



## INDIA GLYCOLS LIMITED

Plot No. 2-B, Sector - 126, NOIDA-201304, Distt. Gautam Budh Nagar (Uttar Pradesh), Tel. : +91 (120) 6860000, 3090100, 3090200  
Fax : +91 (120) 3090111, 3090211, E-mail : [iglho@indiaglycols.com](mailto:iglho@indiaglycols.com), Website : [www.indiaglycols.com](http://www.indiaglycols.com)

IGL/SE/2025-26/15

20<sup>th</sup> June, 2025

**The Manager (Listing)**  
**BSE Limited**  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Building, P.J. Towers,  
Dalal Street, Mumbai – 400 001,  
Scrip Code: 500201

**The Manager (Listing)**  
**National Stock Exchange of India Limited**  
Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex,  
Bandra (East), Mumbai- 400 051  
Symbol: INDIAGLYCO

Dear Sirs,

**Sub: Notice of the Postal Ballot and Intimation of Remote E-Voting facility**

Further to our letters bearing no. IGL/SE/2025-26/06 and IGL/SE/2025-26/14 dated 16<sup>th</sup> and 30<sup>th</sup> May, 2025 respectively under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), kindly find enclosed herewith **Notice of Postal Ballot dated 30<sup>th</sup> May, 2025** ("Notice") together with the Explanatory Statement, for seeking approval of the Members for the special business as set out in the Notice.

In pursuance to the provisions of Section 108, 110 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder and in compliance with the relevant applicable circulars as issued by the Ministry of Corporate Affairs, the Notice along with the Explanatory Statement, inter-alia, indicating the process and manner of voting through electronic means ("Remote E-voting") is being sent only through e-mail to all those Members whose names appear on the Register of Members of the Company/ List of Beneficial Owners received from the Depositories **as on the cut-off date i.e. Friday, 13<sup>th</sup> June, 2025** and who have also registered their e-mail address with the Company or Registrar and Share Transfer Agent ("RTA") or Depositories. The Notice is also available on the Company's website at <https://www.indiaglycols.com/wp-content/uploads/postal-ballot-notice-may-2025.pdf>.

The hard copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would only take place through the Remote E-voting system.

The Members whose e-mail address is not registered with the Company/RTA/Depositories, are requested to register the same by following the procedure prescribed in the Notice.

The Company has engaged the services of National Securities Depository Limited ("NSDL") for providing the facility to cast vote by Remote E-voting on the resolutions set out in the Notice. **The Remote E-voting will commence on Monday, 23<sup>rd</sup> June, 2025 at 9:00 A.M. (IST) and end on Tuesday, 22<sup>nd</sup> July, 2025 at 5:00 P.M. (IST) (both days inclusive).** The Remote E-voting shall not be allowed beyond the said date and time and the Remote E-voting module shall be disabled by NSDL for voting thereafter. Detailed instructions for, inter-alia, Remote E-voting are mentioned in the said Notice.

The results of the Postal Ballot shall be **declared within two working days from the conclusion of Remote E-voting.**

This is for your information and record.

Thanking you,

Yours truly,

**For India Glycols Limited**

**Ankur Jain**  
**Head (Legal) & Company Secretary**  
Encl: A/a

**INDIA GLYCOLS LIMITED**

CIN: L24111UR1983PLC009097

Registered Office : A-1, Industrial Area, Bazpur Road, Kashipur-244713,

Distt. Udham Singh Nagar, Uttarakhand

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

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

**NOTICE OF POSTAL BALLOT****(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and applicable circulars issued by the Ministry of Corporate Affairs, Government of India)****Dear Member(s),**

Notice is hereby given pursuant to and in compliance with the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), Rule 20, 22 and other applicable rules of the Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with General Circular Nos'. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 03/2022, 11/2022, 09/2023 and 09/2024 dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020, 15<sup>th</sup> June, 2020, 28<sup>th</sup> September, 2020, 31<sup>st</sup> December, 2020, 23<sup>rd</sup> June, 2021, 8<sup>th</sup> December, 2021, 5<sup>th</sup> May, 2022, 28<sup>th</sup> December, 2022, 25<sup>th</sup> September, 2023 and 19<sup>th</sup> September, 2024 respectively, issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars") also read with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") as amended from time to time, the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and subject to other applicable laws and regulations, if any that the Resolutions as set out hereunder are proposed to be passed as Special Resolutions by the Members of India Glycols Limited ("the Company"), by way of Postal Ballot by voting through electronic means ("Remote E-voting") only.

The Explanatory Statement pursuant to Section 102 and other applicable provisions of the Act, setting out the material facts and reasons for the proposed resolutions is appended herewith and forms part of the Postal Ballot Notice ("Notice").

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

The Company has engaged the services of National Securities Depository Limited ("NSDL") for providing Remote-E-voting facilities to the Members.

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

**SPECIAL BUSINESS:****1. To approve the Sub-division/Spilt of equity shares of the Company.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 61(1) (d), 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s), notifications, circulars issued thereunder or re-enactment(s) thereof, for the time being in force) (the "Act"), read with the Companies (Share Capital and Debentures) Rules, 2014, Securities and Exchange

Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, in accordance with the Articles of Association of the Company and subject to such permissions, consents and approvals as may be required from concerned statutory authorities, approval of the Members of the Company be and is hereby accorded for sub-division/split of equity shares of the Company, such that 1 (One) equity share having face value of ₹10/- (Rupees Ten only) each, fully paid-up, be sub-divided/split into 2 (Two) equity shares having face value of ₹5/- (Rupees Five only) each, fully paid-up, ranking pari-passu with each other in all respects with effect from such date as may be determined for this purpose ("Record Date") by the Board of Directors of the Company (including any Committee thereof and/or any Director authorised by the Board of Directors in this behalf).

**RESOLVED FURTHER THAT** pursuant to the sub-division/split of equity shares of the Company, the authorised, issued, subscribed and paid-up share capital of face value of ₹10/- (Rupees Ten only) each, fully paid-up, existing on the Record Date, shall stand sub-divided/split as follows:

Type of Share Capital	Pre Sub-division/Split			Post Sub-division/Split		
	No. of Equity Shares	Face value (In ₹)	Total Share Capital (In ₹)	No. of Equity Shares	Face value (In ₹)	Total Share Capital (In ₹)
Authorized Share Capital	4,50,00,000	10/-	45,00,00,000	9,00,00,000	5/-	45,00,00,000
Issued, Subscribed and Paid-up equity share capital	3,09,61,500	10/-	30,96,15,000	6,19,23,000	5/-	30,96,15,000

**RESOLVED FURTHER THAT** upon sub-division/split of equity shares as aforesaid and with effect from the Record Date:

- for the equity shares held in physical form, the existing share certificate(s) in relation to the said equity shares, shall be deemed to have been automatically cancelled and shall be of no effect and the Board, without requiring the Members to surrender their existing share certificate(s), shall issue new share certificate(s)/Letter of Confirmation(s) of the Company in compliance with the prevailing laws/guidelines in this regard; and
- for the equity shares held in dematerialised form, the sub-divided/split equity shares shall be credited proportionately into the respective beneficiary demat account(s) of the Members held with their depository participant(s), in lieu of the existing credits present in their respective beneficiary demat account(s), in compliance with the prevailing laws/guidelines in this regard.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Act and the relevant rules made thereunder (including any statutory modification(s), notification(s), circular(s) issued thereunder or re-enactment(s) thereof, for the time being in force), in accordance with the Articles of Association of the Company and subject to such permissions, consents and approvals as may be required, consent of Members of the Company be and is hereby accorded to substitute the existing Clause V of the Memorandum of Association of the Company with the following new clause:

