IOL CHEMICALS AND PHARMACEUTICALS LIMITED

IOLCP/CGC/2016
01 September 2016

National Stock Exchange of India Ltd. Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (E) Mumbai - 400 051	BSE Limited Phiroze.Jeejeebhoy Towers, Dalal Street, Mumbai-400001

Sub: **Notice of Annual General Meeting and Book Closure**

Dear Sir,

This is to inform you that 29th Annual General Meeting of the Company is scheduled to be held on Wednesday, 28 September 2016 at 11.00 A.M. at the Registered office: Trident Complex, Raikot Road, Barnala, Punjab.

Pursuant to Regulation 30 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith copy of notice of Annual General Meeting for your reference and record.

Further pursuant to the Regulation 42 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is hereby intimated that the Register of Members and Share Transfer Books remain closed on Wednesday, 21 September 2016 for the purpose of Annual General Meeting of the Company.

Further pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we have provided the facility of remote e-voting to the members, who are holding shares as on the cut-off date (record date) i.e. 21 September 2016. The remote e-voting will commence on 23 September 2016 at 9.00 A.M. and ends on 27 September 2016 at 5.00 P.M.

Thanking you

Yours faithfully,
For IOL Chemicals and Pharmaceuticals Limited

[Krishan Singla]
Vice President & Company Secretary

Head Office : 85, Industrial Area 'A', Ludhiana. 141 003 (Pb.) India CIN - L24116PB1986PLC007030
Ph. : +91-161-2225531-35 Fax : +91-161-2226929, 2608784 email : contact@iolcp.com Website : iolcp.com
Regd. Office: Trident Complex, Raikot Road, Barnala - 148 101 (Pb.) India
Works: Village Fatehgarh Channa, Mansa Road (Trident Complex) District - Barnala, 148101 State - Punjab, INDIA.
Ph. : +91-1679 -285285-86, Fax : +91-1679-285292

NOTICE

NOTICE is hereby given that the Twenty-ninth Annual General Meeting of the members of **IOL Chemicals and Pharmaceuticals Limited** (CIN: L24116PB1986PLC007030) will be held on **Wednesday, 28 September 2016** at **11.00 A.M.** at the Registered Office of the Company; Trident Complex, Raikot Road, Barnala, Punjab to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the financial statements for the year ended 31 March 2016 including audited Balance Sheet of the Company as at 31 March 2016 and the Profit & Loss Account for the financial year ended on that date together with the Reports of the Auditors and Board of Directors thereon.

2. To appoint a director in place of Mr Vijay Kumar Garg (holding DIN 06510248) who retires by rotation and being eligible, offers himself for re-appointment.

3. To appoint a director in place of Mr Vijay Singla (holding DIN 03577178) who retires by rotation and being eligible, offers himself for re-appointment.

4. To appoint a director in place of Mr Vikas Gupta (holding DIN 07198109) who retires by rotation and being eligible, offers himself for re-appointment.

5. **Appointment of Auditors**

   To ratify the appointment of auditors of the Company and fix their remuneration and pass with or without modification(s), the following resolution as an **Ordinary Resolution**:-.

   "RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under, pursuant to the recommendation of the Audit and Risk Management Committee and pursuant to the resolution passed by the members at the Annual General Meeting held on 30 September 2014, the appointment of M/s. S C Vasudeva & Co., Chartered Accountants, New Delhi as the auditors of the Company to hold office till the conclusion of thirty first Annual General Meeting of the Company be and is hereby ratified on such remuneration as may be fixed by the Board of Directors from time to time as agreed upon between the Auditors and the Board of Directors."

Special Business:

6. **Re-appointment of Mr Vijay Kumar Garg as Joint Managing Director of the Company**

   To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

   "RESOLVED that in accordance with the provisions of Sections 196, 197 and all other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to approval of the Central Government and/or any other authority, if required, Mr Vijay Kumar Garg (DIN: 06510248) be and is hereby re-appointed as Joint Managing Director of the Company, for a period of three years liable to retire by rotation with effect from 02 March 2016 to 01 March 2019, at a gross remuneration of ₹ 7,50,000/- as per details given below:

   1a) Basic Salary: ₹ 3,00,000/- (Rupees three lacs only) per month.

   b) Perquisites and allowances: Perquisites and allowances shall be in addition to salary as follows:

a)	House Rent Allowance	50% of salary
b)	Conveyance Allowance	20% of salary
c)	Communication Allowance	10% of salary
d)	Medical Allowance	8.33% of salary
e)	Newspaper and Periodicals Allowance	5% of salary
f)	Children Education Allowance	5% of salary
g)	Provident Fund Contribution	12% of salary
h)	Bonus	10% of salary
i)	Gratuity	4.17% of salary
j)	Uniform Allowance	8% of salary
k)	Self Development Allowance	13.33% of salary
l)	Medical CL/GIS	4.17% of salary

   "RESOLVED FURTHER that approval of the Company be and is hereby accorded to Board of Directors for variation in his terms of appointment in respect of revision of his remuneration to ₹ 10,00,000/- lacs per month consisting of basic salary of ₹ 4,00,000/- and aforesaid perquisites and allowances with effect from 01 April 2016 for remaining period of his tenure."

