



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, Website : www.indiaglycols.com

25th October, 2024

The Manager (Listing)
BSE Limited
1st 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 earlier intimation dated 21st September, 2024 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 21st September, 2024** ("Notice") together with the Explanatory Statement, for seeking approval of the Members for the 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, 18th October, 2024** 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-september-2024.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, 28th October, 2024 at 9:00 A.M. (IST) and end on Tuesday, 26th November, 2024 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 the provisions of Section 108, Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”), Rule 20, 22 and other applicable rules of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with General Circular Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 3/2022, 11/2022, 09/2023 and 09/2024 dated 8th April, 2020, 13th April, 2020, 15th June, 2020, 28th September, 2020, 31st December, 2020, 23rd June, 2021, 8th December, 2021, 5th May, 2022, 28th December, 2022, 25th September, 2023 and 19th 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, 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 by the Members of the Company, by way of Postal Ballot **by voting through electronic means only (“Remote E-voting”)**. The Explanatory Statement pursuant to Section 102 and other applicable provisions of the Act, setting out the material facts and reasons for the proposed resolutions is appended herewith and forms part of the Postal Ballot Notice (“**Notice**”).

The Board of Directors of the Company (“**Board**”) at its meeting held on 21st September 2024, subject to approval of the members of the Company by way of Special Resolutions and subject to other necessary approvals, consents and conditions, had approved the appointment of Shri Sushil Dutt Salwan (DIN: 10776621) and Shri Samrat Banerjee (DIN: 06706345), as Additional Directors in the capacity of Independent Directors of the Company for a term of 5 (Five) consecutive years w.e.f. 1st October, 2024 and also the re-appointment of Smt. Shukla Wassan (DIN: 02770898) as an Independent Director, for the second term of 5 (Five) consecutive years w.e.f. 1st April, 2025 and accordingly, the proposed resolutions are appended herewith.

Further, in compliance with the aforesaid MCA Circulars, this Notice, inter-alia, indicating the process and manner of voting through electronic means is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ 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 only take place through the Remote E-voting system. If your e-mail address is not registered with the Company/ Registrar and Share Transfer Agent/Depositories, then please follow the process provided in the Notes hereunder to receive this Notice and login ID and password for Remote E-voting.

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

SPECIAL BUSINESS:**1. To approve appointment of Shri Sushil Dutt Salwan (DIN: 10776621) as an Independent Director of the Company.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“**the Act**”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, Shri Sushil Dutt Salwan (DIN: 10776621) who was appointed as an Additional Director in the capacity of Independent Director by the Board of Directors w.e.f. 1st October, 2024 in terms of Section 161 of the Act and who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1) (b) of the SEBI Listing Regulations and in respect of whom the Company has received requisite notice in writing under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold the office for a term of 5 (Five) consecutive years w.e.f. 1st October, 2024 upto 30th September, 2029.

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

2. To approve appointment of Shri Samrat Banerjee (DIN: 06706345) as an Independent Director of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“**the Act**”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, Shri Samrat Banerjee (DIN: 06706345) who was appointed as an Additional Director in the capacity of Independent Director by the Board of Directors w.e.f. 1st October, 2024 in terms of Section 161 of the Act and who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing

Regulations and in respect of whom the Company has received requisite notice in writing under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold the office for a term of 5 (Five) consecutive years w.e.f. 1st October, 2024 upto 30th September, 2029.

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

3. To approve re-appointment of Smt. Shukla Wassan (DIN: 02770898) as an Independent Director of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“**the Act**”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, Smt. Shukla Wassan (DIN: 02770898), who was appointed as an Independent Director of the Company and who holds office upto 31st March, 2025, and being eligible for the re-appointment and who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received the requisite notice in writing under Section 160 of the Act proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for the second term of 5 (Five) consecutive years with effect from 1st April 2025 upto 31st March, 2030.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this resolution.”

