



THE **INDOGULF** GROUP



**February 26, 2026**

To,  
Listing Operation Department  
**BSE Limited**  
20<sup>th</sup> Floor, Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai - 400001

To,  
Listing Compliance Department  
**National Stock Exchange of India Limited**  
Bandra Kurla Complex, Bandra (East),  
Mumbai- 400051

**Scrip Code:** 544432

**NSE Symbol:** IGCL

**Subject: Postal Ballot Notice – Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/ Ma'am,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a copy of Postal Ballot Notice of the Company along with Explanatory Statement pursuant to the applicable provisions of the Companies Act, 2013 read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Notice') for seeking approval of the members of the Company on the resolutions forming part of the Postal Ballot Notice.

In Compliance with the provisions of the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs, this Postal Ballot Notice 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 and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on **Friday, February 20, 2026 ('Cut-off date')**. Accordingly, physical copy of the Postal Ballot Notice is not being sent to the members.

The Company has engaged National Securities Depository Limited ("NSDL") to provide services of remote e-Voting facility to its Members.

The remote e-Voting period commences on **Friday, February 27, 2026, from 9.00 A.M. (IST)** and ends on **Saturday, March 28, 2026 at 5.00 P.M. (IST)**.

The Postal Ballot Notice is also available on the website of the Company i.e. and on NSDL's e-voting website i.e. [www.groupindogulf.com](http://www.groupindogulf.com) and [www.evoting.nsd.com](http://www.evoting.nsd.com) respectively.

Thanking you,

Yours faithfully,  
For **Indogulf Crop Sciences Limited**

Sakshi Jain  
**(Company Secretary and Compliance Officer)**  
**M.No:** A67325  
**Address:** 501, Gopal Heights, Plot No-D-9,  
Netaji Subhash Place, Delhi-110034 (India)

Enclosed as above.

## INDOGULFCROPSCIENCES LTD.

H.O. : 501, Gopal Heights,  
Netaji Subhash Place  
Delhi - 110034 (INDIA)  
CIN: L74899DL1993PLC051854

Tel.: +91-11-40040400 (99 Line)  
Fax: +91-11-40040444  
E-mail : [info@groupindogulf.com](mailto:info@groupindogulf.com)  
[www.groupindogulf.com](http://www.groupindogulf.com)





THE INDOGULF GROUP

—Let's—  
**GROW**  
together

## POSTAL BALLOT NOTICE

*(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)*

### TO THE MEMBERS OF THE COMPANY

Notice is hereby given that the resolutions set out below are proposed for approval by the shareholders of Indogulf Crops Sciences Limited (**"the Company"**) by means of Postal Ballot, only by remote e-voting process (**"e-voting"**) being provided by the Company to all its members to cast their votes electronically, pursuant to Section 110 of the Companies Act, 2013 (**"the Act"**), Rule 22 of the Companies (Management and Administration) Rules, 2014 (**"the Rules"**) and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, read with other relevant circulars, including General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (**"MCA Circulars"**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**), Secretarial Standard on General Meetings (**"SS-2"**) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

The Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions proposed in this Postal Ballot Notice and additional information as required under the Listing Regulations is attached.

### SPECIAL BUSINESS:

#### 1. To approve the re-appointment of Mr. Om Prakash Aggarwal (DIN: 00732440) as a Whole-time Director designated as Executive Chairman, and in this regard,

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, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and Rules framed thereunder (including any statutory modifications or re-enactments thereof, for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Mr. Om Prakash Aggarwal (DIN - 00732440), who has attained age of 75 years, as a Whole-time Director designated as "Executive Chairman of the Company, for a further period of 5 (Five) years with effect from April 1, 2026 on the terms and conditions and remuneration as set out in the explanatory statement annexed to this notice.

**RESOLVED FURTHER THAT** the aggregate salary, perquisites and allowances of Mr. Om Prakash Aggarwal, Whole-time Director designated as Executive Chairman of the Company in any financial year shall not exceed the limits prescribed under Section 197 of the Companies Act, 2013 or maximum permissible limits under Schedule V to the Companies Act, 2013 as amended from time to time.