*"V. The Authorised Share Capital of the Company is Rs. 45,00,00,000/- (Rupees Forty Five Crore only) divided into 9,00,00,000 (Nine Crore only) Equity Shares of face value of Rs. 5/- (Rupees Five only) each."*

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 5, 14 and other applicable provisions, if any, of the Act and the relevant rules made thereunder (including any statutory modification(s), notification(s), circular(s) issued thereunder or re-enactment(s) thereof, for the time being in force) and subject to such permissions, consents and approvals as may be required, approval of Members of the Company be and is hereby accorded to substitute the existing Article 4 (a) of the Articles of Association of the Company with the following new Article:

*"The Authorized Share Capital of the Company shall be such amount, divided into such class(es), denomination(s) and number of Shares in the Company as stated in Clause V of the Memorandum of Association."*

**RESOLVED FURTHER THAT** the sub-division/split of equity shares shall be subject to the terms and conditions contained in Memorandum of Association and Articles of Association of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Board of Directors (including any Committee thereof) of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as they may in their absolute discretion, deem necessary, proper or desirable, including to make appropriate adjustments on account of sub-division/split of equity shares, to accept and make any alteration(s), modification(s) to terms and to give such directions as they may in their absolute discretion, deem necessary, proper or desirable, to apply for requisite approvals, to settle any questions, doubts or difficulties that may arise with regard to the sub-division/split of the equity shares as aforesaid and to carry out/execute all matters in connection therewith and incidental thereto in order to give full effect to this resolution including execution and filing of all the relevant application, forms, declarations and documents with the Registrar of Companies, Stock Exchanges, Depositories and other appropriate authorities in due compliance of the applicable rules and regulations, without seeking any further approval/consent of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto and for matters connected therewith or incidental thereto expressly by the authority of this resolution."

**2. To approve the adoption of new set of Memorandum of Association by way of alteration.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 4, 13 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with the rules and regulations made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and any other applicable rules and/or regulations including any amendment, re-enactment or statutory modification thereof, approval of the Members of the Company be and is hereby accorded to alter by way of modification, deletion and subsume, as the case maybe, the existing Memorandum of Association ("MoA") of the Company in terms of Schedule I of the Act, as per the following details and adoption thereof:

1. The title of the Clause III(A) be and is hereby amended from "The Main objects to be pursued by the Company on its incorporation are" to "The objects to be pursued by the Company on its incorporation are:" with no changes in the existing sub-clauses numbered 1 to 5.
2. The title of the Clause III(B) be and is hereby amended from "Objects Incidental or Ancillary to the attainment of Main Objects are" to "Matters which are necessary for furtherance of the objects specified in Clause III (A) are:"
3. The following new sub clauses numbered 39 to 51, be and are hereby inserted under the title Clause III(B) after existing sub clause no. 38:

**39. Cultivators, vine dressers**

To acquire, purchase, take on lease lands, buildings, machineries & factories, to carry on and work the business of cultivations, vinedressers and dealers in every kind of vegetables, fruits, flowers, cereals, pulses or other produce of the soil, to prepare, manufacture, process, pack, case, and render marketable any such produce, and to sell, dispose of and deal in any such produce either in its prepared, manufactured or raw state, and either by wholesale for the purpose of Company's business.

**40. Refractory Goods, Fire Bricks**

To acquire by lease, exchange or otherwise and carry on the business of manufacturers or otherwise, suppliers importers, exporters and dealers, in refractory goods, fire bricks, fire-cements and mortars, acid-proof bricks, insulation bricks, ceramic coatings and other ceramic products, including glassware and potteries and all types of minerals and chemicals for the purpose of Company's business.

**41. Food-grains, seeds, fibers**

To purchase, sell, import, export, speculate, and deal in food and other grains, seeds of all kinds, country produce, flex, hemp, jute and jute products, bullion and specie, chemicals, pharmaceuticals, medicinals, perfumery and toilet preparations, salt, shellac, glassware, sugar, provisions, oils, paints, varnishes and machineries, plants, other equipments and fittings, photographic and scientific materials, timber wood and their products.

**42. Brokers, Trustees, Agents and Contractors**

To act as agents or brokers and trustees for any person or company and to undertake and perform sub-contracts and to do all or any of the above things in any part of the world either as principals, agents, trustees, contractors, or otherwise and either alone or jointly with others and either by or through agents, sub-contractors, trustees or otherwise.

**43. Metals & Minerals, patents & goodwill**

To search for, get, work, raise, make merchantable, sell, import and deal in coal, iron, ironstone brick, earth bricks and other metals, minerals and substances and to acquire by purchase or otherwise patent-rights, goodwill, establish factories and mines for the purpose of Company's business.

**44. Vegetable oils and allied products**

To acquire and carry on the business of processors, importers, buyers, sellers of and dealers in all kinds of oils, hydrogenated, dehydrated, deodorised or otherwise and other vegetable products and to treat and utilise any waste arising from any such process, whether carried on by the Company or otherwise.

**45. Office equipment**

To buy, lease and hire and deal in duplicating machines, franking machines, addressing machines, various other types of office machines, systems, furniture, partitioning and other allied equipment.

**46. Iron & Steel, agricultural implements, rolling stock**

To acquire by purchase, lease or, exchange iron- founders, iron and steel, mechanical engineers, civil engineers, consulting engineers and agricultural implements, parts and accessories, fabricators, tool-makers, brass founders, metal-workers, boiler makers, millwrights, machinists, iron and accessories; fabricators, tool-makers, brass founders, metal-workers, boiler makers mill wrights, machinists, iron and steel converters, smiths, woodworkers, builders, metallurgist, electrical engineers, water supply engineers, chemical engineers, chemists, chemical and physical analysts and to import, buy, sell, repair, convert, alter, let on hire and deal in machinery, implements, rolling stock, hardware and scrap of all kinds for the purpose of Company's business.

**47. Packing material, containers**

To carry on the business as importers, exporters and traders in cardboard, packing materials, packings, wrappers, wrappings, linings and coverings of all materials including cloth, plastic material, plastic and Bakelite and all other substitutes whether synthetic or not for any of the materials aforesaid and all articles and things made or constructed wholly or partly from any of the material aforesaid.

**48. Buildings, factories, reservoirs**

To design, build, construct, alter, improve, maintain, enlarge, develop, pull down, remove or replace and to work, manage, layout and control any buildings, offices, factories, furnaces, kilns, mills, shops, stores, reservoirs, ware-houses, water works, parks, gardens and other works and conveniences which may seem calculated directly or indirectly to advance the Company's interest and to contribute, subsidise or otherwise assist or take part in the construction, improvement, maintenance, working, management, carrying out or control of multi-storied buildings and to sell or otherwise dispose of the same on owner-ship or instalment basis for the purpose of Company's business.