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

Place: Noida
Date : 21st September, 2024

**Ankur Jain
Company Secretary**

Registered Office:

A-1, Industrial Area, Bazpur Road,
Kashipur-244713,
District Udham Singh Nagar,
Uttarakhand
CIN: L24111UR1983PLC009097
Telephone no: +91-5947-269000, 269500
Fax: +91-5947-275315, 269535
Website: www.indiaglycols.com
e-mail: compliance.officer@indiaglycols.com

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.
2. This Notice is being sent to the Members of the Company whose names appear on the Register of Members of the Company/ List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”), (hereinafter, called “**the Depositories**”) as on the cut-off date i.e. **Friday, 18th October, 2024** and who have registered their e-mail address with the Company or Registrar and Share Transfer Agent or Depositories.

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

3. As per the provisions of Section 108, 110 and other applicable provisions of the Act read with Rule 20 & 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 8th April, 2020, 13th April, 2020, 15th June, 2020, 28th September, 2020, 31st December, 2020, 23rd June, 2021, 8th December, 2021, 5th May, 2022, 28th December, 2022, 25th September, 2023 and 19th 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**”), F-65, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi 110020 or with the Depositories. The hard copies of this Notice along with Postal Ballot Form and pre-paid business reply envelope is 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 F-65, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi 110020 or e-mail at admin@mcsregistrars.com along with the copy of the signed request letter mentioning the name, folio number and address of the Member, self-attested copy of the PAN card, self-attested copy of Aadhar and copy of share certificate (front & back).**
 - (II) **Members holding shares in dematerialized mode are requested to register/ update their e-mail addresses by following the process mentioned above for Physical Holding and send 16 digit DPID & Client ID in place of Folio No. along with scanned copy of self-attested Client Master copy or consolidated Demat Account Statement.**

However, for permanent registration of 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.

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 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, 28th October, 2024 at 9:00 A.M. (IST) and end on Tuesday, 26th November, 2024 at 5:00 P.M. (IST) (both days inclusive). During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. Friday, 18th October, 2024, may cast their vote by Remote E-voting. The Remote E-voting shall not be allowed beyond the said date and time. The Remote E-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.**
- IV. **The process and manner for Remote E-voting are as under:**

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

Step 1: Access to NSDL e-Voting system.




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

Step 1: Access to NSDL e-Voting system

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

In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the Remote E-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdEasDirectReg.jsp. 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the Remote E-Voting period. 4. Shareholders / Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>

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

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

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

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

- 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***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your e-mail ID is not registered, please follow steps mentioned below in process for those shareholders whose e-mail ids are not registered.
6. If you are unable to retrieve or have not received the "initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/ Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/ folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (one Time Password) based login for casting the votes on the e-voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of **India Glycols Limited**.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/ modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- (a) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ashish@asandco.net with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on "**Upload Board Resolution/Authority Letter**" displayed under "**e-Voting**" tab in their login.
- (b) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- (c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on nos.: 022 – 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com.

Process for those shareholders whose e-mail ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolution set out in this Notice:

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by e-mail to compliance_officer@indiaglycols.com or to the RTA at admin@mcsregistrars.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to compliance.officer@indiaglycols.com or to the RTA at admin@mcsregistrars.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) above i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode**.
3. Alternatively, shareholders/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and e-mail ID correctly in their demat account in order to access e-Voting facility.