   2. Other Terms

      The Joint Managing Director shall also be entitled to the benefits under other benefits, schemes, privileges and amenities, amended salary structure as are granted to the senior executives of the Company, in accordance with the Company's practice and rules and regulations in force from time to time.

   "RESOLVED FURTHER that notwithstanding anything to the contrary herein contained, where in any financial year, the Company has no profits or its profits are inadequate, the Company will pay aforesaid remuneration as minimum remuneration to him as per the provisions of Schedule V of the Companies Act 2013."

   "RESOLVED FURTHER that the Board of Directors be and is hereby authorised to increase his remuneration and perquisites from time to time within Schedule V of the Companies Act, 2013 and such other guidelines or ceiling fixed by the Government from time to time."

   "RESOLVED FURTHER that Board of Directors be and is hereby authorised to complete all legal and procedural formalities to give effect to the re-appointment of the Joint Managing Director."

7. **Re-appointment of Mr Vijay Singla as Director (Works) of the Company**

   To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

   "RESOLVED that in accordance with the provisions of Sections 196, 197 and all other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to the approval of Central Government and/or any other authority, if required, Mr Vijay Singla (DIN: 03577178) be and is hereby re-appointed as Director (Works) of the Company, for a period of three years liable to retire by rotation with effect from 01 April 2016 to 31 March 2019, at a gross remuneration of ₹ 5,50,000 as per details given below:

   1 a) Basic Salary: ₹ 2,20,000/- (Rupees two lacs twenty thousand only) per month.

b) Perquisites and allowances: Perquisites and allowances shall be in addition to salary as follows:

a	House Rent Allowance	50% of salary
b	Conveyance Allowance	20% of salary
c	Communication Allowance	10% of salary
d	Medical Allowance	8.33% of salary
e	Newspaper and Periodicals Allowance	5% of salary
f	Children Education Allowance	5% of salary
g	Provident Fund Contribution	12% of salary
h	Bonus	10% of salary
i	Gratuity	4.17% of salary
j	Uniform Allowance	8% of salary
k	Self Development Allowance	13.33% of salary
l	Medical CL/GIS	4.17% of salary

2. Other Terms

The Director (Works) shall also be entitled to the benefits under other benefits, schemes, privileges and amenities, amended salary structure as are granted to the senior executives of the Company, in accordance with the Company's practice and rules and regulations in force from time to time.

"RESOLVED FURTHER that notwithstanding anything to the contrary herein contained, where in any financial year, the Company has no profits or its profits are inadequate, the Company will pay aforesaid remuneration as minimum remuneration to him as per the provisions of Schedule V of the Companies Act, 2013."

"RESOLVED FURTHER that the Board of Directors be and is hereby authorised to increase his remuneration and perquisites from time to time within Schedule V of the Companies Act, 2013 and such other guidelines or ceiling fixed by the Government from time to time."

"RESOLVED FURTHER that Board of Director be and is hereby authorised to complete all legal and procedural formalities to give effect to the re-appointment of the Director (Works)."

8. Increase of the remuneration of Mr Varinder Gupta, Managing Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**

"RESOLVED that in accordance with the provisions of Section 197 and all other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to the approval of Central Government and/or any other authority, if required, variation in the terms of appointment of Mr Varinder Gupta (DIN:00044068), Managing Director in respect of increase in his gross remuneration to ₹ 12,00,000 with effect from 01 April 2016 for his remaining tenure that is upto 31 August 2018 be and is hereby approved as per details given below:

1a) Basic Salary: ₹ 4,80,000/- (Rupees four lac eighty thousand only) per month.

b) Perquisites and allowances: Perquisites and allowances shall be in addition to salary as follows:

a)	House Rent Allowance	50% of salary
b)	Conveyance Allowance	20% of salary
c)	Communication Allowance	10% of salary
d)	Medical Allowance	8.33% of salary
e)	Newspaper and Periodicals Allowance	5% of salary
f)	Children Education Allowance	5% of salary
g)	Provident Fund Contribution	12% of salary
h)	Bonus	10% of salary
i)	Gratuity	4.17% of salary
j)	Uniform Allowance	8% of salary
k)	Self Development Allowance	13.33% of salary
l)	Medical CL/GIS	4.17% of salary

2. Other Terms

The Managing Director shall also be entitled to the benefits under other benefits, schemes, privileges and amenities, amended salary structure as are granted to the senior executives of the Company, in accordance with the Company's practice and rules and regulations in force from time to time.

"RESOLVED FURTHER that notwithstanding anything to the contrary herein contained, where in any financial year, the Company has no profits or its profits are inadequate, the Company will pay aforesaid remuneration as minimum remuneration to him as per the provisions of Schedule V of the Companies Act, 2013."

