



IOL CHEMICALS AND PHARMACEUTICALS LIMITED

CIN: L24116PB1986PLC007030

Registered Office: Village & Post Office Handiaya, Fatehgarh Channa Road,
Barnala, 148107, Punjab (India)

Corporate Office: 85, Industrial Area 'A', Ludhiana – 141003

Tel: +91-161-2225531 – 35, **Fax:** +91 161-2608784, **E-mail:** investor@iolcp.com, **Website :** www.iolcp.com

Postal Ballot Notice

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

Dear Member(s),

NOTICE is hereby given pursuant to Section 108 and 110 of the Companies Act, 2013, as amended (hereinafter referred to as the 'Act') read together with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs, Government of India ('MCA Circulars'), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the 'SEBI Listing Regulations') and other applicable laws and regulations, for seeking approval of Members of IOL Chemicals and Pharmaceuticals Limited (the 'Company') to the proposed special resolutions as set out hereunder as special business through Postal Ballot by way of electronic means ('Remote e-Voting') only.

The members desiring to exercise their vote are requested to read the instructions in the 'Notes'. The voting period begins on **Wednesday, 12th April 2023 from 9.00 A.M. and ends on Thursday, 11th May 2023 at 5.00 P.M.** During this period, members of the Company holding equity shares either in physical form or in dematerialized form, as on the **Cut-Off Date i.e., 7th April 2023** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

The Resolutions shall be deemed to have been passed on **Thursday, 11th May 2023**, being the last date for e-voting, if approved by the requisite majority.

SPECIAL BUSINESS:

Item No. 1: Appointment of Mr Abhiraj Gupta as Executive Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 161 and all other applicable provisions of the Companies Act, 2013 and the Rules made there under and the Article 102 of Articles of Association of the Company, Mr Abhiraj Gupta (DIN 08204917), who was appointed as an Additional Director by the Board of Directors on the recommendations of Nomination & Remuneration Committee w.e.f. 3rd April 2023 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT in accordance with the provisions of Sections 196, 197 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or reenactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, Regulations 17 and any other applicable regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (the "Listing Regulations") and subject to the approval of any authority, if required, Mr Abhiraj Gupta (DIN 08204917) be and is hereby appointed as Wholtime Director having a designation of 'Executive Director' of the Company for a period of 5 years, liable to retire by rotation, with effect from 3rd April 2023 to 2nd April 2028, on the terms and conditions as set out in the explanatory statement including remuneration as given below:

Basic Salary	: 2,80,000 per month.
Allowances & Perquisites	: Maximum of 150% of the basic salary.
Variables	: Maximum of 50% of gross salary

RESOLVED FUTHER THAT Mr Abhiraj Gupta shall also be eligible for contribution to the provident fund, payment of gratuity, encashment of earned leaves in accordance with the applicable laws and rules applicable to the Company and any other perquisites or benefits under any scheme, privileges, 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 the Board of Directors or Nomination & Remuneration Committee or any other Committee of the Board, shall be authorized to alter and/ or vary the terms and conditions, change of designation and increase his aforesaid remuneration to the extent it may deem appropriate effective from financial year 2023-24 and thereafter for each subsequent financial year by a maximum of 50% per annum of the gross remuneration (including variables) payable for the financial year preceding to the financial year in respect of which such increment pertains notwithstanding that such increased remuneration may be in excess of the limits provided in Section 197 and Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the tenure of Mr Abhiraj Gupta as Executive Director of the Company, the Company, in respect of such financial year(s) in which such inadequacy or loss arises or for a period of 3 years, whichever is lower, will continue to pay to Mr Abhiraj Gupta, the aforesaid remuneration including the annual increments for such financial years, as approved by the Board, without seeking any further approval of the Shareholders in the general meeting.

RESOLVED FURTHER THAT the Board of Directors or Nomination & Remuneration Committee or any other Committee of the Board, be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolutions".

Item No. 2: Variation in the terms of appointment of Mr Vikas Gupta, Executive Director of the Company.

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

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and other applicable provisions of the Companies Act, 2013, if any, 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 any authority, if required, the designation of Mr Vikas Gupta (DIN: 07198109) be and is hereby changed to Joint Managing Director of the Company with effect from 3rd April 2023.

