities and Exchange Board of India ("SEBI") vide its circular nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11, SEBI/HO/CFD/CMD2/CIR/P/2022/62, SEBI/HO/CFD/PoD-2/P/CIR/2023/4, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 12th May, 2020, 15th January, 2021, 13th May, 2022 5th January, 2023, 7th October, 2023 and 3rd October, 2024 respectively, ("SEBI Circulars") has also granted certain relaxations with respect to AGM. In view of the above circulars, the 41st AGM of the Company is being convened through VC/OAVM in compliance with the applicable provisions of the Companies Act, 2013 ("the Act"). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM only. The deemed venue for the AGM shall be the

Registered Office of the Company at A-1, Industrial Area, Bazpur Road, Kashipur - 244713, Distt. Udham Singh Nagar, Uttarakhand.

2. **Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held through VC/OAVM facility, requirement of physical attendance of Members has been dispensed with. Accordingly, in terms of the MCA Circulars and the SEBI Circulars, the facility for appointment of proxies by the Members will not be available for the 41st AGM and hence, the proxy form, attendance slip and route map of the AGM venue are not annexed to this Notice.**
3. Corporate Members intending to appoint their representatives for the purpose of voting through remote e-voting, participation in the 41st AGM through VC/OAVM facility and e-voting during the 41st AGM, are requested to send to the Company a certified copy of the relevant Board Resolution authorizing their representatives. The said resolution/authorisation should be sent to the scrutinizer through its registered e-mail address to ashish@asandco.net with a copy marked to compliance.officer@indiaglycols.com.
4. An Explanatory Statement pursuant to Section 102 of the Act, setting out all material facts in respect of Special Business to be transacted at the AGM is annexed hereto and form part of this Notice.
5. The Members can join the 41st AGM through VC/OAVM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility for joining the AGM through VC/OAVM will be available for 1,000 Members on first come first served basis. However, this number does not include the large shareholders (i.e. Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit, Nomination and Remuneration and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis in terms of the MCA Circulars.
6. Members attending the 41st AGM through VC/OAVM will be counted for the purpose of reckoning quorum under Section 103 of the Act.
7. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
8. Pursuant to the provisions of Section 91 of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations"), the Register of Members and Share Transfer Books of the Company will remain closed from **Wednesday, 24th September, 2025 to Tuesday, 30th September, 2025** (Both days inclusive) for determining the entitlement of the shareholders for the purpose of payment of dividend for the financial year ended 31st March, 2025 and the AGM.

The Board of Directors of the Company at its meeting held on 16th May, 2025 had recommended a dividend at the rate of 100% of the face value of each equity share for the FY 2024-25.

At that time, the face value of each equity share was ₹10/-, however, subsequently, the Board of Directors at its meeting held on 30th May, 2025 approved the sub-division /split of the equity shares having face value of ₹10/- (Rupees Ten only) each, into 2 (Two) equity shares having face value of ₹5/- (Rupees Five only) each, subject to the shareholders approval.

Accordingly, if the dividend for FY 24-25 is declared at the AGM, the shareholders would receive the same equivalent to 100% of the revised face value i.e. ₹5/- per equity shares. The dividend will be paid within 30 days from the date of the ensuing AGM of the Company as under:

- To all those beneficial owners holding shares in electronic form, as per the beneficial ownership data made available to the Company by National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL") as on Tuesday, 23rd September, 2025.
- To all those shareholders holding shares in physical form, after giving effect to all the valid share transmission or transposition request lodged with the Company/Share Transfer Agent, M/s MCS Share Transfer Agent Limited ("RTA"), 179-180, DSIDC Shed, 3rd Floor Okhla Industrial Area, Phase – 1 New Delhi – 110020 on or before Tuesday, 23rd September, 2025.

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

Pursuant to the provisions of the Income Tax Act, 1961, as amended by the Finance Act, 2020, dividend paid or distributed by a Company on or after 1st April, 2020 shall be taxable in the hands of the Members, therefore, the Company is required to deduct tax at source at the time of making payment of dividend at the prescribed rates. In order to enable the Company to determine the appropriate TDS rate, as applicable, shareholders are requested to submit their documents in accordance with the applicable provisions. The Company will also send an e-mail to all shareholders at their registered e-mail id's in this regard and the same shall be available under Investor Relations Section at the Company's website i.e. <https://www.indiaglycols.com/wp-content/uploads/Communication-in-respect-to-Deduction-of-Tax-at-source-on-Dividend-dated-20.08.2025.pdf>. The Members are requested to update their PAN with their Depository Participant (if shares held in electronic form) and Company/RTA (if shares held in physical form).