**RESOLVED FURTHER THAT** in the event of absence or in adequacy of profits of the Company in any financial year, he be paid the said remuneration as minimum remuneration subject to the terms and upto the maximum limits prescribed in Schedule V to the Companies Act, 2013.

**RESOLVED FURTHER THAT** any of the Directors or the Company Secretary of the Company be and are hereby Jointly and severally authorized to do and execute all such acts, deeds and things as may be deemed proper, necessary or expedient, including filing the requisite e-forms or submission of documents with the Registrar of Companies, and other concerned statutory authorities for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

## INDOGULFCROPSSCIENCES LTD.

H.O. : 501, Gopal Heights,  
Netaji Subhash Place  
Delhi - 110034 (INDIA)  
CIN: L74899DL1993PLC051854

Tel.: +91-11-40040400 (99 Line)  
Fax: +91-11-40040444  
E-mail : info@groupindogulf.com  
www.groupindogulf.com



**2. To approve the re-appointment of Mr. Sanjay Aggarwal (DIN: 00763635) as a Managing Director, and in this regard,**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and Rules framed thereunder (including any statutory modifications or re-enactments thereof, for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Mr. Sanjay Aggarwal (DIN-00763635) as Managing Director of the Company, for a further period of 5 (Five) years with effect from April 1, 2026 on the terms and conditions and remuneration as set out in the explanatory statement annexed to this notice.

**RESOLVED FURTHER THAT** the aggregate salary, perquisites and allowances of Mr. Sanjay Aggarwal, Managing Director of the Company in any financial year shall not exceed the limits prescribed under Section 197 of the Companies Act, 2013 or maximum permissible limits under Schedule V to the Companies Act, 2013 as amended from time to time.

**RESOLVED FURTHER THAT** in the event of absence or in adequacy of profits of the Company in any financial year, he be paid the said remuneration as minimum remuneration subject to the terms and upto the maximum limits prescribed in Schedule V to the Companies Act, 2013.

**RESOLVED FURTHER THAT** any of the Directors or the Company Secretary of the Company be and are hereby jointly and severally authorized to do and execute all such acts, deeds and things as may be deemed proper, necessary or expedient, including filing the requisite e-forms or submission of documents with the Registrar of Companies, and other concerned statutory authorities for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

**3. To approve the re-appointment of Mr. Rahul Gupta (DIN: 09192630) as an Independent, Professional and Non-Executive Director, and in this regard,**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and 161(1) read with Schedule IV and other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualifications of Directors) Rules, 2014, and in accordance with the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the re-appointment of Mr. Rahul Gupta (DIN: 09192630) as an Independent Director of the Company, not liable to retire by rotation, for a second term of five (5) consecutive years commencing from December 29, 2025, be and is hereby approved.

**RESOLVED FURTHER THAT** any of the Directors or the Company Secretary of the Company be and are hereby jointly and severally authorized to do and execute all such acts, deeds and things as may be deemed proper, necessary or expedient, including filing the requisite e-forms or submission of documents with the Registrar of Companies, and other concerned statutory authorities for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

**4. To approve the re-appointment of Mr. Sandeep Bhutani (DIN:09463909) as an Independent, Professional and Non-Executive Director, and in this regard,**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and 161(1) read with Schedule IV and other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualifications of Directors) Rules, 2014, and in accordance with the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the re-appointment of Mr. Sandeep Bhutani (DIN:

09463909) as an Independent Director of the Company, not liable to retire by rotation, for a second term of five (5) consecutive years commencing from December 29, 2025, be and is hereby approved.”