- V. **The voting rights of Members shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date i.e. Friday, 18th October, 2024. A person who is not a Member as on the cut-off date should treat this Notice for information only.**
- VI. Any person, who is a Member of the Company on the cut-off Date i.e. **Friday, 18th October, 2024** and has not received login ID and password, may obtain the User ID and password by sending a request at evoting@nsdl.com or to the RTA at admin@mcsregistrars.com. However, if you are already registered with NSDL for Remote E-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using 'Forgot User Details/ Password?' or 'Physical User Reset Password?' option available on www.evoting.nsdl.com
- VII. A person, whose name is recorded in the register of Members of the Company or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. **Friday, 18th October, 2024** only shall be entitled to avail the facility of Remote E-voting.
- VIII. Shri Ashish Saxena (C.P. No. 7096) of Ashish Saxena & Co., Company Secretaries, having their office at A-32, Nyay Khand-I, Indirapuram, Ghaziabad-201014, Uttar Pradesh has been appointed as the Scrutinizer for conducting the Postal Ballot process including 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 and on the website of NSDL at www.evoting.nsdl.com and the results shall also be immediately communicated to the BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE).
- XI. 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 7th 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/update of PAN, KYC details), ISR-2 (signature of shareholder), SH-13 (nomination), SH-14 (cancellation/variation in nomination), ISR-3 (opting out of Nomination) to the RTA at F-65, 1st Floor, Okhla Industrial Area, Phase I, New Delhi - 110020 or e-mail at admin@mcsregistrars.com.

Further, effective from 1st April, 2024, SEBI has mandated that the shareholders, who hold shares in physical mode and who have not updated the above 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 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:**

- a. **To the RTA in the prescribed form mentioned at point (I) above for shares held in physical form and;**
- b. **To their respective Depository Participants in respect of shares held in demat mode.**

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

7. SEBI vide its circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 in order to increase the efficiency of the voting process, has enabled e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the e-voting service providers (ESPs), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
8. SEBI had mandated that effective from 1st April, 2019, securities of listed companies can only be transferred in dematerialized form. Therefore, the Company has not been accepting any request for transfer of shares in physical form w.e.f. 1st April, 2019.
9. All relevant documents referred to in the Notice and Explanatory Statement shall be made available electronically for inspection by the Members from the date of circulation of this Notice and up to the last date of Remote E-voting. Members who wish to inspect the same may write to the Company Secretary at compliance.officer@indiaglycols.com.
10. SEBI vide its Master Circular SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/145 dated 11th August 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

Based on the recommendation of the Nomination and Remuneration Committee (“**NRC**”), the Board of Directors (“**the Board**”) of the Company at their meeting held on 21st September, 2024 appointed Shri Sushil Dutt Salwan (DIN: 10776621) as an Additional Director in the capacity of Independent Director of the Company to hold office for a term of 5 (Five) consecutive years w.e.f. 1st October, 2024, not liable to retire by rotation, subject to approval of the Members of the Company by way of a Special Resolution, pursuant to the provisions of Section 149, 150, 152, Schedule IV and other applicable provisions 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 SEBI Listing Regulations, a listed company shall ensure that approval of the shareholders for the appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of his appointment, whichever is earlier. Further, in terms of Regulation 25(2A) of the SEBI Listing Regulations, inter-alia, the appointment of an Independent Director shall be subject to the approval of Members by way of a Special Resolution.

Shri Salwan aged about 64 years is a designated Senior Advocate with over 38 years of experience before Supreme Court of India and other Courts and Tribunals on various matters.

Shri Salwan fulfils all conditions specified by applicable laws for the position of an Independent Director of the Company and also has given a declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) the Act and Regulation 16(1) (b) in terms Regulation 25 of SEBI Listing Regulations. He has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an independent Director with an objective independent judgment and without any external influence and has also given his consent to act as a Director of the Company. It has also been confirmed by him that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act along with a declaration that he has not been debarred or disqualified from being appointed or continuing as director of companies by the SEBI or Ministry of Corporate Affairs or any such statutory authority and has also registered himself in the Independent Director’s Data Bank maintained by the Indian Institute of Corporate Affairs. In terms of Section 160 of the Act, the Company has also received notice in writing proposing his candidature for the office of a Director in the Company.

Considering his qualifications, positive attributes and rich experience & expertise in the field of legal & regulatory compliances, litigation strategies including handling corporate litigation and corporate governance etc., the NRC and the Board are of the view that Shri Salwan’s appointment on the Board will be of immense benefit and in the interest of the Company. The NRC and the Board of Directors have also considered various factors including current tenure of Directors, skill matrix, diversity, time-commitment and statutory requirements etc. while considering his appointment.