9. As per the SEBI Listing Regulations, the Company shall use any electronic mode of payment approved by the Reserve Bank of India for making payment of dividend to the Members.



10. Members holding shares in electronic mode may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or RTA cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant (DP) by the Members.
11. Members holding shares in physical form are requested to register their Electronic Clearing Services (ECS) mandate by submitting the form ISR-1 along with the prescribed documents to the Company's RTA.
12. In compliance with the aforesaid MCA Circulars and SEBI Circulars, the Notice of the 41st AGM, inter-alia, indicating the process and manner of voting through electronic means alongwith the Annual Report for FY 2024-25 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ RTA/Depositories, unless any Member has requested for a physical copy of the same.

Additionally, in compliance with Regulation 36(1) (b) of the SEBI Listing Regulations, the Company shall send a letter to members whose e-mail id(s) are not registered with Company/ DP(s)/ RTA, providing the web-link, including the exact path, where the Notice and Annual Report for FY 2024-25 can be accessed.

To obtain copy of Annual Report for FY 2024-25 through electronic mode, the Members are requested to register/update their e-mail IDs by following the below procedure:-

- (i) **Members holding shares in physical mode are requested to register/update their e-mail addresses by writing to the RTA at 179-180, DSIDC Shed, 3rd Floor, Okhla Industrial Area, Phase – 1 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 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 other matter related to this Notice, Members may write to the Company at compliance.officer@indiaglycols.com.

The Notice convening the 41st AGM has been uploaded on the website of the Company at www.indiaglycols.com under Investor Relations Section and can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively and the same is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

13. In pursuance to the provisions of Section 124 and 125 of the Act read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, ("IEPF rules") read with relevant circulars, the amount of dividend remaining unpaid / unclaimed for a period of seven years from the due date is required to be transferred to the credit of the Investor Education and Protection Fund ("the IEPF") established by the Central Government compliance. Accordingly, during the FY 2024-25, the Company transferred ₹8,96,643/- related to final dividend for FY 2016-17. Further, pursuant to the applicable provisions, all shares in respect of which dividend remained unpaid/ unclaimed for seven consecutive years or more are required to be transferred to the designated demat account of the IEPF Authority ("IEPF Account"). Accordingly, during the FY 2024-25, 59,403 equity shares of ₹10/- each, on which the dividend remained unpaid/ unclaimed for seven consecutive years, were transferred to the IEPF Account, after completing all the procedural formalities in this regard.

The Company has uploaded the details of unpaid and unclaimed dividends lying with the Company on the website of the IEPF i.e. www.iepf.gov.in. These details along with details of shareholders whose shares were transferred to the IEPF authority have also been uploaded on the website of the company at <https://www.indiaglycols.com/compliances/>.

Members may note that the due date of transfer of unclaimed/unpaid final dividend declared for the FY 2017-18 and the concerned shares is 1st September, 2025. Therefore, Members who have not encashed the dividend warrants so far are requested to claim the same to avoid transferring to the unpaid/ unclaimed dividend and respective shares to the IEPF Authority and IEPF Account, respectively.

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

14. Smt. Jayshree Bhartia, (DIN: 00063018), aged 68 years (DOB: 9th September, 1956), Director shall retire by rotation at the 41st AGM and is eligible for re-appointment as per item No. 3 of this notice. Requisite consent and declarations, as applicable in pursuance to the provisions of the Act and SEBI Listing Regulations have been received from Smt. Bhartia.

She is Director of the Company since 28th May, 1999. She holds a Bachelor's degree in Arts from the University of Calcutta. She is a business woman and also has keen interest in Social work activities and is associated with various renowned Social welfare organizations. She holds Directorship in various companies namely HWL Traders Limited, IGL Finance Limited, Kashipur Holdings Limited (Managing Director), Ajay Commercial Co. Private Limited, Facit Commosales Private Limited, IGL Infrastructure Private Limited, J. Boseck & Co. Private Limited, JB Commercial Co. Private Limited, JB Trustee Private Limited, Lund & Blockley Private Limited, PB Trustee Private Limited, PJ Trustee Private Limited and USB Trustee Private Limited. She is a member of Stakeholders' Relationship Committee of Kashipur Holdings Limited. She has not resigned as a Director of any listed company during the last 3 years. Smt. Bhartia holds 2,29,003 shares in the Company as on 31st March, 2025.