**RESOLVED FURTHER THAT** any of the Directors or the Company Secretary of the Company be and are hereby Jointly and severally authorized to do and execute all such acts, deeds and things as may be deemed proper, necessary or expedient, including filing the requisite e-forms or submission of documents with the Registrar of Companies, and other concerned statutory authorities for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

By Order of the Board  
**INDOGULF CROPSCIENCES LIMITED**

**Sd/-**

**Sakshi Jain**  
**Company Secretary**  
**and Compliance officer**  
**ACS: 67325**

**Date:** February 11, 2026  
**Place:** Delhi  
**Registered Office:** 501, Gopal Heights,  
Netaji Subhash Place, Delhi-110034  
**Website:** [www.groupindogulf.com](http://www.groupindogulf.com)  
**Tel.:** 011-40040400  
**Fax:** +91-11-40040444

## Notes:

1. A statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations is attached.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear in the register of members / register of beneficial owners as on Friday, February 20, 2026 ("Cut-Off Date") received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of this Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
3. The Company has engaged the services of National Securities Services Limited ("**NSDL**") as the agency to provide e-voting facility.
4. This Postal Ballot Notice will also be available on the Company's website at [www.groupindogulf.com](http://www.groupindogulf.com), websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at <https://www.bseindia.com/> and <https://www.nseindia.com/> respectively, and on the website of NSDL at <https://nsdl.co.in/> .
5. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form.
6. Only a person, whose name is recorded in the register of members / register of beneficial owners, as on the Cut-Off Date i.e February 20, 2026 maintained by the Depositories shall be entitled to participate in the e-voting. A person who is not a member as on the Cut-Off Date, should treat this Postal Ballot Notice for information purpose only.
7. Voting rights of a member / beneficial owner (in case of electronic shareholding) shall be in proportion to his / her / its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
8. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, as amended ("SEBI Master Circular"), and SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolutions electronically. The instructions for e-voting are provided as part of this Postal Ballot Notice.
9. **The e-voting period commences at 9:00 a.m. (IST) on Friday, February 27, 2026, and ends at 5:00 p.m. (IST) on Saturday, March 28, 2026.**

The e-voting will not be allowed beyond the aforesaid date and time, and the e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period.

10. The Board of Directors has appointed Mr. Rohit Bhatia ("**the Scrutinizer**"), ACS: 67220 and COP: 25126, Company Secretary in practise, as Scrutiniser for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutiniser's decision on the validity of the votes cast in the Postal Ballot shall be final.
11. The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman and Managing Director of the Company or any person authorised by him. The results of e-voting will be announced on or before Tuesday, March 31, 2026, and will be displayed on the Company's website at [www.groupindogulf.com](http://www.groupindogulf.com) and the website of NSDL at <https://nsdl.co.in/>

The results will simultaneously be communicated to the Stock Exchanges and will also be displayed at the registered office of the Company.

12. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting, i.e., Saturday, March 28, 2026.
13. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the members from the date of circulation of this Postal Ballot Notice until the last date of e-voting.

Members seeking to inspect such documents can send an email to [cs@groupindogulf.com](mailto:cs@groupindogulf.com) mentioning his / her / its folio number / DP ID and Client ID.

## PROCEDURE FOR E-VOTING:

### How do I vote electronically using NSDL e-Voting system?

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

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

In terms of SEBI circular dated December 9, 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 email 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 <b>e-Voting service provider i.e. NSDL</b> 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 <b>IDeAS</b> 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 “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed 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 “<b>Register Online for IDeAS Portal</b>” 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 “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ 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</li></ol>

	<p>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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. 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>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a 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	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.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

<b>Login type</b>	<b>Helpdesk details</b>
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 shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

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

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

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

5. 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 email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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**

1. 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 [csrohit2021@gmail.com](mailto:csrohit2021@gmail.com) 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.
2. 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.

3. 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 : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, at [evoting@nsdl.com](mailto:evoting@nsdl.com)

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [cs@goupindogulf.com](mailto:cs@goupindogulf.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 [cs@goupindogulf.com](mailto:cs@goupindogulf.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)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/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 December 9, 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 email ID correctly in their demat account in order to access e-Voting facility.

**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

The following Statement sets out all material facts relating to the Special Businesses proposed in this Postal Ballot Notice:

**ITEM NO. 1**

**Re-appointment of Mr. Om Prakash Aggarwal (DIN: 00732440) as a Whole-time Director designated as Executive Chairman.**

Mr. Om Prakash Aggarwal, aged 75 years, is the Chairman and Whole time Director (Executive) and one of the Promoters of our Company. He holds a bachelor's degree in commerce from University of Delhi, Delhi. He has over 31 years of experience in the agrochemical industry. He has been associated with our Company since 1993. The shareholding of Mr. Om Prakash Aggarwal in the Company is 70,81,468 Equity Shares of Rs. 10/- each.