In the opinion of the Board, Shri Sushil Dutt Salwan is a person of integrity and fulfils the conditions for his appointment as an Independent Director as specified in the Act read with the rules made thereunder and the SEBI Listing Regulations and is independent of the management and also possesses appropriate skills, experience and knowledge which are in alignment with the skills and expertise identified by the NRC and the Board, for the Directors of the Company. Accordingly, his appointment as an Independent Director would be beneficial to the Company and will further help the Board to discharge its functions and duties more effectively.

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

Accordingly, approval of the Members is sought by way of a Special Resolution for appointment of Shri Sushil Dutt Salwan for a term of 5 (Five) years with effect from 1st October, 2024 upto 30th September,

2029 in compliance with the provisions of Section 149 read with Schedule IV and any other applicable provisions of the Act and Regulations 17(1C) & 25(2A) and any other applicable Regulations of the SEBI Listing Regulations. In line with the Company's Nomination, Remuneration and Evaluation policy, Shri Salwan will be entitled to receive sitting fee, re-imbursement of expenses for participation in the Board/ Committee(s) meetings and commission, as may be decided by the Board subject to the provisions of the Act.

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

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

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

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

ITEM NO. 2

Based on the recommendation of the Nomination and Remuneration Committee ("**NRC**"), the Board of Directors ("**the Board**") of the Company at their meeting held on 21st September, 2024 appointed Shri Samrat Banerjee (DIN: 06706345) as an Additional Director in the capacity of Independent Director of the Company to hold office for a term of 5 (Five) consecutive years w.e.f. 1st October, 2024, not liable to retire by rotation, subject to approval of the Members of the Company by way of a Special Resolution, pursuant to the provisions of Section 149, 150, 152, Schedule IV and other applicable provisions 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 SEBI Listing Regulations, a listed Company shall ensure that approval of the shareholders for the appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of his appointment, whichever is earlier. Further, in terms of Regulation 25(2A) of the SEBI Listing Regulations, inter-alia, the appointment of an Independent Director shall be subject to the approval of Members by way of a Special Resolution.

Shri Banerjee aged about 49 years has approx. 3 decades of experience in managing multi asset class portfolios for wealthy families.

Shri Banerjee fulfils all conditions specified by applicable laws for the position of an Independent Director of the Company and also has given a declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) the Act and Regulation 16(1) (b) in terms Regulation 25 of SEBI Listing Regulations. He has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an independent Director with an objective independent judgment and without any external influence

and has also given his consent to act as a Director of the Company. It has also been confirmed by him that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act along with a declaration that he has not been debarred or disqualified from being appointed or continuing as director of companies by the SEBI or Ministry of Corporate Affairs or any such statutory authority and has also registered himself in the Independent Director's Data Bank maintained by the Indian Institute of Corporate Affairs. In terms of Section 160 of the Act, the Company has also received notice in writing proposing his candidature for the office of a Director in the Company.

Considering his qualifications, positive attributes and rich experience & expertise inter-alia, in the field of Financial Analysis, Banking, Asset and Finance Management, Strategic Planning, Credit and Risk Assessment, Compliance Oversight and Corporate Governance, Micro and Macro Economics etc. the NRC and the Board are of the view that Shri Banerjee's appointment on the Board will be of immense benefit and in the interest of the Company. The NRC and the Board of Directors have also considered various factors including current tenure of Directors, skill matrix, diversity, time-commitment and statutory requirements etc. while considering his appointment.

In the opinion of the Board, Shri Samrat Banerjee is a person of integrity and fulfils the conditions for his appointment as an Independent Director as specified in the Act read with the rules made thereunder and the SEBI Listing Regulations and is independent of the management and also possesses appropriate skills, experience and knowledge which are in alignment with the skills and expertise identified by the NRC and the Board, for the Directors of the Company. Accordingly, his appointment as an Independent Director would be beneficial to the Company and will further help the Board to discharge its functions and duties more effectively.