**49. To undertake and deal in power**

To establish, undertake, acquire, manage and carry on the business as manufacturers, buyers, sellers, lesser, hirers, traders and dealers in electricity and generating power by installing DG Sets, TG Sets, Power Plant, Mini Power Plant, Sub-stations and to generally deal in all matters in relation thereto for the purpose of Company's business.

**50. To hold Stocks, Shares and Securities**

To subscribe for, absolutely or conditionally purchase or otherwise acquire and to hold, dispose of and deal in shares, stocks and securities or obligations of any other company, whether Indian or foreign.

**51. To act as consultants etc.**

To act as consultants or advisers to any person, firm or company on all aspects of business organisation, finance industry and or relating to rendering of services.

3. The existing Clause III (C) i.e. "The Other Objects are" containing sub clause numbered 1 to 33, be and is hereby stand deleted in full.
4. The existing Clause IV i.e. "The Liability of the members is limited" be and is hereby stands deleted and replaced by new Clause IV i.e. "The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them."

**RESOLVED FURTHER THAT** the approval of the Members of the Company be and is hereby accorded to the Board of Directors to make, wherever required, certain editorial changes, insertions and replacement of reference to various Sections of the Companies Act, 1956 with the corresponding Sections of the Act in the MoA to ensure alignment with the updated position under the Act.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Board of Directors (including any Committee thereof) of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard including filing necessary forms, applications, affidavits, documents, papers, letters etc. with the statutory and regulatory authorities such as Ministry of Corporate Affairs, Registrar of Companies at any stage and incorporation of all amendments/ suggestions/ observations, if any made by such authority to the extend applicable, without seeking any further approval/consent of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto and for matters connected therewith or incidental thereto expressly by the authority of this resolution."

**3. To approve the adoption of new set of Articles of Association of the Company as per Companies Act, 2013.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 5, 14 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with the rules and regulations made thereunder,

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and any other applicable rules and/or regulations including any amendment, re-enactment or statutory modification thereof, approval of the Members of the Company be and is hereby accorded to adopt new set of Articles of Association of the Company in substitution for, and to the exclusion, of the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Board of Directors (including any Committee thereof) of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard including filing necessary forms, applications, affidavits, documents, papers, letters etc. with the statutory and regulatory authorities such as Ministry of Corporate Affairs, Registrar of Companies at any stage and incorporation of all amendments/ suggestions/ observations, if any made by such authority to the extend applicable, without seeking any further approval/consent of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto and for matters connected therewith or incidental thereto expressly by the authority of this resolution."

**4. To approve re-appointment of Ms. Pragya Bhartia Barwale (DIN: 02109262) as an Executive Director of the Company.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactments thereof, for the time being in force) (the "Act") and rules made thereunder read with Schedule V of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, ("SEBI Listing Regulations"), Articles of Association of the Company and subject to the approval of Central Government and/or other authorities, if required, approval of the Members of the Company be and is hereby accorded for re-appointment of Ms. Pragya Bhartia Barwale (DIN: 02109262) as an Executive Director and Key Managerial Personnel in the category of Whole Time Director of the Company for a further period of 5 (Five) years w.e.f. 24<sup>th</sup> June, 2025 till 23<sup>rd</sup> June, 2030 at a remuneration and other terms and conditions, as mentioned below:

a) **Salary:**

The Executive Director shall be paid a salary of ₹ 1.00 Crore p.a.

b) **Perquisites:**

In addition to the above, the Executive Director shall be entitled to the following perquisites which shall be evaluated as per Income Tax rules wherever applicable and in the absence of any such rule, perquisite shall be evaluated at actual cost, however, shall not exceed ₹ 10 lakh p.a.:

- 1) Unfurnished residential accommodation;
- 2) Furnishing of residence;
- 3) Gas, electricity, water expenses reimbursement as per Company policy;
- 4) Medical reimbursement - medical expenses on actuals for self and family;
- 5) Club fees for two clubs including admission and other fees;

- 6) Leave travel concession once in a year for self and family to any place in India by Air/Rail/Road as per Rules of the Company;
  - 7) Mediclaim and Insurance premium;
  - 8) Company maintained car with driver for official and personal use; and
  - 9) Telephone facility at residence and mobile phone for business purposes.
- c) **Others:**  
Gratuity, Provident Fund and leave encashment as per Company's rules.
- d) **Commission:**  
2% of the net profits of the Company for each financial year computed in a manner laid down in Section 198 of the Act.
- e) **Other Terms:**
1. Ms. Barwale shall work under the superintendence, control and direction of the Board of Directors of the Company.
  2. She 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, she 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 in writing or such shorter notice as may be mutually agreed between Ms. Pragya Bhartia Barwale and the Company or payment in lieu thereof.

**RESOLVED FURTHER THAT** the aggregate of remuneration by way of salary, commission, perquisites and allowances etc. payable to Ms. Pragya Bhartia Barwale shall not exceed 5% of the Net profits of the Company in a financial year computed in the manner laid down under Section 198 of the Act and shall be within the overall limit as prescribed under Section 197 read with Schedule V of the Act or any amendment(s) thereto from time to time.

**RESOLVED FURTHER THAT** the annual remuneration payable to Ms. Pragya Bhartia Barwale and/or the aggregate annual remuneration payable to all the promoter executive directors may exceed the limits as prescribed under Regulation 17 (6) (e) of the SEBI Listing Regulations, or any amendment(s) thereto from time to time.

**RESOLVED FURTHER THAT** subject to the above, 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, agreed to by Ms. Pragya Bhartia Barwale.

**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 Ms. Pragya Bhartia Barwale as an Executive Director of the Company, the aforesaid remuneration shall be paid as the minimum remuneration to her subject to the provisions of and necessary approvals, if any required under the Act and SEBI Listing Regulations or by the Central Government, wherever required.

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) of the Company be and are hereby authorized to enter into such agreement(s), deed(s) or any other documents with Ms. Pragya Bhartia Barwale; 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."

**5. To approve re-appointment of Shri U.S. Bhartia (DIN: 00063091) as Chairman and Managing Director of the Company.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (the "Act") and rules made thereunder read with Schedule V of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("SEBI Listing Regulations"), 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 U.S. Bhartia (DIN: 00063091) as Chairman & Managing Director and Key Managerial Personnel in the category of Whole Time Director of the Company for a further period of 5 (Five) years w.e.f. 1<sup>st</sup> April, 2026 till 31<sup>st</sup> March, 2031 at a remuneration and other terms and conditions, as mentioned below:

**a) Salary:**

The Managing Director shall be paid a salary of ₹ 4.80 Crore p.a.

**b) Perquisites:**

In addition to the above, the Managing Director shall be entitled to the following perquisites which shall be evaluated as per Income Tax rules wherever applicable and in the absence of any such rule, perquisite shall be evaluated at actual cost, however, shall not exceed ₹ 30 lakh p.a.:

- 1) Unfurnished residential accommodation;
- 2) Furnishing of residence;
- 3) Gas, electricity, water expenses reimbursement as per Company policy;
- 4) Medical reimbursement - medical expenses on actuals for self and family;
- 5) Club fees for two clubs including admission and other fees;
- 6) Leave travel concession once in a year for self and family to any place in India by Air/Rail/Road as per Rules of the Company;
- 7) Mediclaim and Insurance Premium;
- 8) Company maintained car with driver for official and personal use; and
- 9) Telephone facility at residence and mobile phone for business purposes.

c) **Others:**

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

d) **Commission:**

4% of the net profits of the Company for each financial year computed in a manner laid down in Section 198 of the Act.