RESOLVED FURTHER THAT the Board of Directors or Nomination & Remuneration Committee or any other Committee of the Board, shall be authorized to alter and/ or vary the terms and conditions, change of designation and to increase his remuneration to the extent it may deem appropriate effective from financial 2023-24 and thereafter for each subsequent financial year by a maximum of 50% per annum of the gross remuneration (including variables/ commission) payable for the financial year preceding to the financial year in respect of which such increment pertains notwithstanding that such increased remuneration may be in excess of the limits provided in Section 197 and Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the tenure of Mr Vikas Gupta as Joint Managing Director of the Company, the Company, in respect of such financial year(s) in which such inadequacy or loss arises or for a period of 3 years, whichever is lower, will continue to pay to Mr. Vikas Gupta, the remuneration including the annual increments for such financial years, as approved by the Board, without seeking any further approval of the Shareholders in the general meeting.

RESOLVED FURTHER THAT the other terms and conditions of appointment of Mr Vikas Gupta as approved by the Shareholders in their annual general meeting held on 26th September 2020 shall remain unchanged.

RESOLVED FURTHER THAT the Board of Directors or Nomination & Remuneration Committee or any other Committee of the Board, be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolutions".

By Order of the Board
For IOL Chemicals and Pharmaceutical Limited

Sd/-
Abhay Raj Singh
Vice President & Company Secretary

Place: Ludhiana
Date: 3rd April 2023

IMPORTANT NOTES:

- 1) The Statement pursuant to Section 102 of the Companies Act, 2013 setting out all material facts of the businesses specified above is annexed here to.
- 2) This Postal Ballot Notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and whose email address is registered with the Company / depository participant(s), as on **7th April 2023 ("Cut-off Date")**. A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the e-voting system. The Notice of Postal Ballot is also placed on the website of the Company i.e. www.iolcp.com and the website of CDSL i.e. www.evotingindia.com and at the relevant sections of the websites of the stock exchanges on which the shares of the Company are listed i.e. www.bseindia.com and www.nseindia.com
- 3) Brief profiles and other additional information pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, in respect of the Directors seeking appointment/re-appointment, are also annexed to the Notice.
- 4) The relevant documents referred to in the accompanying Notice and the Statement pursuant to Section 102 of the Act, shall be available for inspection by the members at the Registered Office of the Company during normal business hours (between 11.00 A.M. to 1.00 P.M.) on all working days upto and including the date of declaration of the results of Postal Ballot. Members seeking to inspect such documents can also send an email to investor@iolcp.com.
- 5) In compliance with the provisions of Sections 108 and 110 of the Act, read with the Companies (Management and Administration) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company is pleased to offer E-voting facility to all the Members, to enable them to cast their votes electronically. The Company has appointed Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the members to cast their votes electronically (hereinafter referred to as the "Remote e-voting").
- 6) Pursuant to the provisions of Section 110, the MCA Circulars and other applicable provisions, if any, of the Act read with the Companies (Management and Administration) Rules, 2014, assent or dissent of the Members in respect of the resolutions contained in this Notice dated 3rd April 2023 is being taken through remote E-voting only. Please note that pursuant to the MCA Circular voting by members will only be through e-voting.
- 7) Voting Rights in the Postal Ballot cannot be exercised by a proxy.
- 8) The Board of Directors has appointed Mr Vinay Kohli, Partner, K K Kapoor and Associates, Chartered Accounts, Ludhiana, as the Scrutiniser for conducting the Postal Ballot process in a fair and transparent manner. The Scrutiniser has communicated his willingness to be appointed for the said purpose.
- 9) The Scrutiniser will, after the conclusion of remote e-voting, scrutinise the votes cast through remote e-voting, submit his report to the Chairman or a person authorised by him, who shall countersign the same and declare results of the Postal Ballot/E-voting within two working days from the conclusion of remote e-voting and the same, along with the consolidated Scrutiniser's Report, will be placed on the website of the Company (www.iolcp.com) and the website of CDSL (www.evotingindia.com) immediately after the declaration of result by the Chairman or a person authorised by him. The same will also be communicated to BSE Limited and the National Stock Exchange of India Limited.
- 10) The Scrutinizer's decision on the validity of a E-voting will be final.
- 11) The Resolution(s) as mentioned in the notice shall be deemed to have been passed on **Thursday, 11th May 2023**, being the last date for e-voting. The Company will also display the results of the postal ballot at its registered office and at the corporate office.
- 12) Members are requested to update their contact details including e-mail address, mandates, nominations, power of attorney, Bank details covering name of the Bank and branch details, Bank account number, MICR code, IFSC code, etc. with their depository participants and with RTA i.e. **Alankit Assignments Limited "Alankit House", 4E/2, Jhandewalan Extension, New Delhi-110 055** if shares are held in physical form to enable the Company to send all the communications electronically including Annual Report, Notices, Circulars, etc.