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

Accordingly, approval of the Members is sought by way of a Special Resolution for appointment of Shri Samrat Banerjee for a term of 5 (Five) years with effect from 1st October, 2024 upto 30th September, 2029 in compliance with the provisions of Section 149 read with Schedule IV and any other applicable provisions of the Act and Regulations 17(1C) & 25(2A) and any other applicable Regulations of the SEBI Listing Regulations. In line with the Company's Nomination, Remuneration and Evaluation policy, Shri Banerjee will be entitled to receive sitting fee, re-imbursement of expenses for participation in the Board/ Committee(s) meetings and commission, as may be decided by the Board subject to the provisions of the Act.

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

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

Except Shri Samrat Banerjee and/or his relatives, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 2 of the accompanying Notice.

The Board of Directors recommends the resolution set out at item no. 2 of this Notice for approval of the Members as a Special Resolution.

ITEM NO. 3

The Members of the Company at the Annual General Meeting held on 24th September 2020 appointed Smt. Shukla Wassan (DIN: 02770898) as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years w.e.f. 1st April, 2020 upto 31st March, 2025, not liable to retire by rotation, in terms of the provisions of, inter-alia, Section 149 and Schedule IV of the Companies Act, 2013 (“the Act”) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”). Her first term as an Independent Director is due to expire on 31st March, 2025.

Section 149 of the Act, inter-alia, provides that an Independent Director shall be eligible for re-appointment for the second term of up to 5 (five) consecutive years on passing a Special Resolution by the Members of the Company.

Smt. Shukla Wassan, aged about 64 years has been a seasoned legal and corporate professional with over 3 decades of experience in the related field. Smt. Wassan being eligible has offered herself for re-appointment as an Independent Director for the second term, upon expiry of her first term.

She has given a declaration confirming that she continues to meet the criteria of independence as prescribed under Section 149(6) the Act and Regulation 16(1)(b), in terms Regulation 25 of SEBI Listing Regulations. She has also confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an independent Director with an objective independent judgment and without any external influence and has also given her consent to act as a Director of the Company. 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 along with a declaration that she has not been debarred or disqualified from being appointed or continuing as director of companies by the SEBI or Ministry of Corporate Affairs or any such statutory authority and has also registered herself in the Independent Director's Data Bank maintained by the Indian Institute of Corporate Affairs. In terms of Section 160 of the Act, the Company has also received notice in writing proposing her candidature for the office of a Director in the Company.

Based on the recommendations of the Nomination and Remuneration Committee (“NRC”) and basis report of performance evaluation, the Board of Directors (“the Board”) in their meeting held on 21st September 2024, has approved the re-appointment of Smt. Shukla Wassan, as an Independent Director, not liable to retire by rotation, for the second term of 5 (Five) consecutive years w.e.f. 1st April, 2025 upto 31st March, 2030, subject to the approval of the Members, in pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Act and SEBI Listing Regulations.

Further, considering the skills, experience and competencies required for a Director for the Board in the context of the business and Sector of the Company and also looking into her qualifications, positive attributes, rich experience and knowledge in the areas of legal, management, administration and corporate governance and contributions made by her during her tenure in the Board deliberation and growth of the Company, the NRC and the Board are of the view that her continued association as an Independent Director of the Company will be in the beneficial interest of the Company.

In the opinion of the Board, Smt. Shukla Wassan is a person of integrity and fulfils the conditions for her re-appointment as an Independent Director for the second term as specified in the Act and the SEBI Listing Regulations and is independent of the management and also possesses appropriate skills, experience and knowledge which are in alignment with the skills and expertise identified by the NRC and the Board, for the Directors of the Company. Accordingly, her re-appointment as an Independent Director would be beneficial to the Company.