"RESOLVED FURTHER that Board of Directors be and is hereby authorised to complete all legal and procedural formalities to give effect to the variation of terms of the appointment of the Managing Director."

9. Increase of the remuneration of Mr Vikas Gupta, Executive Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED that in accordance with the provisions of Section 197 and all other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to the approval of Central Government and/or any other authority, if required, variation in the terms of appointment of Mr Vikas Gupta (DIN: 07198109), Executive Director in respect of increase of his gross remuneration to ₹ 2,50,000 with effect from 01 April 2016 for his remaining tenure be and is hereby approved as per details given below:

1 a) Basic Salary: ₹ 1,00,000/- (Rupees one lac only) per month.

b) Perquisites and allowances: Perquisites and allowances shall be in addition to salary as follows:

a)	House Rent Allowance	50% of salary
b)	Conveyance Allowance	20% of salary
c)	Communication Allowance	10% of salary
d)	Medical Allowance	8.33% of salary
e)	Newspaper and Periodicals Allowance	5% of salary
f)	Children Education Allowance	5% of salary
g)	Provident Fund Contribution	12% of salary
h)	Bonus	10% of salary
i)	Gratuity	4.17% of salary
j)	Uniform Allowance	8% of salary
k)	Self Development Allowance	13.33% of salary
l)	Medical CL/GIS	4.17% of salary

2. Other Terms

The Executive Director shall also be entitled to the benefits under other benefits, schemes, privileges and amenities, amended salary structure as are granted to the senior executives of the Company, in accordance with the Company's practice and rules and regulations in force from time to time.

"RESOLVED FURTHER that notwithstanding anything to the contrary herein contained, where in any financial year, the Company has no profits or its profits are inadequate, the Company will pay aforesaid remuneration as minimum remuneration to him as per the provisions of Schedule V of the Companies Act, 2013."

"RESOLVED FURTHER that Board of Director be and is hereby authorised to complete all legal and procedural formalities for giving effect to the variation of terms of the appointment of the Executive Director."

10. **Approval of remuneration to the Cost Auditors for the financial year ending 31 March 2017**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED that pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made there under, and such other permissions as may be necessary, the members hereby approve the remuneration of ₹ 1,20,000/- plus service tax and out-of-pocket expenses payable to M/s Ramanath Iyer & Co., Cost Accountants, New Delhi, who are appointed by the Board of Directors of the Company as Cost Auditors to conduct audit of the cost accounting records maintained by the Company in respect of bulk drugs and chemicals for the financial year ending 31 March 2017."

"RESOLVED FURTHER that the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By order of the Board
For IOL Chemicals and Pharmaceuticals Limited

Registered Office:
Trident Complex, Raikot Road,
Barnala-148 101 (Punjab)
Dated : 08 August 2016

Sd/-
[Krishan Singla]
Vice President and Company Secretary

NOTES:

1) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business to be transacted at Annual General Meeting (AGM) is annexed hereto.

2) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY**. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

3) The Register of Members and Share Transfer Books will remain closed on **21 September 2016** for purpose of the Annual General Meeting.

4) To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

5) The Securities and Exchange Board of India (SEBI) has mandated the submission of **Permanent Account Number (PAN)** by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.

6) **The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same**. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM.

7) Members may also note that the Annual Report is available on the website of the Company at **www.iolcp.com** for their download. The physical copies of the aforesaid documents is also be available at the Company's Registered Office in Barnala (Punjab) for inspection during normal business hours on working days. **Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: investor@iolcp.com**.

8) **Voting through electronic means**

(i) The voting period begins on **23 September 2016 at 9.00 A.M. and ends on 27 September 2016 at 5.00 P.M.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **21 September 2016**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) The shareholders should log on to the e-voting **website www.evotingindia.com.**

(iv) Click on "**Shareholders"** tab

(v) Now Enter your **User ID**

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should **enter Folio Number** registered with the Company.

(vi) Next enter the **Image Verification** as displayed and Click on Login.

(vii) If you are holding shares in demat form and had logged on to **www.evotingindia.com** and voted on an earlier voting of any company, then **your existing password** is to be used.

(viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric ***PAN issued by Income Tax Department** (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the **the first two letters of their name and the 8 digits of the sequence number in the PAN field**. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. **Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field**
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the **Dividend Bank Details or Date of Birth** (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please **enter the member id / folio number** in the Dividend Bank details field as mentioned in instruction (v).

(ix) After entering these details appropriately, click on **"SUBMIT"** tab.

(x) Members holding shares **in physical form** will then **directly reach the Company selection screen**. However, members holding shares **in demat form** will now reach **'Password Creation'** menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. **It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.**

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the **EVSN i.e. 160817062** for the IOL Chemicals and Pharmaceuticals Limited on which you choose to vote.

(xiii) On the voting page, you will see **"RESOLUTION DESCRIPTION"** and against the same the option **"YES/NO"** for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiv) Click on the **"RESOLUTIONS FILE LINK"** if you wish to view the entire resolution details.