- 13) The members whose dividend is unpaid or unclaimed are requested to claim the same by sending their request to the Company Secretary at IOL Chemicals and Pharmaceuticals Limited, 85, Industrial Area, 'A', Ludhiana – 141003 or send by email at investor@iolcp.com alongwith their bank account details and updated KYC documents.
- 14) SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by October 31, 2023 vide its circular dated November 3, 2021. December 14, 2021 and March 16, 2023 Shareholders are requested to submit their PAN, KYC and nomination details to the Company's registrars Alankit Assignments Limited at rta@alankit.com. The forms for updating the same are available at <https://www.iolcp.com/investors/kyc-nomination-forms>
- 15) Members holding shares in electronic form are therefore, requested to submit their PAN to their depository participant(s). In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar before the due date, RTA is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the RTA / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.

INTRUCTIONS FOR E-VOTING

- (i) The voting period begins on **Wednesday, 12th April 2023 from 9.00 A.M. and ends on Thursday, 11th May 2023 at 5.00 P.M.** During this period, members of the Company holding equity shares either in physical form or in dematerialized form, as on the **Cut-Off Date i.e., 7th April 2023** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- (iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the e-voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly. 3) If the user is not registered for Easi / Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

	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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the evoting is in progress and also able to directly access the system of all e-voting Service Providers
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
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. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no.: 1800 22 5523 or 022-23058738 and 022-23058542/43
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020990 and 1800 224430 or 022-48867000 and 022-24997000

(iv) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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. <ul style="list-style-type: none"> 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.

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for IOL Chemicals and Pharmaceuticals Limited on which you choose to vote.
- (ix) 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.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiv) If a 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.
- (xv) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - 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.

- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investor@iolcp.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022- 23058542/43.

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

Item No. 1:

The Board of Directors, based on the recommendation of the Nomination & Remuneration Committee (the 'NRC') has, at its meeting held on 3rd April 2023 appointed Mr Abhiraj Gupta (DIN 08204917) as an Additional Director and the Wholetime Director having a designation of Executive Director of the Company for a period of 5 years w.e.f 3rd April 2023. In accordance with the provisions of Section 161(1) of the Companies Act, 2013, the Rules framed thereunder and the Articles of Association of the Company, Mr Abhiraj Gupta will hold office of Director up to date of ensuing Annual General Meeting, however he shall be eligible for appointment as Director. Further, a notice under Section 160 of the Companies Act, 2013 has been received from a Member signifying his intention to propose the appointment of Mr Abhiraj Gupta as a Director.

Mr Abhiraj Gupta, Bachelor of Science in Management and Engineering in Business Management from University of Warwick, U.K. is associated with the Company since September 2017 and presently he is working as Vice President of the Company. Mr Abhiraj Gupta possesses the requisite qualifications and experience related to the business of the Company and at present he is responsible for Non-ibuprofen API and chemical business, R&D, regulatory and digital marketing of the Company. Under his leadership the non-ibuprofen API business is performing well.

Mr Abhiraj Gupta satisfies all the conditions set out in Part-I of Schedule V and Section 196(3) of the Act and he is not disqualified from being appointed as director in terms of Section 164 of the Companies Act, 2013. The information as required to be disclosed pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding the directors seeking appointment are provided in this notice.