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

Accordingly, approval of the Members is sought by way of a Special Resolution for re-appointment of Smt. Shukla Wassan for the second term of 5 (Five) consecutive years w.e.f. 1st April, 2025 upto 31st March, 2030 in compliance with the provisions of Section 149 read with Schedule IV and any other applicable provisions of the Act and SEBI Listing Regulations. In line with the Company's Nomination, Remuneration and Evaluation policy, Smt. Wassan will be entitled to receive sitting fee, re-imbursement of expenses for participation in the Board/ Committee(s) meetings and commission, as may be decided by the Board subject to the provisions of the Act.

Copy of relevant documents including draft letter of re-appointment setting out the terms of re-appointment 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.

Except Smt. Shukla Wassan and/or her relatives, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 3 of the accompanying Notice.

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

The Board recommends the resolution set out at item nos. 3 of this notice for approval of the Members as a Special Resolution.

Annexure to the Postal Ballot Notice dated 21st September, 2024

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

Name of Director	Shri Sushil Dutt Salwan (DIN: 10776621)	Shri Samrat Banerjee (DIN: 06706345)	Smt. Shukla Wassan (DIN: 02770898)
Age (Date of Birth)	64 years (18 th October, 1960)	49 Years (17 th June, 1975)	64 Years (18 th December, 1959)
Date of First Appointment on the Board	01 st October, 2024	01 st October, 2024	01 st April, 2020
Qualifications	Graduate in Commerce (Hons) and LL.B. from Delhi University.	Graduate and Post Graduate in Economics from Delhi University.	Graduate in Commerce (Hons) & LL.B. from Calcutta University, Fellow Member of Institute of Company Secretaries of India and Chartered Institute of Arbitrators, UK.
Experience (Expertise in Specific functional Area)/ Brief Resume / Skills & Capabilities	<p>Shri Sushil Dutt Salwan is a designated Senior Advocate with over 38 years of experience before Supreme Court of India, High Courts of various Indian States, Judicial and Quasi-Judicial Forums and Tribunals, on various legal matters.</p> <p>He has been a former Additional Standing Counsel for Govt. of NCT of Delhi in Delhi High Court. He has represented DDA, Madhya Pradesh Housing Board, Madhya Pradesh State Industrial Development Corporation, besides one of the largest Media House and Automobile Company, besides other private clients including various Sports Federations. His practice areas include Writ and Appellate Courts, Arbitration Law, Consumer Law, Constitutional Law, Environmental Laws and Media Laws, Service Law, Sports Law, etc.</p> <p>He holds membership of various professional bodies and associations including International Institute of Human Rights, Bar Council of India, INSOL-International, INSOL India and is on the Board of a philanthropic Society running various schools in National Capital Region. He has also been a former Editor with Indian Law Reports (Delhi Series), the official law journal of Delhi High Court.</p> <p>He possesses rich experience & expertise in the field of legal & regulatory compliances, litigation strategies including handling corporate litigation and corporate governance etc.</p> <p>The requisite skills and capabilities that are required for the role are provided in the Explanatory Statement to the notice.</p>	<p>Shri Samrat Banerjee has approx. 3 decades of experience in the field of financial analysis, Banking, Asset and Finance Management, strategic planning, credit and risk assessment, compliance oversight and corporate governance, micro and macroeconomics etc.</p> <p>He is a co-founder of Blue Edge, an India focused investment execution platform structured as a family investment office. Prior to Blue Edge, he worked for about 7 years with HSBC Private Banking based in New Delhi, heading the North & East business for HSBC Private Banking India. He also worked with the French Banking major Societe Generale as a Senior Director for 4 years. He has also spent 7 years working in ABN Amro Private Banking and Standard Chartered Bank in various leadership roles.</p> <p>The requisite skills and capabilities that are required for the role are provided in the Explanatory Statement to the notice.</p>	<p>Smt. Shukla Wassan has over 3 decades of experience. Her wide-ranging areas of expertise includes Joint Venture, Refranchising, Strategic Alliances, Fund Structuring, Intellectual Property, Indirect Taxation, Competition Law, Arbitration, Corporate Governance, POSH and Corporate Social Responsibilities.</p> <p>She is also an internationally accredited Specialist Mediator. She has served on Boards of various Companies (Listed and Unlisted) of India, Nepal, Bangladesh and Sri Lanka Companies for more than a decade.</p> <p>She has been part of the Senior Leadership Team of multinational companies - Hindustan Coca-Cola Beverages Pvt Ltd, Xerox India Ltd, Max New York Life Insurance Company Ltd and Reckitt Benckiser Ltd. She has also been Committee Member of various industry forums including CII and FICCI and with leadership roles in community organization.</p> <p>She is a recipient of the ICCA Excellence Award 2019 in the F&B Sector; 'Corporate Lawyer of the Year' by the Annual Women in Compliance Awards-2017 organized by C5 Communications Limited (formerly known as Euroform) a subsidiary of C5 Group Inc., UK. She has also been awarded the Jury award for 'Outstanding Achievement – In house - Female', 2013 and 'General Counsel of the Year (Female)' 2014 by Legal Era. She has been enlisted in 'World's Leading General Counsel' published by LegalEra in London – November 2017.</p> <p>The requisite skills and capabilities that are required for the role are provided in the Explanatory Statement to the notice.</p>