She is interested in the ordinary business as set out in item No. 3 with regard to her re-appointment. Shri U.S. Bhartia, Chairman and Managing Director and Smt. Pragya Bhartia Barwale, Executive Director being related to her as spouse and daughter, respectively, are interested in this item. Except this, she is not related to any of the Directors and Key Managerial Personnel of the Company. She has attended three Meetings out of the five Board Meetings held during FY 2024-25. A sitting fees of ₹ 2.10 lakh was paid to her and also a commission of ₹ 12 lakh for FY 2024-25 would be paid to her. She will be paid sitting fees for attending Board and Committee Meetings and commission as per the Nomination and Remuneration policy of the Company. As per the resolution passed by the shareholders at the AGM held on 18th September, 1999, she was appointed as Director, liable to retire by rotation.

15. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act will be available electronically for inspection by the Members during the 41st AGM, upon log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>.
16. All documents referred to in the Notice Convening 41st AGM and the Explanatory Statement shall be made available electronically for inspection by the Members upto the date of 41st AGM. Members who wish to inspect the same may write to the Company at compliance.officer@indiaglycols.com by mentioning their name and Folio No./DPID and Client ID.

17. Voting through electronic means and joining of AGM electronically:

- I. In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and

Administration) Rules, 2014, as amended, Regulation 44 of SEBI Listing Regulations, as amended and MCA Circulars, the Company is pleased to provide the Members facility to exercise their right to vote by electronics means on all the resolutions set forth in the notice convening the 41st AGM. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") as well as e-voting facility on the day of AGM will be provided by National Securities Depository Limited ("NSDL"). Resolution(s) passed by Members through remote e-voting is/ are deemed to have been passed as if they have been passed at the AGM.

- II. The Members who have casted their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again at the AGM.
- III. **The remote e-voting period will commence on Friday, 26th September, 2025 (9:00 A.M.) and end on Monday, 29th September, 2025 (5:00 P.M.). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Tuesday, 23rd September, 2025, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.**
- IV. Members can opt for only one mode of voting i.e. remote e-voting or e-voting system at the 41st AGM.
- V. **The process and manner for remote e-voting and attending General Meeting are as under:**

Process and manner for remote e-voting:

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

Step 1: Access to NSDL e-Voting system.

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





Step 1: Access to NSDL e-Voting system

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

In terms of SEBI circular dated 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"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered e-mail id/mobile number and click on login. 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 or joining virtual meeting & voting during the meeting. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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 or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (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 or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 https://www.cdslindia.com/ and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website https://www.cdslindia.com/ and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on https://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 evoting is in progress and able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</p> <p>Upon logging in, you will be able to see e-Voting option.</p> <p>Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 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 21 09911

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

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

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

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your e-mail ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your e-mail ID is not registered, please follow steps mentioned below in process for those shareholders whose e-mail ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.



- b) **“Physical User Reset Password?”** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

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

General Guidelines for shareholders

- (a) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature

of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ashish@asandco.net 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 <https://www.evoting.nsdl.com/> or call at 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Ltd., 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051 at the designated e-mail address: evoting@nsdl.com or at telephone no. 022- 48867000.

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 resolutions set out in this notice:

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by 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 and joining virtual meeting 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.

Process and manner for e-voting on the day of the 41st AGM

1. The procedure for e-Voting on the day of the 41st AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/Shareholders, who will be present in the 41st AGM through VC/ OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the 41st AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. The Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Member who need assistance before or during the AGM, can contact NSDL on no. at 022-4886 7000 or send a request to Ms. Pallavi Mhatre – Senior Manager, NSDL at evoting@nsdl.com.