In terms of the provisions of the Companies Act, and the Articles of Association of the Company, based on recommendation of the Nomination and Remuneration Committee of the Board, the Board of Directors had at their meeting held on February 11, 2026, re-appointed him as a Whole time Director designated as Executive Chairman of the company for a period of further 5 (Five) years with effect from April 1, 2026 subject to the approval of the shareholders of the Company. The remuneration is based on the recommendations of the Remuneration Committee. The details of Remuneration are provided as under:

- a) Salary: Rs. 16.00 Lakh (Rupees Sixteen Lakhs only) per month as basic.
- b) Provident Fund: Company's contribution to provident fund to the extent the same is not taxable under the Income Tax Act, 1961.
- c) Other Benefits: Other benefits will be provided as per policy of the Company.

In case of absence or inadequacy of profits in any financial year of the Company, Mr. Om Prakash Aggarwal will be entitled to salary, perquisites, and other allowances as the minimum remuneration subject to the maximum limits and conditions prescribed in Schedule V to the Companies Act, 2013, with liberty and authority to the Board of Directors of the Company to amend, alter or vary in any manner, the terms and conditions of his said appointment or applicable agreement from time to time as may be permitted under the provisions of the Companies Act, 2013 or any amendment thereto or any re-enactment thereof and as may be agreed between the Board of Directors and Mr. Om Prakash Aggarwal.

Section 196 of the Companies Act, 2013 (Act) inter-alia provides that no company shall appoint or continue the employment of any person as Whole-time Director, who has attained the age of 70 years, unless his appointment is approved by a special resolution. Mr. Om Prakash Aggarwal has attained the age of 75 years. So, to comply with the relevant provisions of the Act, his appointment as Whole-time Director designated as Executive Chairman is sought as Special Resolution.

He shall not be entitled to receive sitting fees for attending the meetings of the Board of Directors or any Committees thereof.

All other terms and conditions of his appointment Including perquisites and benefits etc shall remain same. The additional information required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards is annexed as Annexure-A. The Board recommends the passing of the Resolution at Item No. 1 as a Special Resolution.

None of the Directors, Key Managerial Personnel and/or their relatives except Mr. Sanjay Aggarwal, Mr. Om Prakash Aggarwal and Mrs. Anshu Aggarwal, are concerned or interested in the Resolution.

## **ITEM NO. 2**

### **Re-appointment of Mr. Sanjay Aggarwal (DIN: 00763635) as Managing Director.**

Sanjay Aggarwal, aged 51 years, is Managing Director and one of the Promoters of our Company. He holds a bachelor's degree in commerce from the University of Delhi and a master's degree in business administration (marketing and finance) from IIBM Institute of Business Management, Maharashtra. He has also qualified the intermediate examination held by the Institute of Cost and Work Accountants of India. He has over 30 years of experience in the agrochemical industry. He has been associated with the Company in the capacity of Managing Director since 1997. The shareholding of Mr. Sanjay Aggarwal in the Company is 1,27,97,620 Equity Shares of Rs. 10 each.

In terms of the provisions of the Companies Act, and the Articles of Association of the Company, based on recommendation of the Nomination and Remuneration Committee of the Board, the Board of Directors had at their meeting held on February 11, 2026, re-appointed him as a Managing Director of the company for a period of further 5 (Five) years with effect from April 1, 2026 subject to the approval of the shareholders of the Company. The remuneration is based on the recommendations of the Remuneration Committee. The details of Remuneration are provided as under:

- a) Salary: Rs. 16.00 Lakh (Rupees Sixteen Lakhs only) per month as basic.
- b) Provident Fund: Company's contribution to provident fund to the extent the same is not taxable under the Income Tax Act, 1961;
- c) Other Benefits: Other benefits will be provided as per policy of the Company.