**RESOLVED FURTHER THAT** the aggregate of remuneration by way of salary, commission, perquisites and allowances etc. payable to Shri U.S. Bhartia may exceed the overall limits as prescribed under Section 197 read with Schedule V of the Act and SEBI Listing Regulations or any amendment(s) thereto from time to time.

**RESOLVED FURTHER THAT** the annual remuneration payable to Shri U.S. Bhartia and/or the aggregate annual remuneration payable to all the promoter executive directors may exceed the limits as prescribed under Regulation 17 (6) (e) of the SEBI Listing Regulations.

**RESOLVED FURTHER THAT** subject to the above, 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, agreed to by Shri U. S. Bhartia.

**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 U.S. Bhartia as an Executive Director of the Company, the aforesaid remuneration shall be paid as the minimum remuneration to him subject to the provisions of and necessary approvals, if any required under the Act and SEBI Listing Regulations or by the Central Government, wherever required.

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

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

Place: Noida  
Date : 30<sup>th</sup> May, 2025

**Ankur Jain  
Head (Legal) and 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](http://www.indiaglycols.com)  
e-mail: [compliance.officer@indiaglycols.com](mailto:compliance.officer@indiaglycols.com)

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out all material facts and reasons for the proposed resolutions is annexed hereto and forms part of this Postal Ballot Notice ("The Notice").

2. This Notice is being sent to the Members of the Company whose names appear on the Register of Members of the Company/ List of Beneficial Owners as received from National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL"), (hereinafter, called "the Depositories") as on the cut-off date i.e. **Friday, 13<sup>th</sup> June, 2025** and who have registered their e-mail address with the Company or Registrar and Share Transfer Agent or Depositories.

Members may note that the Notice has been uploaded on the website of the Company at [www.indiaglycols.com](http://www.indiaglycols.com) under Investor Relations Section and can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively and the same is also available on the website of NSDL (agency for providing the Remote E-voting facility) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

3. As per the provisions of Section 108, 110 and other applicable provisions of the Act read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, as amended ("Rules") and read with General Circular Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 3/2022, 11/2022, 9/2023 and 09/2024 dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020, 15<sup>th</sup> June, 2020, 28<sup>th</sup> September, 2020, 31<sup>st</sup> December, 2020, 23<sup>rd</sup> June, 2021, 8<sup>th</sup> December, 2021, 5<sup>th</sup> May, 2022, 28<sup>th</sup> December, 2022, 25<sup>th</sup> September, 2023 and 19<sup>th</sup> September, 2024, respectively, (hereinafter collectively referred to as "MCA Circulars") issued by MCA, this Notice, inter-alia, indicating the process and manner of voting through electronic means is being sent only through e-mail to all the Members, whose e-mail addresses are registered with the Company/Registrar and Share Transfer Agent, M/s MCS Share Transfer Agent Limited ("RTA"), 179-180, DSIDC Shed, 3<sup>rd</sup> Floor, Okhla Industrial Area, Phase-I, New Delhi 110020 or with the Depositories. The hard copies of this Notice along with Postal Ballot Form and pre-paid business reply envelope is therefore, not being sent to the Members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would only take place through the Remote E-voting system.

4. Members who have not registered their e-mail address with the Company/RTA/ Depositories and wish to receive the Notice and/or cast their votes through Remote E-voting are required to register their e-mail address by following the below procedure:

(I) **Members holding shares in physical mode are requested to register/ update their e-mail address by writing to the RTA at 179-180, DSIDC Shed, 3<sup>rd</sup> Floor Okhla Industrial Area, Phase-1, New Delhi – 110020, or e-mail at [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com) along with the copy of the signed request letter mentioning the name, folio number and address of the Member, self-attested copy of the PAN card, self-attested copy of Aadhar and copy of share certificate (front & back).**

(II) **Members holding shares in dematerialized mode are requested to register/ update their 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.**

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

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

**5. Voting through electronic means:**

- I. In compliance with provisions of Section 108, 110 and other applicable provisions of the Act and Rules made thereunder read with the MCA Circulars and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Company is pleased to provide the Members facility to exercise their right to vote by electronics means on resolutions set forth in the Notice. The facility of casting the votes by the Members using an electronic voting system (“Remote E-voting”) will be provided by National Securities Depository Limited (“NSDL”). Members desirous to exercise their vote through Remote E-voting are requested to carefully read the instructions for Remote E-voting given in the Notice. A Member can not exercise his vote by proxy on Postal Ballot.
- II. Members of the Company as on the cut-off date who have not received this Notice due to the non-registration of their e-mail address with the Company or RTA or the Depositories, can download the Notice from the website of the Company at [www.indiaglycols.com](http://www.indiaglycols.com) and refer the instructions provided in notes for Remote E-voting to cast their vote.
- III. **The Remote E-voting period will commence on Monday, 23<sup>rd</sup> June, 2025 at 9:00 A.M. (IST) and end on Tuesday, 22<sup>nd</sup> July, 2025 at 5:00 P.M. (IST) (both days inclusive). During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. Friday, 13<sup>th</sup> June 2025, may cast their vote by Remote E-voting. The Remote E-voting shall not be allowed beyond the said date and time. The Remote E-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.**

**IV. The process and manner for Remote E-voting are as under:**

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




Step 1: Access to NSDL e-Voting system.

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

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

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

In terms of SEBI circular dated 9<sup>th</sup> December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and 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"> <li>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. 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 email 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</li> <li>2. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or 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.</li> <li>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or 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.</li> <li>5. Shareholders / Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>    </div>

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

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911.

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

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

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

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

- Password details for shareholders other than Individual shareholders are given below:
  - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - 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](http://www.evoting.nsdl.com).
  - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto: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 on NSDL e-Voting system:

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

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

### General Guidelines for shareholders

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

by e-mail to [ashish@asandco.net](mailto:ashish@asandco.net) with a copy marked to [evoting@nsdl.com](mailto: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](http://www.evoting.nsdl.com) to reset the password.
- (c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on nos.: 022 – 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Ltd., 3<sup>rd</sup> Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051 at the designated email address: [evoting@nsdl.com](mailto: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 resolution set out in this Notice:

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by e-mail to [compliance.officer@indiaglycols.com](mailto:compliance.officer@indiaglycols.com) or to the RTA at [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [compliance.officer@indiaglycols.com](mailto:compliance.officer@indiaglycols.com) or to the RTA at [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) above i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively, Shareholders/Members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9<sup>th</sup> December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and e-mail ID correctly in their demat account in order to access e-Voting facility.
- V. The voting rights of Members shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date i.e. Friday, 13<sup>th</sup> June, 2025. A person who is not a Member as on the cut-off date should treat this Notice for information only.
- VI. Any person, who is a Member of the Company on the cut-off Date i.e. Friday, 13<sup>th</sup> June, 2025 and has not received login

ID and password, may obtain the User ID and password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) or to the RTA at [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com). However, if you are already registered with NSDL for Remote E-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using 'Forgot User Details/ Password?' or 'Physical User Reset Password?' option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