(xv) After selecting the resolution you have decided to vote on, click on **"SUBMIT".** A confirmation box will be displayed. If you wish to confirm your vote, click on **"OK",** else to change your vote, click on **"CANCEL"** and accordingly modify your vote.

(xvi) Once you **"CONFIRM"** your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take out print of the voting done by you by clicking on **"Click here to print"** option on the Voting page.

(xviii) If demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on **Forgot Password** & enter the details as prompted by the system.

(xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android, Apple and Windows based mobiles. The m-Voting app can be downloaded from Google Play Store, App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xx) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to **www.evotingindia.com** and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cdslindia.com.**
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to **helpdesk.evoting@cdslindia.com** and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xxi) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 21 September 2016 may follow the same instructions as mentioned above for e-Voting.

(xxii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at **www.evotingindia.com,** under help section or write an email to **helpdesk.evoting@cdslindia.com**.

9) The Company has appointed **Mr Vinay Kohli partner, M/s. K.K. Kapoor & Associates, Chartered Accountants** as scrutinizer for conducting the e-voting process in fair and transparent manner and he will submit his report to the Chairman within 3 days of conclusion of voting.

10) Members who are holding shares in identical order of names under more than one folio are requested to send the relative share certificates to the RTA for consolidation of the entire holding under one folio.

11) All activities for transfer of shares, dematerialization of shares, change of address etc. are carried out by the Company through its Registrar and Share Transfer Agents (RTA). Members are requested to make their requests to RTA at the following address: Alankit Assignments Limited, "Alankit Heights", 1E/13, Jhandewalan Extention, New Delhi-110 055

12) Documents referred to in the Notice are open for inspection at the Registered Office of the Company on all working days, except holidays, between **11:00 A.M. to 1:00 P.M**.

13) Members desiring any information on Accounts or other items of Agenda are requested to write to the Company at its Registered Office at least ten days before the date of the Annual General Meeting so as enable the Management to keep the information ready.

14) Members are requested to:

a) Notify the change of address with pin code, to ensure quick delivery of letters and quote their folio/ client ID & DP ID in all correspondence.

b) Bring their copies of Annual Report at the meeting.

c) Complete the enclosed attendance slip and deliver the same at the entrance of the meeting hall.

d) **Intimate their e-mail id for quick correspondence to the Depository Participants / investor@iolcp.com and/or register themselves at Company's website www.iolcp.com**

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

Item No. 6

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, re-appointed Mr Vijay Kumar Garg as Joint Managing Director of the Company for a period of three years with effect from 02 March 2016 at a monthly gross remuneration of ₹ 7,50,000/-.

Further, the Board on the recommendations of Nomination and Remuneration Committee has approved the revision of his remuneration to monthly gross remuneration of ₹ 10,00,000/- consisting of basic salary of ₹ 4,00,000/- and the perquisites and allowances as detailed in the resolution, with effect from 01 April 2016 to 01 March 2019.

The information required under proviso (iv) of Para (B) of Section II of Part II of the Schedule V to the Companies Act, 2013 is given hereunder.

I. General information

1. Nature of Industry**:** Manufactures of API and Specialty Chemicals.
2. Date or expected date of commencement of commercial production: It is an existing manufacturing Company.
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: NA
4. Financial performance based on given indicators:

(₹ in crore)

Particulars	2015-16	2014-15	2013-14	2012-13
Net sales and other income	581.64	386.05	564.81	484.04
Profit/(Loss) before tax	(38.55)	(75.44)	5.08	2.96
Profit/(Loss) after tax	(40.03)	(66.65)	1.78	1.59

5. Export performance and net foreign exchange earning: During the year 2014- 2015 export of the Company have been ₹ 63.72 crore and ₹ 131.67 crore during the year 2015-2016.
6. Foreign investments or collaborators, if any: None

II Information about the appointee

Background details:

Mr Vijay Kumar Garg, aged 46 years is having degree of B.Sc. (Chemistry) and MBA, Executive Program in International Business (One year PG Course) from Indian Institute of Management Kolkata. He has an experience of 24 years in commercial activities of the chemical and pharmaceutical products and has an international exposure in the industry. He has joined the Company on 01 August 2012 as President (Commercial). He was appointed as Joint Managing Director on 02 March 2013.

Past remuneration:

Mr Vijay Kumar Garg, Joint Managing Director is drawing gross remuneration of ₹ 7,50,000/- per month since 01 April 2015.

Job profile and his suitability:

Mr Vijay Kumar Garg is responsible for overall day to day management of the Company under the supervision and control of the Board of Director and the Managing Director.

Remuneration Proposed:

The Board of Director has proposed to pay him monthly basic salary of ₹ 3,00,000/- plus perquisites and allowances as detailed in the resolution for the period of three years with effect from 02 March 2016. Further the Board of Directors revised his monthly basic salary to ₹ 4,00,000/- plus perquisites and allowances as detailed in the resolution with effect from 01 April 2016 for remaining period of his tenure that is upto 01 March 2019.

Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:

The salary structure of the managerial personnel has undergone a major change in the industry in the recent past. Keeping in view the type of the industry, size of the Company, the responsibilities and capabilities of the appointees, the proposed remuneration is reasonable as compared remuneration paid by other companies to such similar positions.

Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel

Mr Vijay Kumar Garg has no pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel

III OTHER INFORMATION

Reasons of loss or inadequate profits:

The Company has inadequate profits due to mis-match in input and output prices in chemical business and company was not able to pass on the increase price of raw materials to its customers because of subdued sentiments in overall economy.

Steps taken or proposed to be taken for improvement:

The Company has strengthened its inventory risk mitigation procedures and concentrate more on its pharma business.

Expected increase in productivity and profits in measurable terms:

Due to the steps taken by the company to strengthen its financial position together with overcoming of slow down by the economy, it is expected that the company will improve its profitability in time to come. The Company was able to reduces its losses substantially in the year 2015-16 to ₹ 40.03 crore as compared to ₹ 66.65 crore during the year 2014-15.

IV DISCLOSURES

All the relevant information pertaining to the remuneration and other particulars of Directors are mentioned in the Directors' Report under the heading "Corporate Governance", as annexed to the Annual Report.

As per the provisions of the Companies Act, 2013 read with Schedule V, thereof, approval of members is required for this purpose. Hence, the Board recommends the resolution for your approval.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr Vijay Kumar Garg being the proposed appointee is concerned or interested, in the resolution.

Item No. 7

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, re-appointed Mr Vijay Singla as Director (Works) of the Company for a period of three years with effect from 01 April 2016 at a monthly gross remuneration of ₹ 5,50,000/- consisting of basic salary of ₹ 2,20,000/- and the perquisites and allowances as detailed in the resolution.

The information required under proviso (iv) of Para (B) of Section II of Part II of the Schedule V to the Companies Act, 2013 is given hereunder.

I. General information

1. Nature of Industry**:** Manufactures of API and Special Chemicals
2. Date or expected date of commencement of commercial production : It is an existing manufacturing Company.
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: NA
4. Financial performance based on given indicators:

(₹ in crore)

Particulars	2015-16	2014-15	2013-14
Net sales and other income	581.64	386.05	564.81
Profit/(Loss) before tax	(38.55)	(75.44)	5.08
Profit/(Loss) after tax	(40.03)	(66.65)	1.78

5. Export performance and net foreign exchange earning: During the year 2015- 2016 export of the Company have been ₹ 131.67 crore.
6. Foreign investments or collaborators, if any: None

II Information about the appointee

Background details:

Mr Vijay Singla, aged 41 years is having Degree in Chemical Engineering from Punjab Technical University and Electric Engineering from Institute of Engineers (India) Calcutta. He has an experience of 16 years in Pharmaceuticals and Chemicals Industries. He has joined the Company on 01 March 2000 as Engineer Trainee. He worked in various capacities and also worked as President in Ibuprofen production before his elevation as Director (Works). He was instrumental in setting up the Ibuprofen plant of the Company.

Past remuneration:

Mr Vijay Singla is drawing gross monthly remuneration of ₹ 5,00,000/- per month since 01 April 2015.

Job profile and his suitability:

Mr Vijay Singla is looking after and responsible for efficient & smooth running and development of works of the Company and will also carry out such duties as may be entrusted to him by the Board from time to time.

Remuneration Proposed:

The Board of Director has proposed to pay him monthly basic salary of ₹ 2,20,000/- plus perquisites and allowances as detailed in the resolution, with effect from 01 April 2016 to 31 March 2019.

Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:

The salary structure of the managerial personnel has undergone a major change in the industry in the recent past. Keeping in view the type of the industry, size of the Company, the responsibilities and capabilities of the appointees, the proposed remuneration is reasonable as compared to the remuneration paid by other companies to such similar positions.

Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel

Mr Vijay Singla has no pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel.

III OTHER INFORMATION

Reasons of loss or inadequate profits:

The Company has inadequate profits due to mis-match in input and output prices in chemical business and company was not able to pass on the increase price of raw materials to its customers because of subdued sentiments in overall economy.

Steps taken or proposed to be taken for improvement:

The Company has strengthened its inventory risk mitigation procedures and concentrate more on its pharma business.

Expected increase in productivity and profits in measurable terms:

Due to the steps taken by the Company to strengthen its financial position together with overcoming of slow down by the economy, it is expected that the Company will improve its profitability in time to come. The Company was able to reduces its losses substantially in the year 2015-16 to ₹ 40.03 crore as compared to ₹ 66.65 crore during the year 2014-15.

IV DISCLOSURES

All the relevant information pertaining to the remuneration and other particulars of Directors are mentioned in the Directors' Report under the heading "Corporate Governance", as annexed to the Annual Report.