The terms of appointment of Mr Abhiraj Gupta as Executive Director are as follows:

- a. Nature of Job: Under the Supervision of the Board of Directors or Managing Director of the Company. Mr Abhiraj Gupta shall be responsible for all non-ibuprofen API and Chemical business, strategic decisions, manufacturing, R&D, digital marketing and ensure operating efficiency of the Company. He shall also be responsible for planning, production day to day tasks within all departments.
- b. Retire by Rotation: Mr Abhiraj Gupta shall be liable to retire by rotation.
- c. Remuneration: As per resolution set out at item No 1 of this Notice.
- d. Annual Appraisal: The annual appraisal shall be decided by the Board, on the basis of recommendation of the Nomination and Remuneration Committee from time to time.
- e. Other benefits: Entitlement to other benefits, privileges, amenities (including provision of car) and amended salary structure etc. shall be as granted to senior executives of the Company.
- f. Remuneration in case of loss or inadequacy of profits: In the event of loss or inadequacy of profits in any financial year during the tenure of Mr Abhiraj Gupta as Executive Director, the Company shall continue to pay him the remuneration

as approved by the Board for any such financial year, for a period not exceeding to 3 years, without seeking any further approval of the Shareholders.

- g. Being Wholetime Director he has to devote whole of his time and attention in furthering business of the Company.
- h. Either party is entitled to terminate the employment by serving 3 months' notice in writing or any other period as may be decided by the Board. There shall be no severance fees.
- i. Supervision of production, business of the Company with powers and responsibilities to do all such acts, deeds, matters and other things deemed necessary, proper or expedient for carrying on business and concern of the Company.

The above statement may be treated as a written memorandum setting out the terms of his appointment under Section 190 of the Act.

This explanatory statement together with the accompanying Notice is and should be treated as an abstract of the terms of appointment of Mr Abhiraj Gupta, as the Whole-time Director, designated as the "Executive Director" of the Company under the first proviso of sub-section (4) of Section 196 read with Section 190 of the Companies Act, 2013.

Statement as required under Section II of Part II of Schedule V to the Companies Act, 2013 giving details in respect of appointment of Mr Abhiraj Gupta as Executive Director of the Company:

I. General Information:

- 1. Nature of Industry: Pharmaceuticals (API's) and Chemical Industry.
- 2. Date of commencement of Commercial Production: The Company started its commercial production in the year 1991.
- 3. In case of new companies, expected date of commencement of activities as per object approved by financial institutions appearing in the prospectus: N. A.
- 4. Financial Performance based on given indicators:

Rs in Crore

Particulars	9 Months ended 31 st Dec 2022	FY 2021-22	FY 2020-21
Revenue from operations	1629.90	2184.02	1966.98
Profit before tax	101.96	236.77	571.39
Profit after tax	74.71	165.66	444.56

- 5. Foreign Investments or Collaborations, if any: NIL

II. Information about the appointee:

1. Background details:

Mr Abhiraj Gupta, Bachelor of Science in Management and Engineering in Business Management from University of Warwick, U.K. is associated with the Company since September 2017 and presently he is working as Vice President of the Company. Mr Abhiraj Gupta possesses the requisite qualifications and experience related to the business of the Company and at present he is responsible for Non-Ibuprofen API and chemical business, R&D, regulatory and digital marketing of the Company. Under his leadership the non-ibuprofen API business is performing well.

2. Past remuneration:

The remuneration paid for financial year 2022-23 was as follow:

Rs in Crore

Basic Salary	Other perquisites & allowances	Contribution to Provident & other Funds	Total
0.27	0.41	0.03	0.71

3. Recognition or awards: Nil

4. Job Profile and his suitability:

Mr Abhiraj Gupta is responsible for all strategic decisions, non-ibuprofen and chemical business, manufacturing operations, R&D, digital marketing and ensures operating efficiency of the Company. He shall also be responsible for planning and production day to day tasks within all departments of the Company. Looking at the overall exposure and experience of Mr Abhiraj Gupta in diversified areas and responsibilities to be shouldered by him, he is suitable for the position.

5. Remuneration proposed

Details of remuneration proposed for approval of the shareholders is provided in the Special Resolution as set out at Item No. 1 of the Notice.

6. Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates, the relevant details would be w.r.t. the country of his origin):

Considering the size of the Company, the industry benchmarks, experience of and the responsibilities shouldered by the appointee, the proposed remuneration payable to Mr Abhiraj Gupta is commensurate with the remuneration paid to similar appointee in other companies.