- VII. A person, whose name is recorded in the register of Members of the Company or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. Friday, 13<sup>th</sup> June, 2025 only shall be entitled to avail the facility of Remote E-voting.
- VIII. Shri Ashish Saxena (C.P. No. 7096) of Ashish Saxena & Co., Company Secretaries, having their office at 403, Grand Plaza, Raj Nagar Extension, Ghaziabad, Uttar Pradesh-201017 has been appointed as the Scrutinizer for conducting the Postal Ballot process including Remote e-voting process in a fair and transparent manner.
- IX. The Scrutinizer shall after the conclusion of Postal Ballot process, unblock the votes cast through Remote E-voting, in presence of at least two witnesses not in the employment of the Company and shall submit his report of the total votes cast in favour or against, invalid votes, if any, and whether the resolutions have been carried or not, and such Report shall then be submitted to the Chairman or a person authorized by him in writing, within two working days from the conclusion of Remote E-voting period, who shall countersign the same and declare the result of the voting forthwith.
- X. The Results declared along with the report of the Scrutinizer shall be displayed on the website of the Company at [www.indiaglycols.com](http://www.indiaglycols.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and the results shall also be immediately communicated to the BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE).
- XI. Resolutions passed by the Members in this Postal Ballot process through Remote E-voting shall be deemed to have been passed as if the same have been passed at a General Meeting of the Members. The Resolutions, if passed by requisite majority of Members, will be deemed to be passed on the last date of Remote E-voting.

## 6. MEMBERS ARE REQUESTED TO:

- I. Note that the SEBI vide Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7<sup>th</sup> May, 2024 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, 3<sup>rd</sup> Floor, Okhla Industrial Area, Phase I, New Delhi - 110020 or e-mail at [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com).

Further, effective from 1<sup>st</sup> April, 2024, SEBI has mandated that the shareholders, who hold shares in physical mode and who have not updated the above informations/ 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. Accordingly, 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](http://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.

- II. Immediately notify any change of address, e-mail address, change of name, contact numbers, bank details, bank mandates, nominations, power of attorney etc. and their PAN to their respective Depository Participants with whom they maintain their demat account. Non-resident Indian Members are requested to inform the RTA/respective Depository Participants, immediately of change in their residential status on return to India for permanent settlement and the particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
- III. **Note that in order to receive faster communication and enable the Company to serve the Members better and to support the "Green Initiative", register/update their e-mail address(es) by sending the same along with the name, address, Folio No./DPID & Client ID, shares held:**
- To the RTA in the prescribed form mentioned at point (I) above for shares held in physical form and;
  - To their respective Depository Participants in respect of shares held in demat mode.
- Upon registration of the e-mail address(es), the Company proposes to send Notices, Annual Report and other documents/ communication to those Members via electronic mode/e-mail.**
7. SEBI vide its circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 2020 in order to increase the efficiency of the voting process, has enabled e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depository Participants. Demat account holders would be able to cast their vote without having to register again with the e-voting service providers (ESPs), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

8. SEBI had mandated that effective from 1<sup>st</sup> April, 2019, securities of listed companies can only be transferred in dematerialized form. Therefore, the Company has not been accepting any request for transfer of shares in physical form w.e.f. 1<sup>st</sup> April, 2019.
9. All relevant documents referred to in the Notice and Explanatory Statement shall be made available electronically for inspection by the Members from the date of circulation of this Notice and up to the last date of Remote E-voting. Members who wish to inspect the same may write to the Company Secretary at [compliance.officer@indiaglycols.com](mailto:compliance.officer@indiaglycols.com).
10. SEBI vide its Master Circular SEBI/HO/OIAE/OIAE\_IAD-3/P/ CIR/2023/195 dated 31<sup>st</sup> July, 2023 (updated as on 28<sup>th</sup> 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**

### **ITEM NO. 1**

The Equity Shares of the Company are listed on the National Stock Exchange of India Limited and BSE Limited. With a view to enhance the liquidity of Company's equity shares in the capital market and to encourage wider participation of investors by making equity shares of the Company more affordable, the Board of Directors of the Company in their meeting held on 30<sup>th</sup> May, 2025 considered and approved, subject to the approval of the Members of the Company, the sub-division / split of 1 (One) equity shares of the Company having face value of ₹10/- (Rupees Ten only) each, fully paid-up, into 2 (Two) equity shares having face value of ₹ 5/- (Rupees Five only) each, fully paid-up, ranking pari-passu with each other in all respects with effect from such date to be determined (“Record Date”) by the Board of Directors of the Company (including any Committee thereof and/or any Director authorised by the Board of Directors in this behalf).

The sub-division/split of the Company's equity shares will require consequential alteration to the existing Capital Clause i.e. Clause V of the Memorandum of Association (“MoA”) of the Company to reflect the change in the revised face value of ₹ 10/- each fully paid up into 2 (Two) equity shares of face value of ₹ 5 (Five) each fully paid as mentioned in the Resolution as set out at item no. 1 of this Notice, which requires approval of the Members by way of an Ordinary Resolution. There will not be any change in the amount of the authorised, subscribed, issued, or paid-up share capital of the Company. The same shall also not be construed as reduction in share capital of the Company under the applicable provisions of the Companies Act, 2013 (“the Act”).

Further, the sub-division/split of equity shares of the Company will also require alteration to the Article 4(a) of the Articles of Association (“AoA”) of the Company to reflect the change in the revised face value of ₹ 10/- each fully paid up into 2 (Two) equity shares of face value of ₹ 5 (Five) each fully paid (as the share capital clause is specifically incorporated in Article 4(a)) in line with the MoA as mentioned in the Resolution as set out at item no. 1 of this Notice, which requires approval of the members by way of a Special Resolution in pursuance to the provisions of Section 14 of the Act.

In view of the above and pursuant to the provisions of Section 13, 14 and 61 of the Act, and any other applicable statutory and regulatory requirements, approval of the Members of the Company is sought by way of a Special Resolution for the sub-division/ split of the Company's equity shares and consequential alteration to Capital Clause (Clause V) of the MoA and substitution of Article 4(a) of the AoA of the Company, as set out at item no. 1 of this Notice.

The amendments to the relevant clauses of the MoA and AoA as mentioned in the Resolution as set out at item no. 1 are required in

order to facilitate the sub-division/split of the equity shares. However, separate resolutions for adoption of revised MoA and AoA to align with the provisions of the Act and seeking approval of the Members accordingly, are mentioned at item no's 2 and 3, respectively of this Notice.

The Board of Directors are of opinion that the above proposals are in the interest of the Company and its existing and potential investors. It is clarified that the shareholders will receive dividend for the FY 24-25, to be declared in the ensuing Annual General Meeting, equivalent to 100% of the revised face value of the equity shares.

Copy of the altered MoA and AoA would be made available for inspection at the Registered/ Corporate Office of the Company on all working days between 09.00 A.M. (IST) to 06.00 P.M. (IST) from the date of circulation of this Notice and up to the last date of Remote E-voting. Also, all these documents will also be available electronically for inspection without any fee by the Members during the same period. Members seeking to inspect the same may write to the Company Secretary at [compliance.officer@indiaglycols.com](mailto:compliance.officer@indiaglycols.com).

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at item no. 1 of this Notice except to the extent of their shareholding, if any in the Company.