As per the provision of the Companies Act, 2013 read with Schedule V, thereof, approval of members is required for this purpose. Hence, the Board recommends the resolution for your approval.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr Vijay Singla being the proposed appointee concerned or interested, in the resolution.

Item No. 8

The Company has re-appointed Mr Varinder Gupta as Managing Director of the Company for a period of three years with effect from 01 September 2015 at a monthly gross remuneration of ₹ 8,00,000/-. The Board on the recommendations of Nomination and Remuneration Committee has approved the revision of his remuneration to monthly gross remuneration of ₹ 12,00,000/- consisting of basic salary of ₹ 4,80,000/- and perquisites and allowances as detailed in the resolution, with effect from 01 April 2016 for remaining period of his tenure.

The information required under proviso (iv) of Para (B) of Section II of Part II of the Schedule V to the Companies Act, 2013 is given hereunder.

I. General information

1. Nature of Industry**:** Manufactures of API and Special Chemicals
2. Date or expected date of commencement of commercial production : It is an existing manufacturing Company.
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: NA
4. Financial performance based on given indicators:

(₹ in crore)

Particulars	2015-16	2014-15	2013-14
Net sales and other income	581.64	386.05	564.81
Profit/(Loss) before tax	(38.55)	(75.44)	5.08
Profit/(Loss) after tax	(40.03)	(66.65)	1.78

5. Export performance and net foreign exchange earning: During the year 2015- 2016 export of the Company have been ₹ 131.67 crore.
6. Foreign investments or collaborators, if any: None

II Information about the appointee

Background details:

Mr Varinder Gupta, aged 53 years, has more than 30 years experience in the chemical and pharmaceutical industry. He is instrumental in bringing the Company from a humble beginning to one of the largest manufacturers of Ibuprofen in the world.

Past remuneration:

Mr Varinder Gupta, is drawing gross monthly remuneration of ₹ 8,00,000/- per month since 01 April 2015.

Job profile and his suitability:

Mr Varinder Gupta is responsible for overall day to day management of the Company under the supervision and control of the Board of Director.

Remuneration Proposed:

The Board of Director has proposed to increase his monthly gross salary to ₹ 12,00,000/- (consisting of basic salary to ₹ 4,80,000/- plus perquisites and allowances) with effect from 01 April 2016 for remaining period of his tenure.

Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:

The salary structure of the managerial personnel has undergone a major change in the industry in the recent past. Keeping in view the type of the industry, size of the Company, the responsibilities and capabilities of the appointees, the proposed remuneration is competitive with remuneration paid by other companies to such similar positions.

Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel

Mr Varinder Gupta is a promoter of the Company and has relation with Mr Vikas Gupta, Executive Director being his father.

III OTHER INFORMATION

Reasons of loss or inadequate profits:

The Company has inadequate profits due to mis-match in input and output prices in chemical business and company was not able to pass on the increase price of raw materials to its customers because of subdued sentiments in overall economy.

Steps taken or proposed to be taken for improvement:

The Company has strengthened its inventory risk mitigation procedures.

Expected increase in productivity and profits in measurable terms:

Due to the steps taken by the Company to strengthen its financial position together with overcoming of slow down by the economy, it is expected that the Company will improve its profitability in time to come. The Company was able to reduces its losses substantially in the year 2015-16 to ₹ 40.03 crore as compared to ₹ 66.65 crore during the year 2014-15.

IV DISCLOSURES

All the relevant information pertaining to the remuneration and other particulars of Directors are mentioned in the Directors' Report under the heading "Corporate Governance", as annexed to the Annual Report.

As per the provision of the Companies Act, 2013 read with Schedule V, thereof, approval of members is required for this purpose. Hence, the Board recommends the resolution for your approval.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr Vikas Gupta, Executive Director being son of Mr Varinder Gupta and Mr Varinder Gupta being proposed appointee is concerned or interested, in the resolution.

Item No. 9

The Company has appointed Mr Vikas Gupta as Executive Director on the Board with effect from 29 May 2015 for a term of five years at gross remuneration of ₹ 1,50,000/-.

The Board on the recommendations of Nomination and Remuneration Committee has approved the revision of his remuneration to monthly gross remuneration of ₹ 2,50,000/- consisting of basic salary of ₹ 1,00,000/- and perquisites and allowances as detailed in the resolution, with effect from 01 April 2016.

The information required under proviso (iv) of Para (B) of Section II of Part II of the Schedule V to the Companies Act, 2013 is given hereunder.

I. General information

1. Nature of Industry**:** Manufactures of API and Special Chemicals.
2. Date or expected date of commencement of commercial production : It is an existing manufacturing Company.
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: NA
4. Financial performance based on given indicators:

(₹ in crore)

Particulars	2015-16	2014-15	2013-14
Net sales and other income	581.64	386.05	564.81
Profit/(Loss) before tax	(38.55)	(75.44)	5.08
Profit/(Loss) after tax	(40.03)	(66.65)	1.78

5. Export performance and net foreign exchange earning: During the year 2015- 2016 export of the Company have been ₹ 131.67 crore.
6. Foreign investments or collaborators, if any: None

II Information about the appointee

Background details:

Mr Vikas Gupta, aged 24 years is having a degree of BSc. (Hons.) in Business Management from Kings College London. He has an international exposure in the field of Business Management. He is academically equipped with the knowledge and possesses organisational capacity and ability for managing people and resources. He has joined the Company on 20 July 2013 as Deputy Manager (Strategic Management). He was appointed as Executive Director on 29 May 2015.

