

# NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 38th Annual General Meeting of members of **IOL Chemicals and Pharmaceuticals Limited** (the "Company") will be held on **Friday, the 22nd day of August 2025 at 11:30 AM ("IST")**, through Video Conferencing or Other Audio-Visual Means ("VC or OAVM") Facility to transact the following businesses:

## Ordinary Business:

1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended 31st March 2025 together with Reports of the Board of Directors and Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended 31st March 2025 together with Reports of the Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted".

2. To appoint a director in place of Mr. Abhiraj Gupta, who retires by rotation and being eligible, offers himself for re-appointment; and in this regard, to consider and if thought fit, pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Abhiraj Gupta (DIN: 08204917), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation".

## Special Business:

3. To re-appoint Mr Vikas Gupta as Joint Managing Director of the Company.

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

"**RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made thereunder and applicable provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company and in respect of whom the Company has received a notice under Section 160(1) of the Act proposing his candidature for the office of a Director, the approval of Members be and is hereby accorded for re-appointment of Mr Vikas Gupta (DIN: 07198109) as a Whole-time Director, designated as "Joint Managing Director" of

the Company, for a period of 5 years with effect from 29th May 2025 to 28th May 2030, liable to retire by rotation, upon terms and conditions as set out in the explanatory statement including following remuneration:

Basic Salary:	Rs.10,46,000/- (Rs. Ten lakh forty-six thousand only) per month.
Perquisites and allowances:	Not exceeding 150% of the Basic Salary
Variable	Not exceeding 20% of Gross salary

**RESOLVED FURTHER THAT** on the basis of recommendations of the Nomination & Remuneration Committee, the abovesaid remuneration and perquisites payable to Mr. Vikas Gupta and other terms and condition of appointment, including change of designation, can be increased or altered, by the Board of Directors to the extent it may deem appropriate, by a maximum of twenty five percent per annum of the gross remuneration (including perquisites, allowances, variables etc.) 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** Mr Vikas 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 as are applicable to the senior executives of the Company, in accordance with the Company's policies, practice, rules and regulations in force from time to time.

**RESOLVED FURTHER THAT** the payment of remuneration as given above shall be in force for a period of three years and subject to renewal by the shareholders thereafter.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year the Company, in respect of such financial year(s) in which such inadequacy or loss arises, will continue to pay to Mr Vikas 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** pursuant to Regulation 17(6) (e) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the aforesaid payment of remuneration be paid to Mr. Vikas Gupta, Joint Managing Director, notwithstanding that the annual remuneration payable to him exceeds Rs 5 crore or 2.5% of the net profits of the Company or the aggregate annual remuneration of all the promoter executive directors of the Company exceeds 5% of the net profits of the Company.

**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 to give effect to the aforesaid resolutions”.

**4. To appoint M/s B.K. Gupta & Associates, Practising Company Secretaries as the Secretarial Auditor of the Company**

To consider and if thought fit, to pass with or without modification, if any, the following resolution as a **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 204 of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), (including any statutory modifications or re-enactments thereof for the time being in force), and as recommended by the Board of Directors, the consent of the shareholders be and is hereby accorded to appoint M/s B.K. Gupta & Associates, Practising Company Secretaries (Certificate of Practice No. 5708 and Peer Review No. 1220/2021), as the Secretarial Auditor of the Company to conduct the secretarial audit of the Company for a term of five years from FY 2025-26 to FY 2029-30, at a remuneration as may be mutually agreed upon between the Board of Directors and the Secretarial Auditor, plus reimbursement of out-of-pocket expenses and applicable taxes.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters, and things as may be necessary, expedient, and incidental to give effect to this resolution and to delegate all or any of the powers herein conferred to any Committee of Directors or any Director(s) or any other Officer(s) of the Company, to give effect to this resolution.”

**5. To ratify the remuneration of the Cost Auditor for the financial year ending 31st March 2026**

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to M/s Ramanath Iyer & Co., Cost Accountants, New Delhi (Firm Registration No. 000019), appointed by the Board of Directors on the recommendation of the Audit Committee, as Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ending 31st March 2026, amounting to Rs 1,81,500/- plus applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified by the Members of the Company”.