The Board of Directors recommend the resolution set out at item No. 1 of this notice for approval of the Members as a Special Resolution.

### **ITEM NO. 2**

The existing Memorandum of Association (“MoA”) of the Company was framed in terms of the provisions of the Companies Act, 1956. The alteration of MoA is necessary to bring the existing MoA in line with the Companies Act, 2013 (“the Act”).

The object clause and the liability clause of the existing MoA i.e., Clause III and Clause IV respectively, needs to be realigned as per Table A of Schedule I of the Act. Members are requested to note that there is no change in the main objects of the Company. Also, the new sub clauses numbered 39 to 51 inserted under the table clause III (B) after sub-clause no. 38 have been inserted from existing clauses III (C) of the MoA with some editorial changes. Further, some editorial changes and insertions were also carried out in the MoA, to reflect the updated position under the Act. In this regard, Members are requested to note the modifications as detailed in the Resolution set out at item No. 2.

Additionally, as set out in item No. 1 of this Notice, the revised Capital Clause i.e., Clause V of the MoA of the Company will continue to form part of the MoA.

Accordingly, the Board of Directors of the Company in their meeting held on 30<sup>th</sup> May, 2025 approved, subject to the approval of Members, the alterations as per the details given in the Resolution as set out at item no. 2 of this Notice and adopted new set of MoA of the Company.

As per the provisions of Section 13 and other applicable provisions, if any, of the Act read with the Companies (Incorporation) Rules, 2014, approval of the Members of the Company by way of a Special Resolution is required for such alteration and adoption of MoA. Accordingly, approval of the Members of the Company is sought by way of Special Resolution as set out in Item No. 2 of this Notice.

Copy of the new set of MoA would be made available for inspection at the Registered/ Corporate Office of the Company on all working days between 09.00 A.M. (IST) to 06.00 P.M. (IST) from the date of circulation of this Notice and up to the last date of Remote E-voting. Also, all these documents will also be available electronically for inspection without any fee by the Members during the same period. Members seeking to inspect the same may write to the Company Secretary at [compliance.officer@indiaglycols.com](mailto:compliance.officer@indiaglycols.com).

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at item no. 2 of this Notice.

The Board of Directors recommend the resolution set out at item No. 2 of this notice for approval of the Members as a Special Resolution.

### **ITEM NO. 3**

The existing Articles of Association ("AoA") of the Company are based on the Companies Act, 1956 and several clauses in the existing AoA contain references to specific Sections of the Companies Act, 1956 and some clauses that are no longer in conformity with the Companies Act, 2013 ("the Act") and thus has become redundant and obsolete.

Therefore, in order to align the existing AoA of the Company with the provisions of the Act, the Board of Directors of the Company in their meeting held on 30<sup>th</sup> May, 2025 considered and approved, subject to the approval of the Members of the Company, adoption of a new set of AoA of the Company in substitution of, and to the exclusion of, the existing AoA.

Additionally, the new set of AoA suitably provides for split/sub-division of equity share capital and matters incidental thereto including the reference of revised capital clause 4(a) as set out in item 1.

In pursuance to the provisions of Section 14 and other applicable provisions, if any, of the Act read with the rules and regulations made thereunder, approval of the Members of the Company by way of a Special Resolution is required for adoption of new set of AoA. Accordingly, approval of the Members of the Company is sought by way of Special Resolution as set out in Item No. 3 of this Notice.

Copy of the new set of AoA would be made available for inspection at the Registered/ Corporate Office of the Company on all working days between 09.00 A.M. (IST) to 06.00 P.M. (IST) from the date of circulation of this Notice and up to the last date of Remote E-voting. Also, all these documents will also be available electronically for inspection without any fee by the members during the same period. Members seeking to inspect the same may write to the Company Secretary at [compliance.officer@indiaglycols.com](mailto:compliance.officer@indiaglycols.com).

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at item no. 3 of this Notice.

The Board of Directors recommend the resolution set out at item No. 3 of this Notice for approval of the Members as a Special Resolution.

### **ITEM NO. 4**

The Members of the Company vide Special Resolution passed at their 36<sup>th</sup> Annual General Meeting held on 24<sup>th</sup> September, 2020 had approved appointment of Ms. Pragya Bhartia Barwale (DIN: 02109262) as an Executive Director and Key Managerial Personnel in the category of Whole Time Director of the Company for a period of 5 (five) years w.e.f. 24<sup>th</sup> June, 2020. Ms. Barwale's present term of office is upto 23<sup>rd</sup> June, 2025.

On the recommendation of the Nomination and Remuneration Committee ("NRC"), the Board of Directors in its meeting held on 16<sup>th</sup> May, 2025 re-appointed Ms. Pragya Bhartia Barwale as an Executive Director and Key Managerial Personnel in the category of Whole Time Director of the Company for a period of 5 (five) years w.e.f. 24<sup>th</sup> June, 2025 till 23<sup>rd</sup> June, 2030 (liable to retire by rotation) on the terms and conditions including remuneration (which remain same as drawn by her during her previous tenure) as mentioned in resolution no. 4 of this Notice subject to the approval of the Members in terms of the provisions of Section 196, 197, 198 and 203 read with Schedule V of the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and rules/ regulations made thereunder.

Further, pursuant to Regulation 17 (1C) of the SEBI Listing Regulations, approval for appointment/re-appointment of a person on the Board of Directors should be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Ms. Barwale satisfies all the conditions to be a managerial personnel as set out in Section 196(3) and Part 1 of Schedule V of the Act and rules made thereunder and is eligible for re-appointment as an Executive Director. Her consent for re-appointment as an Executive Director along with declarations as required under the Act and the rules made thereunder and the SEBI Listing Regulations have been received. It has also been confirmed by her that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act and also provided a declaration that she has not been debarred or disqualified from being appointed or continuing as director by the SEBI or Ministry of Corporate Affairs or any such statutory authority.

Considering Ms. Pragya Bhartia Barwale's knowledge, qualifications, experience, competence, leadership skills, contributions made by her and her present responsibilities being discharged as well as looking into her future responsibilities, performance evaluation as carried in terms of the applicable laws, her remuneration and prevalent industry norms, the NRC and the Board are of the opinion that it would be in the interest of the Company to continue to obtain her services by re-appointing her as an Executive Director.

In pursuance to the provisions of Section 197 read with Schedule V of the Act, the Company can pay remuneration upto 10% of its profits calculated in terms of the provisions of Section 198 of the Act in case of more than one executive director with the approval of Members by way of ordinary resolution and payment of remuneration in excess of 10% of the profits is permissible if the same is approved by the Shareholders by way of a special resolution. For the financial year 2024-25, the Company had profits under Section 198 of the Act. Also, provisions of the Act permits a Company having losses or inadequate profits or otherwise to pay such amount as remuneration to its Managerial Personnel, as it may deem fit, subject to the approval of Shareholders.

Further, Regulation 17(6)(e) of the SEBI Listing Regulations also requires approval of the members by a special resolution for payment of fee or compensation to the executive directors who are promoters or members of promoter group in case the aggregate annual remuneration to a promoter executive director exceeds ₹5 Crore or 2.5% of the net profits of the Company, whichever is higher; or where there is more than one such director, the aggregate annual remuneration to such promoter executive directors exceeds 5% of the net profits of the Company and such approval shall be valid till the expiry of the respective terms of the Directors. At present, Shri U.S. Bhartia and Ms. Pragya Bhartia Barwale are the two promoter executive directors on the Board and the aggregate annual remuneration payable to them in future years could exceed 5% of the net profits of the Company.