In case of absence or inadequacy of profits in any financial year of the Company, Mr. Sanjay Aggarwal will be entitled to salary, perquisites, and other allowances as the minimum remuneration subject to the maximum limits and conditions prescribed in Schedule V to the Companies Act, 2013, with liberty and authority to the Board of Directors of the Company to amend, alter or vary in any manner, the terms and conditions of his said appointment or applicable agreement from time to time as may be permitted under the provisions of the Companies Act, 2013 or any amendment thereto or any re-enactment thereof and as may be agreed between the Board of Directors and Mr. Sanjay Aggarwal.

He shall not be entitled to receive sitting fees for attending the meetings of the Board of Directors or any Committees thereof.

All other terms and conditions of his appointment including perquisites and benefits etc shall remain same. The additional information required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards is annexed as Annexure-A. The Board recommends the passing of the Resolution at Item No. 2 as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel and/or their relatives except Mr. Sanjay Aggarwal, Mr. Om Prakash Aggarwal and Mrs. Anshu Aggarwal, are concerned or interested in the Resolution.

## **ITEM NO. 3**

### **Re-appointment of Mr. Rahul Gupta (DIN: 09192630) as Independent, Professional and Non-Executive Director.**

The Members of the Company, at their meeting held on September 8, 2021, had approved the appointment of Mr. Rahul Gupta (DIN: 09192630) as an Independent Director of the Company under casual vacancy effective from July 31, 2021, in accordance with the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014.

The current term of Mr. Rahul Gupta as Independent Director has expired on December 29, 2025 and based on the recommendation of the Nomination and Remuneration Committee, in their meeting held on December 29, 2025, and considering his active contribution and valuable guidance provided to the Board and the Company during his tenure, the Board of Directors, at their meeting held on December

29, 2025 have approved the re-appointment of Mr. Rahul Gupta as an Independent Director for a second term of Five (5) consecutive years, subject to the approval of the shareholders of the Company.

Mr. Rahul Gupta has given his consent to act as an Independent Director and has submitted declaration stating that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations").

In the opinion of the Board, he is a person of integrity, possesses relevant expertise and experience, and fulfils the conditions specified in the Act and Rules made thereunder and is independent of the management.

Mr. Rahul Gupta is not debarred from holding the office of Director pursuant to any SEBI order or any such Statutory Authority. Additional information as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 and other applicable provisions are enclosed and forms part of this Notice as Annexure-A.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution.

The Board recommends passing of the resolution as a **Special Resolution**.

#### **ITEM NO. 4**

##### **Re-appointment of Mr. Sandeep Bhutani (DIN: 09463909) as Independent, Professional and Non-Executive Director.**

The Members of the Company, at their meeting held on September 29, 2022, had approved the appointment of Mr. Sandeep Bhutani (DIN: 09463909) as an Independent Director of the Company under casual vacancy effective from January 11, 2022, in accordance with the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014.

Mr. Sandeep Bhutani current term as Independent Director is expired on December 29, 2025 and based on the recommendation of the Nomination and Remuneration Committee, in their meeting held on December 29, 2025 and considering his active contribution and valuable guidance provided to the Board and the Company during his tenure, the Board of Directors, at their meeting held on December 29, 2025 have approved the re-appointment of Mr. Sandeep Bhutani as an Independent Director for a second term of Five (5) consecutive years, subject to the approval of the shareholders of the Company by way of a Special Resolution.

Mr. Sandeep Bhutani has given his consent to act as an Independent Director and has submitted declaration stating that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations").

In the opinion of the Board, he is a person of integrity, possesses relevant expertise and experience, and fulfils the conditions specified in the Act and Rules made thereunder and is independent of the management.

Mr. Sandeep Bhutani is not debarred from holding the office of Director pursuant to any SEBI order or any such Statutory Authority. Additional information as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 and other applicable provisions are enclosed and forms part of this Notice as Annexure-A.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution.

The Board recommends passing of the resolution as a **Special Resolution**.