Past remuneration:

Mr Vikas Gupta, Executive Director is drawing gross monthly remuneration of ₹ 1,50,000 /- since 29 May 2015.

Job profile and his suitability:

Mr Vikas Gupta shall be responsible for day to day management of the Company and will also carry out such duties as may be entrusted to him by the Board from time to time.

Remuneration Proposed:

The Board of Director has proposed to pay him monthly gross salary of ₹ 2,50,000/- consisting of basic salary of ₹ 1,00,000/- plus perquisites and allowances as detailed in the resolution with effect from 01 April 2016 for remaining period of his tenure.

Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:

The salary structure of the managerial personnel has undergone a major change in the industry in the recent past. Keeping in view

the type of the industry, size of the Company, the responsibilities and capabilities of the appointees, the proposed remuneration is competitive with remuneration paid by other companies to such similar positions.

Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel.

Mr Vikas Gupta is related to Mr Varinder Gupta who is Managing Director and promoter of the Company.

III OTHER INFORMATION

Reasons of loss or inadequate profits:

The Company has inadequate profits due to mis-match in input and output prices in chemical business and company was not able to pass on the increase price of raw materials to its customers because of subdued sentiments in overall economy.

Steps taken or proposed to be taken for improvement:

The Company has strengthened its inventory risk mitigation procedures.

Expected increase in productivity and profits in measurable terms:

Due to the steps taken by the Company to strengthen its financial position together with overcoming of slow down by the economy, it is expected that the Company will improve its profitability in time to come. The Company was able to reduces its losses substantially in the year 2015-16 to ₹ 40.03 crore as compared to ₹ 66.65 crore during the year 2014-15.

IV DISCLOSURES

All the relevant information pertaining to the remuneration and other particulars of Directors are mentioned in the Directors' Report under the heading "Corporate Governance", as annexed to the Annual Report.

As per the provision of the Companies Act, 2013 read with Schedule V, thereof, approval of members is required for this purpose. Hence, the Board recommends the resolution for your approval.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr Varinder Gupta, Managing Director being the father of Mr Vikas Gupta and Mr Vikas Gupta, proposed appointee is concerned or interested in the resolution.

Item No. 10

The Board on the recommendation of the Audit and Risk Management Committee, approved the appointment and remuneration of M/s Ramanath Iyer & Co., Cost Accountants, New Delhi to conduct the audit of the cost accounting records maintained by the Company in respect of chemicals and bulk drugs for the financial year ending 31 March 2017 and remuneration of ₹ 1,20,000/- plus service tax and out-of-pocket expenses have been fixed for this purpose subject to the approval of the members.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, approval for the remuneration payable to the Cost Auditors for the financial year 2016-17 is being sought from the members.

The Board recommends the resolution for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, in the resolution.

Information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding the directors seeking re-appointment / appointment at the Annual General Meeting.

Name of the Director	**Mr Vijay Kumar Garg**	**Mr Vijay Singla**	**Mr Vikas Gupta**
Date of Birth	17 January 1970	1 January 1975	13 February 1992
Date of Appointment	02 March 2013	11 July 2011	29 May 2015
Expertise in specific functional area	Commercial activities of the Chemicals and Pharmaceuticals Products	Pharmaceuticals and Chemicals Industries.	Business Management
Total experience	24 years	16 years	3 years
Present profession	Joint Managing Director	Director (Works)	Executive Director
Qualification	B.Sc (Chemistry), EPIB (IIM Kolkata), MBA Marketing	Degree in Chemicals Engineering and Electric Engineering	BSc. (Hons.) in Business Management from Kings College London
Directorships in other companies	Nil	IOL Lifesciences limited	Nil
Chairmanship of Board Committees	Nil	Nil	Nil
Membership of Board Committees	***Stakeholders Relationship Committee** IOL Chemicals and Pharmaceuticals Limited	Nil	***Stakeholders Relationship Committee** IOL Chemicals and Pharmaceuticals Limited
No of shares held	Nil	Nil	Nil
Relationship with other directors	Not related to any other director	Not related to any other director	Son of Mr Varinder Gupta, Managing Director

*** Stakeholders Relationship Committee was reconstituted on 14 May 2016.**

By order of the Board
For IOL Chemicals and Pharmaceuticals Limited
Sd/-
[Krishan Singla]
Vice President and Company Secretary

Registered Office:
Trident Complex, Raikot Road,
Barnala-148 101 (Punjab)
Dated : 08 August 2016

IOL CHEMICALS AND PHARMACEUTICALS LIMITED

Regd. Office : Trident Complex, Raikot Road, Barnala - 148 101 (Punjab)
CIN: L24116PB1986PLC007030

PROXY FORM

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

Name of the Company: IOL Chemicals and Pharmaceuticals Limited
Registered Office: Trident Complex, Raikot Road, Barnala- 148101 (Punjab)

Name of member (s):	
Registered Address:	
E-mail id:	
Folio No/Client ID:	DP ID:

I/We, being the member(s) of IOL Chemicals and Pharmaceuticals Limited, holding _____ shares, hereby appoint.