The Members may note that her re-appointment is proposed at the same remuneration being drawn by her during her previous tenure. Ms. Pragya's remuneration is commensurate with her Knowledge, ability, experience and the responsibilities she has been entrusted with in relation to managing the affairs of the Ennatec (Bio-Pharma division) and also in the Company over all these years.

The above may be treated as an abstract and written memorandum setting out the terms of remuneration of Ms. Pragya Bhartia Barwale under Section 190 of the Act.

She is a member of CSR Committee, Risk Management Committee and Finance Committee of the Company. Her brief profile along with relevant disclosure in pursuance to the provisions of Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2), is attached as Annexure and forms part of this Notice.

Accordingly, in compliance with the applicable provisions of the Act and SEBI Listing Regulations, approval of the Members is sought by way of Special Resolution for the re-appointment and payment of remuneration to Ms. Pragya Bhartia Barwale for a period of 5 (Five) years i.e. from 24<sup>th</sup> June, 2025 to 23<sup>rd</sup> June, 2030.

Copy of relevant documents including the draft Agreement setting out the terms of re-appointment and remuneration would be made

available for inspection at the Registered/ Head Office of the Company on all working days between 09.00 A.M. (IST) to 06.00 P.M. (IST) from the date of circulation of this Notice and up to the last date of Remote E-voting. Also, all these documents will also be available electronically for inspection without any fee by the Members during the same period. Members seeking to inspect the same may write to the Company Secretary at [compliance.officer@indiaglycols.com](mailto:compliance.officer@indiaglycols.com).

Ms. Pragya Bhartia Barwale, Shri U. S. Bhartia and Smt. Jayshree Bhartia, Directors are interested in the resolution set out at Item No. 4 of this Notice. Also, their relatives may be deemed to be interested in the same to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the resolution set out at item no. 4 of this Notice for approval of the Members as a Special Resolution.

#### **ITEM NO. 5:**

The Members of the Company vide Special Resolution passed through Postal Ballot on 25<sup>th</sup> April, 2021 had approved re-appointment of Shri U.S. Bhartia (DIN: 00063091) as Chairman and Managing Director and Key Managerial Personnel in the category of Whole Time Director of the Company for a period of 5 (Five) years w.e.f. 1<sup>st</sup> April, 2021. Shri Bhartia's present term of office is upto 31<sup>st</sup> March, 2026.

On the recommendation of the Nomination and Remuneration Committee ("NRC"), the Board of Directors in its meeting held on 16<sup>th</sup> May, 2025 had re-appointed Shri U. S. Bhartia as Chairman and Managing Director and Key Managerial Personnel in the category of Whole Time Director of the Company w.e.f. 1<sup>st</sup> April, 2026 till 31<sup>st</sup> March, 2031 (liable to retire by rotation) for a further period of 5 years on the terms and conditions including remuneration (which remain same as being drawn by him during his previous tenure) as mentioned in resolution no. 5 of this Notice subject to the approval of the Members in terms of the provisions of Section 196, 197, 198 and 203 read with Schedule V of the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and rules/regulations made thereunder.

Further, pursuant to Regulation 17(1C) of the SEBI Listing Regulations, approval for appointment/re-appointment of a person on the Board of Directors should be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

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

Further, as Shri Bhartia has attained the age of 71 (Seventy One) years, in pursuance to the provisions of Section 196 read with Schedule V to the Act, approval of Shareholders by Special Resolution is also required for his re-appointment.

Considering Shri U.S. Bhartia's knowledge, abilities, experience, skills, contribution to the growth of the Company, his present and future responsibilities, his performance evaluation, his remuneration, prevalent industry norms in general and his role in placing the Company in pre-eminent position in the Industry and also considering his vision and stewardship, the NRC and the Board are of the opinion that it would be in the interest of the Company to continue to obtain his services by re-appointing him as Chairman and Managing Director.

In pursuance to the provisions of Section 197 read with Schedule V of the Act, the Company can pay remuneration upto 10% of its profits calculated in terms of the provisions of Section 198 of the Act in case of more than one executive director with the approval of Members by way of Ordinary Resolution and payment of remuneration in excess of 10% of the profits is permissible if the same is approved by the Shareholders by way of a Special Resolution. For the financial year 2024-25, the Company had profits under Section 198 of the Act. Also, provisions of the Act permits a Company having losses or inadequate profits or otherwise to pay such amount as remuneration to its Managerial Personnel, as it may deem fit, subject to the approval of Shareholders.

Further, Regulation 17(6)(e) of the SEBI Listing Regulations also requires approval of the members by a special resolution for payment of fee or compensation to the executive directors who are promoters or members of promoter group in case the aggregate annual remuneration to a promoter executive director exceeds ₹5 Crore or 2.5% of the net profits of the Company, whichever is higher; or where there is more than one such director, the aggregate annual remuneration to such promoter executive directors exceeds 5% of the net profits of the Company and such approval shall be valid till the expiry of the respective terms of the Directors. At present, Shri U.S. Bhartia and Ms. Pragya Bhartia Barwale are the two promoter executive directors on the Board and the aggregate annual remuneration payable to them in future years could exceed 5% of the net profits of the Company.

The Members may note that his re-appointment is proposed at the same remuneration being drawn by him during his previous tenure. Shri Bhartia's remuneration is commensurate with his knowledge, ability, experience and the responsibilities being discharged by him in managing the affairs of the Company over the past many years and the efforts and time that he has spent in taking the Company to the position where it is today.

The above may be treated as an abstract and written memorandum setting out the terms of remuneration of Shri U.S. Bhartia under Section 190 of the Act.

He is a member/Chairman in various Committee(s) of the Company. His brief profile along with relevant disclosure in pursuance to the provisions of Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2), is attached as Annexure and forms part of this Notice.

Accordingly, in compliance with the applicable provisions of the Act and SEBI Listing Regulations, approval of the Members is sought by way of Special Resolution for the re-appointment and payment of remuneration to Shri U.S. Bhartia for a period of 5 (Five) years i.e. from 1<sup>st</sup> April, 2026 to 31<sup>st</sup> March, 2031.

Copy of relevant documents including the draft Agreement setting out the terms of re-appointment and remuneration would be made available for inspection at the Registered/ Head Office of the Company on all working days between 09.00 A.M. (IST) to 06.00 P.M. (IST) from the date of circulation of this Notice and up to the last date of Remote E-voting. Also, all these documents will also be available electronically for inspection without any fee by the Members during the same period. Members seeking to inspect the same may write to the Company Secretary at [compliance.officer@indiaglycols.com](mailto:compliance.officer@indiaglycols.com).

Ms. Pragya Bhartia Barwale, Shri U. S. Bhartia and Smt. Jayshree Bhartia, Directors are interested in the resolution set out at Item No. 5 of this Notice. Also, their relatives may be deemed to be interested in the same to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the resolution set out at item no. 5 of this Notice for approval of the Members as a Special Resolution.