7. Pecuniary Relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

Except for the remuneration Mr Abhiraj Gupta does not have any pecuniary relationship with the Company. However, he is related with Mr. Varinder Gupta, Managing Director and Mr Vikas Gupta, Joint Managing Director.

III. Other information:

1. Reasons of loss or inadequate profits: N.A.
2. Steps taken or proposed to be taken for improvement: N.A.
3. Expected increase in productivity and profits in measurable terms: N.A.

IV Disclosures:

Mr Abhiraj Gupta satisfy all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under Sub-Section 3 of Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Mr Abhiraj Gupta is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India ("SEBI") or any other authority.

The Board recommends the Special Resolution as set out at Item No. 1 of the Notice for approval by the members for the appointment and payment of remuneration to Mr Abhiraj Gupta.

Except for Mr Abhiraj Gupta, being the appointee, Mr Varinder Gupta Managing Director and Mr Vikas Gupta, Joint Managing Director being related to Mr Abhiraj Gupta, none of the directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed resolution as set out at item 1.

Item No. 2:

Mr Vikas Gupta (DIN: 07198109) was appointed as Executive Director for a period of five years w.e.f. 29th May 2015 and re-appointed as Executive Director for another term of five years from 29th May 2020 to 28th May 2025 by the shareholders in the Annual General Meeting held on 26th September 2020.

Mr Vikas Gupta is BSc. (Hons.) in Business Management from Kings College London and has an experience of about 10 years in field of strategy and business management. He is actively involved in the day to affairs and strategy of the Company.

The Board of Director based on the recommendation of the Nomination & Remuneration Committee (the 'NRC') has, at its meeting held on 3rd April 2023, subject to the approval of the members of the Company, varied the terms of appointment of Mr Vikas Gupta by re-designating him as Joint Managing Director and others terms as provided in the Resolution as set out as item No 2 of this Postal Ballot notice. The other terms and conditions of his appointment as approved by the shareholders in their Annual General Meeting held on 26th September 2020 shall remain unchanged.

The information as required to be disclosed pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding the directors seeking appointment are provided in this notice.

Statement as required under Section II of Part II of Schedule V to the Companies Act, 2013 giving details in respect of appointment of Mr Abhiraj Gupta as Executive Director of the Company:

I. General Information:

1. Nature of Industry: Pharmaceuticals (API's) and Chemical Industry.
2. Date of commencement of Commercial Production: The Company started its commercial production in the year 1991.
3. In case of new companies, expected date of commencement of activities as per object approved by financial institutions appearing in the prospectus: N. A.
4. Financial Performance based on given indicators:

Rs in Crore

Particulars	9 Months ended 31 st Dec 2022	FY 2021-22	FY 2020-21
Revenue from operations	1629.90	2184.02	1966.98
Profit before tax	101.96	236.77	571.39
Profit after tax	74.71	165.66	444.56

II. Information about the appointee:**1. Background details:**

Mr Vikas Gupta is BSc. (Hons.) in Business Management from Kings College London and has an experience of about 10 years in field of strategy and business management. He is actively involved in the day to affairs and strategy of the Company.

2. Past remuneration:

The remuneration paid for financial year 2022-23 was as follow:

Rs in Crore

Basic Salary	Other perquisites & allowances	Contribution to Provident & other Funds	Total
0.89	1.39	0.11	2.39

3. Recognition or awards: Nil**4. Job Profile and his suitability:**

Mr Vikas Gupta is BSc. (Hons.) in Business Management from Kings College London and has an experience of about 10 years in field of strategy and business management. He is actively involved in the day to affairs and strategy of the Company. Looking at the overall exposure and experience of Mr Vikas Gupta in diversified areas and responsibilities to be shouldered by him, he is suitable for the position.

5. Remuneration proposed

The remuneration is being paid as per shareholders resolution dated 26th September 2020, however some of the terms are proposed to be modified as mentioned in the Special Resolution as set out at Item No. 2 of this Notice.

6. Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates, the relevant details would be w.r.t. the country of his origin):

Considering the size of the Company, the industry benchmarks, experience of and the responsibilities shouldered by the appointee, the proposed remuneration payable to Mr Vikas Gupta is commensurate with the remuneration paid to similar appointee in other companies.