1.	Name:	
	Address:	
	E-mail Id:	Signature: _____, or failing him

2.	Name:	
	Address:	
	E-mail Id:	Signature: _____, or failing him

3.	Name:	
	Address:	
	E-mail Id:	Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 29th Annual General Meeting of the Company to be held on Wednesday 28th day of September 2016 at 11:00 AM at the Registered Office of the Company situated at Trident Complex, Raikot Road, Barnala-148101 (Punjab) any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No:

1. _____ 2. _____ 3. _____ 4. _____

5. _____ 6. _____ 7. _____ 8. _____

9. _____ 10. _____

Affix Re 1/- Revenue Stamp

Signed this _____day of _____, 2016

Signature of Shareholder:_____ Signature of Proxy holder(s): _____

Note: This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

IOL CHEMICALS AND PHARMACEUTICALS LIMITED

Regd. Office : Trident Complex, Raikot Road, Barnala - 148 101 (Punjab)
CIN: L24116PB1986PLC007030

ATTENDANCE SLIP

Only Shareholders or the proxies will be allowed to attend the meeting

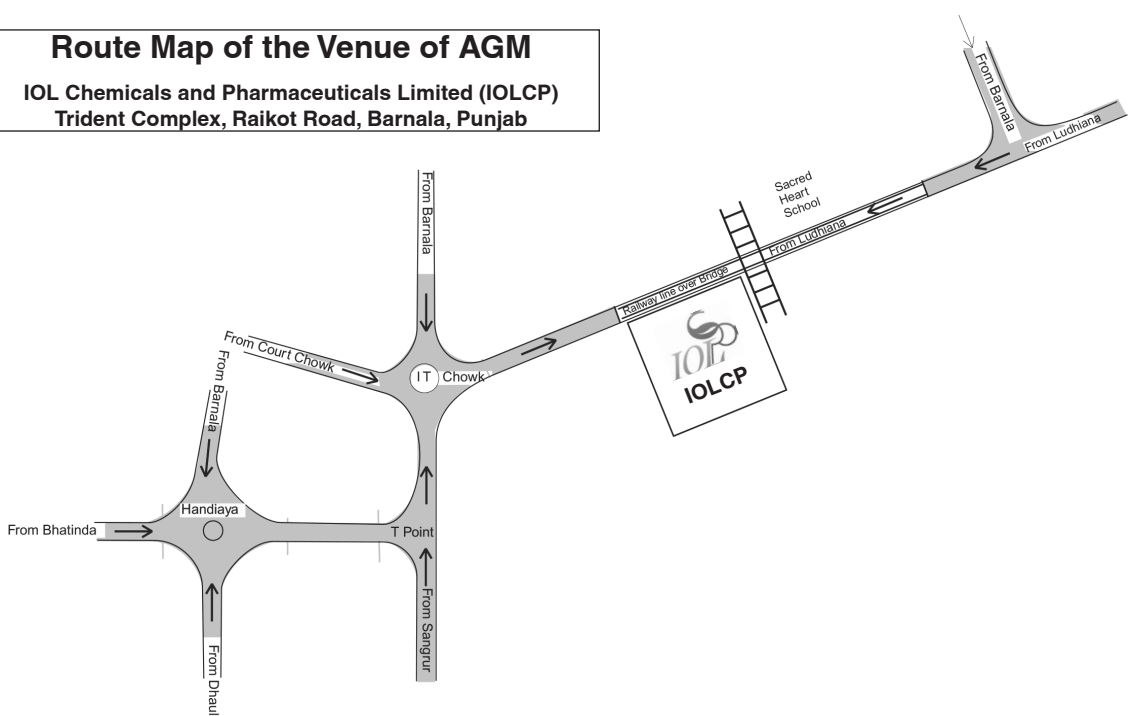
DP ID:		L.F. No.:	
Client ID:		No. of shares held:	

I hereby record my presence at the 29th Annual General Meeting of the Company to be held on Wednesday 28th day of September 2016 at 11:00 AM at the Registered Office of the Company situated at Trident Complex, Raikot Road, Barnala- 148101 (Punjab).

Name of the Shareholder/Proxy holder : _____ _____

(in capital letters) Signature

NOTE: Shareholders attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting venue.

Route Map of the Venue of AGM

IOL Chemicals and Pharmaceuticals Limited (IOLCP)
Trident Complex, Raikot Road, Barnala, Punjab