**Annexure to the Postal Ballot Notice dated 30<sup>th</sup> May, 2025**

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

Name of Director	Ms. Pragya Bhartia Barwale (DIN: 02109262)	Shri U.S. Bhartia (DIN: 00063091)
Age (Date of Birth)	43 years (05/05/1982)	71 years (13/12/1953)
Date of First Appointment on the Board	24/06/2020	29/11/1996
Qualifications	Bachelor of Arts in Economics and International Relations from Brown University USA and Master of Science in Development Economics from the University of Oxford, U.K.	Bachelor of Commerce with Honours from Calcutta University.
Experience (Expertise in Specific functional Area)/ Brief Resume / Skills & Capabilities	<p>Ms. Pragya Bhartia Barwale has a rich experience of over 17 years encompassing various aspects of the business including Strategic Planning, Technology and Project Management.</p> <p>She joined the Company in August, 2008 as President-Business Development. She has been a part of the Ennature Biopharma Division since its inception in 2009 and has worked closely on all aspects of the division from operations to product development, strategic partnerships, marketing and overall strategy. She also has a good understanding of management and governance, finance, marketing and business Strategy etc.</p> <p>She has been successfully leading the business operations of Ennature Biopharma, She has played a pivotal role in identifying strategic growth opportunities and steering the division's expansion into the high-margin Branded Nutraceutical Ingredients segment. By prioritizing investment in R &amp; D and clinical science for new product development, she has significantly reduced the division's reliance on traditional plant-based APIs and nicotine &amp; its derivatives.</p> <p>Ms. Pragya Bhartia Barwale had been instrumental in expanding the nutraceutical business across multiple geographies, establishing a strong leadership position in Thiocolchicoside, a key plant-based active pharmaceutical ingredient.</p> <p>Under her guidance, the manufacturing plant's capacity had been significantly enhanced.</p>	<p>Shri U.S. Bhartia is an industrialist having rich experience of over four decades in managing various types of industries. Shri Bhartia has been awarded the lifetime achievement award in Business leadership for the India Chemical Sector by the Economic Times in October, 2024, a testament to his commitment and visionary leadership.</p> <p>Shri Bhartia has in-depth knowledge of the industry in which the Company operates and its business operations. He is responsible for providing the Company's strategic vision and laying down suitable policy frameworks. He is involved in the day to day management of the Company and takes keen interest in all the on-going projects right from conception and planning till its execution and has been instrumental in guiding the activities of the Company all through. He has been associated with the Company for over 28 years as Managing Director and has been the Chairman of the Company since March, 2008.</p> <p>His expertise and skills have contributed effectively to the growth of the Company. He also has a good understanding of management and governance, finance, marketing, socio-political and economic environment, business Strategy, etc. Under his guidance, the Company strategically forayed into spirits, bio-fuels and Ennature business and all these businesses are performing well.</p> <p>In the recent past, the Company has successfully formed a joint venture with Clariant International Ltd., which is also doing well. The Company was also able to successfully set up and further scale up the grain-distillery and Bio-fuels capacities at Kashipur and Gorakhpur Plants in last couple of years which has ensured the smooth and uninterrupted supply of core feedstock-Alcohol- to the Company.</p>
Terms and Conditions of re-appointment	As per the details provided in the resolution set out at item no. 4 of this Notice read with Explanatory Statement thereto.	As per the details provided in the resolution set out at item no. 5 of this Notice read with Explanatory Statement thereto.
Shareholding in the Company including shareholding as a beneficiary owner (as on 31 <sup>st</sup> March, 2025)	300	4,48,722

Name of Director	Ms. Pragya Bhartia Barwale (DIN: 02109262)	Shri U.S. Bhartia (DIN: 00063091)
Directorships of other Companies	<p><b>Listed Companies:</b></p> <ol style="list-style-type: none"> <li>Polylink Polymers (India) Limited.</li> </ol> <p><b>Unlisted Companies:</b></p> <ol style="list-style-type: none"> <li>HWL Traders Limited.</li> <li>Kashipur Holdings Limited.</li> <li>JB Trustee Private Limited.</li> <li>IGL Infrastructure Private Limited.</li> <li>Ajay Commercial Co. Private Limited.</li> <li>PB Trustee Private Limited.</li> <li>Lund &amp; Blockley Private Limited.</li> </ol>	<p><b>Listed Companies:</b></p> <ol style="list-style-type: none"> <li>Polylink Polymers (India) Limited.</li> </ol> <p><b>Unlisted Companies:</b></p> <ol style="list-style-type: none"> <li>Hindustan Wires Limited.</li> <li>HWL Traders Limited.</li> <li>IGL Finance Limited.</li> <li>Kashipur Holdings Limited.</li> <li>Ajay Commercial Co. Private Limited.</li> <li>Clariant IGL Specialty Chemicals Private Limited.</li> <li>Facit Commosales Private Limited.</li> <li>IGL Infrastructure Private Limited.</li> <li>J. Boseck &amp; Co. Private Limited.</li> <li>JB Commercial Co. Private Limited.</li> <li>JB Trustee Private Limited.</li> <li>Lund &amp; Blockley Private Limited.</li> <li>PB Trustee Private Limited.</li> <li>PJ Trustee Private Limited.</li> <li>USB Trustee Private Limited.</li> <li>Golden Gate Institute of Management Studies Private Limited.</li> <li>PHD Chamber of Commerce and Industry.</li> <li>Federation of Indian Chambers of Commerce &amp; Industry (FICCI).</li> </ol>
Committee Membership(s)/ Chairmanship(s) of other Companies	Nil	<p><b>Listed Companies:</b></p> <ol style="list-style-type: none"> <li>Polylink Polymers (India) Limited- Audit Committee (Member), Nomination &amp; Remuneration Committee (Member) and Stakeholders' Relationship Committee (Member).</li> </ol> <p><b>Unlisted Companies:</b></p> <ol style="list-style-type: none"> <li>Kashipur Holdings Limited- Audit Committee (Member), Nomination &amp; Remuneration Committee (Member), Stakeholders' Relationship Committee (Chairman) and Risk Management Committee (Chairman).</li> <li>Hindustan Wires Limited- Stakeholders' Relationship Committee (Member).</li> </ol>
Listed entities from which the Director has resigned from Directorship in last 3 (Three) years.	Nil	Nil
Inter-se relationship with Other Directors/ Key Managerial Personnel	Shri U.S. Bhartia and Smt. Jayshree Bhartia, Directors, are related to her as father and mother respectively. Except this, she is not related to any of the Directors and Key Managerial Personnel of the Company.	Smt. Jayshree Bhartia and Ms. Pragya Bhartia Barwale, Directors are related to him as spouse and daughter, respectively. Except this, he is not related to any of the Directors and Key Managerial Personnel of the Company.
Number of Board Meetings attended during FY 24-25.	4 attended out of 5 held.	5 attended out of 5 held.
Remuneration last drawn (including sitting fees, if any)	₹6,02,29,596/- (including commission) for FY 25.	₹15,24,98,841/- (including commission) for FY 25.
Remuneration proposed to be paid	As per the details provided in the resolution set out at item no. 4 of this Notice read with Explanatory Statement thereto.	As per the details provided in the resolution set out at item no. 5 of this Notice read with Explanatory Statement thereto.