7. Pecuniary Relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

Except for the remuneration, Mr Vikas Gupta does not have any pecuniary relationship with the Company. However, he is related with Mr. Varinder Gupta, Managing Director and Mr Abhiraj Gupta, Executive Director.

III. Other information:

- Reasons of loss or inadequate profits: N.A.
- Steps taken or proposed to be taken for improvement: N.A.
- Expected increase in productivity and profits in measurable terms: N.A.

IV Disclosures:

Mr Vikas Gupta satisfy all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under Sub-Section 3 of Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Mr Vikas Gupta is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India ("SEBI") or any other authority.

The Board recommends the Special Resolution as set out at Item No. 2 of the Notice for approval by the members for varying the terms and condition of appointment of Mr Vikas Gupta, Executive Director of the Company.

Except for Mr Vikas Gupta, Mr Varinder Gupta Managing Director and Mr Abhiraj Gupta, Executive Director being related to Mr Vikas Gupta, none of the directors or Key Managerial Personnel of the Company or their relatives are concerned or By Order of the Board interested in the proposed resolution as set out at item 2.

for IOL Chemicals and Pharmaceutical Limited

Sd-

Abhay Raj Singh

Vice President & Company Secretary

Place: Ludhiana

Date: 3rd April 2023

Annexure -A

Details of Directors seeking re-appointment.

Information pursuant to the and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS- 2) regarding Director seeking re-appointment.

Particulars	Mr Abhiraj Gupta	Mr Vikas Gupta
DIN	08204917	07198109
Date of Birth	4 th January 1995	13 th February 1992
Date of First appointment on the Board	3 rd April 2023	29th May 2015
Qualification	Bachelor of Science in Management and Engineering in Business Management from University of Warwick, U.K.	BSc. (Hons.) in Business Management from Kings College, London
Expertise in specific functional areas and experience	Business management, strategy, planning etc.	Business management, strategy, planning general management etc.
Present profession	Vice President	Executive Director
Total experience	5 years	10 years
Brief resume of the director	Mr Abhiraj Gupta, Bachelor of Science in Management and Engineering in Business Management from University of Warwick, U.K. He was appointed as Manager (Strategic Management) with effect from 25th September 2017. At present he is working as Vice President of the Company and looks after the strategic decisions of the Company and is also actively involved in daily activities of the Company	Mr. Vikas Gupta graduated from King's College London, University of London, with a Bachelor of Science in Business Management. He is intellectually prepared and has organizational abilities. He spent two years in the company's strategy department, where he was instrumental in developing the company's Chemical and Pharmaceutical businesses. Over the previous 10 years, he has been critical to the organization's operation
Terms and conditions of Appointment	As stated in this Notice pursuant to Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Draft Letter of Appointment.	As stated in this Notice pursuant to Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Draft Letter of Appointment.
Relationship between directors inter-se;	Son of Mr Varinder Gupta, Managing Director and Brother of Mr Vikas Gupta, Joint Managing Director	Son of Mr Varinder Gupta, Managing Director and Brother of Mr Abhiraj Gupta, Executive Director
Directorships in other public companies (excluding private, foreign and section 8 companies)	1) NCVI Enterprises Limited 2) True Value Traders Limited 3) IOL Life Sciences Limited 4) IOL Speciality Chemicals Limited	1. Mayadevi Polycot Limited 2. NM Merchandises Limited 3. NCG Enterprises Limited 4. Bhudeva Lifesciences Limited 5. True Value Traders Limited 6. IOL Life Sciences Limited 7. IOL Speciality Chemicals Limited

Directorships in other Listed Companies (along with listed entities from which the person has resigned in the past three years)	Nil	Nil
Chairmanships/ Memberships of committees of other listed companies (along with listed entities from which the person has resigned in the past three years)	Nil	Nil
Listed entities from which the person has resigned in the past three years	Nil	Nil
Shareholding in the Company	Nil	Nil
The number of Meetings of the Board attended during the year	N.A.	5 (five)

for IOL Chemicals and Pharmaceutical Limited

Sd-
Abhay Raj Singh
Vice President & Company Secretary

Place: Ludhiana

Date: 3rd April 2023