3. Members are encouraged to join the Meeting through Laptops for better experience.
4. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Members who would like to express their views or ask questions during the 41st AGM may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, demat account number/folio number, e-mail id, mobile number at compliance.officer@indiaglycols.com from **Monday, 22nd September, 2025 (9:00 A.M.) to Thursday, 25th September, 2025 (5:00 P.M.)**.
7. Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the 41st AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
18. Members may submit their queries, if any, on the financial statements or on any agenda item proposed in this notice **at least 7 days prior to the date of the 41st AGM** from their registered e-mail address, mentioning their name, DP ID and Client ID number/ folio number and mobile number at Company's e-mail address at compliance.officer@indiaglycols.com or write to the Company's Head Office at Plot No. 2-B, Sector-126, Distt. Gautam Budh Nagar, Noida-201304, Uttar Pradesh. Such queries by the Members shall be suitably replied by the Company.
19. **The voting rights of Members shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date of Tuesday, 23rd September, 2025. A person who is not a Member as on the cut-off date should treat this notice for information only.**
20. Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the 41st AGM and holds shares as on the cut-off date i.e. Tuesday, 23rd September, 2025, 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.

21. A person, whose name is recorded in the register of Members or in the register of beneficial owners maintained by the Depositories as on the cut-off date i.e. **Tuesday, 23rd September, 2025**, only shall be entitled to avail the facility of remote e-voting or voting at the 41st AGM through e-voting system.
22. Shri Ashish Saxena (C.P. No. 7096) of Ashish Saxena & Co., Company Secretaries, having their office at 403, Grand Plaza, Raj Nagar Extension, Ghaziabad, Uttar Pradesh-201017 has been appointed as the Scrutinizer to scrutinize the remote e-voting process and casting voting through e-voting system during the 41st AGM in a fair and transparent manner.
23. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of e-voting system for all those Members who are participating in the AGM but have not cast their votes by availing the remote e-voting facility.
24. The Scrutinizer shall, after the conclusion of voting at the 41st AGM, unblock the votes cast through remote e-voting and e-voting system at the AGM, in the presence of at least two witnesses not in the employment of the Company and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be submitted to the Chairman or a person authorized by him in writing, within two working days of the 41st AGM, who shall countersign the same and declare the result of the voting forthwith.
25. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.indiaglycols.com and on the website of NSDL www.evoting.nsdl.com and the results shall also be simultaneously communicated to the BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE).
- 26. MEMBERS ARE REQUESTED TO:**
 - a. Note that the SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7th May 2024 & SEBI/HO/MIRSD/POD1/P/CIR/2024/81 dated 10th June, 2024 as updated 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 (i.e. Contact details- Postal address

with PIN, Mobile Number, E-mail address, Bank account details - bank and branch name, bank account number, IFS Code etc. and Specimen Signature) and Nomination details. Also, linkage of PAN with Aadhaar has been made mandatory.

In view of the above, it is mandatory to furnish PAN, KYC details and Nomination details 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/ updation of PAN, KYC details), ISR-2 (signature of shareholder), SH-13 (nomination), SH-14 (cancellation/variation in nomination), ISR-3 (opting out of Nomination) to the RTA at 179-180, DSIDC Shed, 3rd Floor Okhla Industrial Area, Phase – 1 New Delhi – 110020 or e-mail at admin@mcsregistrars.com.

Further, effective from 1st April, 2024, SEBI has mandated that the shareholders, who hold shares in physical mode and who have not updated the above information/documents in their folio shall, *inter-alia*, be eligible to get dividend only through electronic mode after updating the above informations/ documents in their folio. The Company has made relevant intimations to the members from time to time. Accordingly, the Shareholders are requested to update the same.

SEBI has also 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.

Any service requests or complaints received from the Members, are being processed by the RTA on receipt of prescribed documents/details.

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 DP with whom they maintain their demat account. Non-resident Indian Members are requested to inform the RTA/ respective DP, immediately of change in their residential status on return to India for permanent settlement and the particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

- c. **Note that in order to receive faster communication and enable the Company to serve the Members better and to support the “Green Initiative”, Members are requested to register/update their e-mail address(es) by sending the same along with the name, address, Folio No. / DPID & Client ID, shares held:**

- I. **To the RTA in the prescribed form mentioned at point (a) above for shares held in physical form and;**

- II. **To their respective Depository Participants in respect of shares held in demat mode.**

Upon registration of the e-mail address(es), the Company proposes to send Notices, Annual Report and other documents/communications to those Members via electronic mode/e-mail.