Name of Director	Shri Sushil Dutt Salwan (DIN: 10776621)	Shri Samrat Banerjee (DIN: 06706345)	Smt. Shukla Wassan (DIN: 02770898)
Terms and Conditions of appointment/re-appointment	As per the details provided in the resolution set out at item no. 1 of this Notice read with Explanatory Statement thereto.	As per the details provided in the resolution set out at item no. 2 of this Notice read with Explanatory Statement thereto.	As per the details provided in the resolution set out at item no. 3 of this Notice read with Explanatory Statement thereto.
Directorships of other Companies	Nil	Unlisted Companies: 1. Autometers Alliance Limited 2. IGL Infrastructure Private Limited 3. Blue Mountain Advisors India Private Limited 4. Old Fir Advisors India Private Limited 5. Head Stone Advisors India Private Limited 6. SBKP Consultancy Private Limited 7. Real Gain Investment Advisors Private Limited 8. People for Holistic Growth Foundation	Listed Companies: 1. GE Power India Limited
Committee Membership(s)/ Chairmanship(s) of other Companies	Nil	Unlisted Companies: Autometers Alliance Limited- 1. Audit Committee (Member); 2. Nomination & Remuneration Committee (Member); 3. Corporate Social responsibility Committee (Member).	Listed Companies: GE Power India Limited- 1. Audit Committee (Member); 2. Nomination & Remuneration Committee (Chairperson); 3. Stakeholder relationship Committee (Chairperson); 4. Strategy & Innovation Committee (Member); 5. Inclusion and Diversity Committee (Chairperson).
Listed entities from which the Director has resigned from Directorship in last 3 (Three) years.	Nil	Nil	Nil
Shareholding in the Company including shareholding as a beneficiary owner (as on 21 st September, 2024)	Nil	Nil	Nil
<i>Inter-se</i> relationship with Other Directors/ Key Managerial Personnel	Nil	Nil	Nil
Number of Board Meetings attended during FY 2023-24 & FY 2024-25 (till 21 st September, 2024)	Not Applicable	Not Applicable	4 Meetings attended (out of 4 during FY-2023-24) 3 Meetings attended (out of 3 till 21 st September, 2024)
Remuneration last drawn (including sitting fees, if any)	Not Applicable	Not Applicable	Sitting Fees: ₹ 2,10,000 Commission: ₹ 10,00,000
Remuneration proposed to be paid	As per the details mentioned in the Explanatory Statement to this Notice.	As per the details mentioned in the Explanatory Statement to this Notice.	As per the details mentioned in the Explanatory Statement to this Notice.