**ANNEXURE - A**  
**Details of Director seeking Appointment**  
**(Pursuant to Regulation 36 of SEBI (Listing Obligation and Disclosure Requirements)**  
**Regulations, 2015 and Secretarial Standards-2 on General Meetings)**

Sr. No.	Particulars	Mr. Om Prakash Aggarwal	Mr. Sanjay Aggarwal	Mr. Rahul Gupta	Mr. Sandeep Bhutani
1.	DIN	00732440	00763635	09192630	09463909
2.	Date of Birth	February 26, 1950	February 11, 1974	February 12, 1990	July 18, 1975
3.	Nationality	India	India	India	India
4.	Brief Profile and qualification	Mr. Om Prakash Aggarwal holds a bachelor's degree in commerce from University of Delhi. He has over 31 years of experience in the agrochemical industry.	Mr. Sanjay Aggarwal holds a bachelor's degree in commerce from the University of Delhi and a master's degree in business administration (marketing and finance) from IIBM Institute of Business Management, Maharashtra. He also qualified the intermediate examination held by the Institute of Cost and Work Accountants of India. He has over 30 years of experience in the agrochemical industry.	Mr. Rahul Gupta holds a bachelor's degree in Technology (computer science and engineering) from the Maharshi Dayanand University, Rohtak. He has over 10 years of experience in business administration. He is currently a partner at Everest Sanitation India.	Mr. Sandeep Bhutani holds a bachelor's degree in commerce from the University of Delhi. He has over 20 years of experience in business administration. He is currently a partner at Colour Mate Digital.
5.	Terms & Conditions of appointment	Re-appointment of Mr. Om Prakash Aggarwal (DIN: 00732440) as Whole Time Director for the further period of five years with effect from April 01, 2026	Re-appointment of Mr. Sanjay Aggarwal (DIN: 00763635) as Managing Director for the further period of five years with effect from April 01, 2026	Re-appointment of Mr. Rahul Gupta (DIN: 09192630) as Non-Executive Independent Director for the second term with effect from December 29, 2025	Re-appointment of Mr. Sandeep Bhutani (DIN: 09463909) as Non-Executive Independent Director for the second term with effect from December 29, 2025
6.	Nature of expertise in specific functional areas	Accounts and Finance	Operational, Strategic and functional	Business administration	Business administration
7.	Shareholding in Indogulf Cropsciences Limited	11.20%	26.11%	NIL	NIL

	including shareholding as a beneficial owner				
8.	Details of last remuneration drawn	16,00,000 per month	16,00,000 per month	NA	NA
9.	Details of remuneration sought to be paid	16,00,000 per month	16,00,000 per month	NA	NA
10.	Date of first appointment on the Board	January 22, 1993	January 22, 1993	July 31, 2021	January 11, 2022
11.	Disclosure of relationships between Directors/KMPs	Mr. Om Prakash Aggarwal is father of Mr. Sanjay Aggarwal and father-in-law of Mrs. Anshu Aggarwal.	Mr. Sanjay Aggarwal is son of Mr Om Prakash Aggarwal and Mrs. Anshu Aggarwal is spouse of Mr. Sanjay Aggarwal.	NA	NA
12.	Directorship in Listed entity	1. Indogulf Cropsciences Limited.	1. Indogulf Cropsciences Limited.	1. Indogulf Cropsciences Limited.	1. Indogulf Cropsciences Limited.
13.	Chairmanship of Committees	He is Chairman of Business Operations Committee of Indogulf Cropsciences Limited.	-	He is Chairman of Nomination and Remuneration Committee and Corporate Social Responsibility Committee of Indogulf Cropsciences Limited.	He is Chairman of Audit Committee and Risk Management Committee of Indogulf Cropsciences Limited.
14.	Membership of Committees	He is member of Audit Committee, Stakeholder Relationship Committee, Risk Management Committee and Business Operations Committee of the Indogulf Cropsciences Limited.	He is member of Business Operation Committee of Indogulf Cropsciences Limited.	He is member of Audit Committee of Indogulf Cropsciences Limited.	He is member of Corporate Social Responsibility of Indogulf Cropsciences Limited.
15.	Names of the Listed Entities from which the appointee has resigned in the past 3 years	-	-	-	-
16.	Number of Board Meetings attended during the Financial Year 2024-25	18	18	5	4