27. SEBI 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.
28. SEBI vide its Master Circular SEBI/HO/OIAE/OIAE_IAD-3/P/ CIR/2023/195 dated 31st July, 2023 (updated as on 28th December 2023), has introduced 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. The SMART ODR portal can be accessed at <https://smartodr.in/login>.

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

The following statement sets out all the material facts related to Special Business mentioned under item No’s. 4 and 5 of the Notice dated 30th May, 2025.

ITEM NO. 4

The Board of Directors (“the Board”) of the Company on the recommendation of the Audit Committee, at their meeting held on 16th May, 2025, approved the appointment of M/s R.J. Goel & Co., Cost Accountants to conduct the audit of cost records of the Company for the financial year ending 31st March, 2026 at a remuneration of ₹ 4,50,000/- (Rupees Four Lakh Fifty Thousand only) plus applicable tax and reimbursement of out-of-pocket expenses, if any. While appointing them, the Audit Committee and the Board has considered, inter-alia, experience, team size, domain expertise and scope of work to be undertaken by them.

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 2025-26.

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

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

ITEM NO. 5

Pursuant to the provisions of Section 204 of the Companies Act, 2013 (“the Act”) and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, every listed company shall annex a Secretarial Audit Report with its Board Report which shall be issued by a Company Secretary in practice. Further, Regulation 24 A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) requires listed entities to undertake Secretarial Audit by Secretarial Auditors.

Regulation 24 A of the SEBI Listing Regulations, inter alia, provides that with effect from 1st April 2025, every listed Company is required to appoint a Practicing Company Secretary for not more than one term of five consecutive years

or a firm of Practicing Company Secretaries for not more than two terms of five consecutive years, as a Secretarial Auditor, with the approval of the members at its Annual General Meeting ("AGM") and such Secretarial Auditors must be a peer reviewed company secretary and should not have incurred any of the disqualifications as specified under the SEBI Listing Regulations. Further, as per the said Regulation, any association of the individual or the firm as the Secretarial Auditor(s) of the Company before 31st March 2025 shall not be considered for the purpose of calculating the tenure of the Secretarial Auditor.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors at their meeting held on 16th May, 2025, subject to the approval of shareholders, has approved the appointment of Mukesh Agarwal & Co., Company Secretaries, New Delhi (Certificate of Practice No. 3851, Peer Review No. 1875/2022) ("MA & Co.") as the Secretarial Auditors of the Company for five consecutive years, commencing from FY 2025-26 till FY 2029-30 to conduct Secretarial Audit of the Company and to provide the Secretarial Audit Report for the aforesaid period. While recommending the said firm's appointment, the Audit Committee and the Board has considered and evaluated their credential and various factors, including the industry experience, technical skill and audit quality, report etc. The proposed remuneration to be paid to MA & Co. for Secretarial Audit for the FY ended 31st March, 2026 would be ₹1,45,000 plus applicable taxes and out of pocket expenses. For the subsequent years, the Audit Fees would be determined by the Board of Directors from time to time based on the recommendation of the Audit Committee and in consultation with the Secretarial Auditor. Additionally, MA & Co., shall also provide such other permitted services including issuing certificates, as approved by the Board of Directors.

MA & Co. is a leading practicing Company Secretary peer reviewed proprietorship firm (PR No. 1875/2022) having office in Delhi, consists of Mr. Mukesh Kumar Agarwal (Proprietor), qualified/semi qualified Company secretaries and trainees. The said firm has over 2 decades of vast experience in Secretarial Audits, Internal audits, Merger, Demerger, Corporate laws, various SEBI Regulations, Corporate Advisory etc. The firm

is acting as auditors to various companies including listed companies and has a track record of integrity & independence and provides valuable insights to clients.

MA & Co. have consented to said appointment and their appointment, if made, would be within the limits specified under applicable provisions of law. They have further confirmed that they are not disqualified to be appointed as Secretarial auditors and also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Company Secretaries of India.

In view of the above, the consent of the members is being sought by way of an Ordinary Resolution for appointment of MA & Co. as Secretarial Auditors of the Company for a consecutive term of 5 (five) years.

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

The Board recommends the resolution set out at item No. 5 of this notice for approval of the Members as an Ordinary Resolution.

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

Place: Noida
Date: 30th May, 2025

**Ankur Jain
Company Secretary**

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Uttarakhand
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