**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 the aforesaid resolution”.

By Order of the Board  
For **IOL Chemicals and Pharmaceuticals Limited**

Sd/-  
**Abhay Raj Singh**  
Sr Vice President & Company Secretary

Place: Ludhiana  
Date: 16th May 2025

**IMPORTANT NOTES:**

- 1) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Businesses to be transacted at the Annual General Meeting (AGM) is annexed hereto. Additional information, pursuant to Regulation 36 of the Listing Regulations, in respect of the directors seeking appointment / reappointment at the AGM, forms part of this Notice.
- 2) The Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 2/2022, 10/2022, 09/2023 and 09/2024 dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 13th January, 2021, 8th December, 2021, 14th December, 2021, 5th May, 2022, 28th December, 2022, 25th September 2023 and 19th September 2024 respectively, ("MCA Circulars") allowing, inter alia, conducting of AGMs through Video Conferencing/ Other Audio-Visual Means ("VC / OAVM") facility on or before 30th September, 2025, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2020. The Securities and Exchange Board of India ("SEBI") also vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020; Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022; Circular No. SEBI/HO/CFD/PoD-2/P/ CIR/2023/4 dated 5th January, 2023 and Circular No. SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated 3rd October 2024 ("SEBI Circulars") has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In compliance with these Circulars, provisions of the Act and Listing Regulations, the 38th AGM of the Company is being conducted through VC / OAVM facility, without the physical presence of Members at a common venue. Central Securities Depositories Limited ('CDSL') will be providing facility for voting through remote e-voting, participation in the AGM through VC / OAVM facility and e-voting during the AGM. The Registered Office of the Company situated at Village & Post Office Handiaya, Fatehgarh Channa Road, Barnala – 148107, Punjab (India) shall be deemed to be the venue of the Meeting.
- 3) Since this AGM is being held pursuant to the MCA Circulars and SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM. Institutional/Corporate shareholders (i.e. other than individuals, HUF, NRI etc.) are entitled to appoint authorised representatives in terms of Section 113 of the Act to attend the AGM through VC / OAVM and participate thereat and cast their votes through remote e-voting or e-voting during the AGM.
- 4) The Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning quorum under Section 103 of the Act.
- 5) Since the meeting is being held through VC/OAVM, the route map, proxy form and attendance slip are not annexed to the notice.
- 6) Pursuant to the MCA Circulars and SEBI Circulars, the Notice of the 38th AGM and the Annual Report for the FY 2024-25, including therein the Audited Financial Statements for FY 2024-25, are being sent only by electronic mode to the Members whose e-mail IDs are registered with the Company or the Depository Participant(s). Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 38th AGM and the Annual Report for the FY 2024-25 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:
  - a) For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company's email [investor@iolcp.com](mailto:investor@iolcp.com).
  - b) For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
- 7) Notice of AGM is also available on the Company's website [www.iolcp.com](http://www.iolcp.com) and websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The Notice of AGM is also disseminated on the website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com).
- 8) The Register of Members and Share Transfer Books of the Company shall remain closed from **16th August 2025 to 22nd August 2025 (both days inclusive) for the purpose of AGM.**
- 9) 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.
- 10) Members are requested to update their Know Your Client ("KYC") with their Depository Participant ("DP") (where shares are held in dematerialised mode) and with the RTA (where shares are held in physical mode). Members holding shares in physical form for availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, Alankit Assignments Limited "Alankit House", 4E/2, Jhandewalan Extension, New Delhi – 110055:
 

Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR-1
Update of signature of securities holder	Form ISR-2
For nomination as provided in Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014	Form ISR-13
Declaration to opt out Nomination	Form ISR-3

Cancellation of nomination by the holder(s) (along with ISR-3) / Change of nominee	Form ISR-14
Form for requesting issue of duplicate certificate and other service requests for shares / debentures / bonds, etc., held in physical mode	Form ISR-4

Please click on link to download the aforesaid forms: <https://www.iolcp.com/investors/kyc-nomination-forms>

- 11) Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz., Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4 to RTA of the Company viz., Alankit Assignments Limited "Alankit House", 4E/2, Jhandewalan Extension, New Delhi – 110055. It may be noted that any service request can be processed only after the folio is KYC Compliant.
- 12) As per Regulation 40 of the SEBI Listing Regulations, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository. Members of the Company who hold securities in physical form and intend to transfer their securities can do so only in dematerialized form. Therefore, Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares for ease of portfolio management as well as for ease of transfer, if required. In view of the same and to avail the in-built advantages of NECS payment, nomination facility and other advantages, the shareholders are requested to dematerialize their shares. Members can contact the Company or RTA for assistance in this regard.
- 13) As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the websites of the Company or the Registrar and Transfer Agent ('RTA'). Members are requested to submit the said details to their DPs in case the shares are held by them in dematerialized form and to the Company's RTA in case the shares are held by them in physical form, quoting their folio number.
- 14) SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE\_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/ OIAE\_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE\_IAD1/P/ CIR/2023/145 dated

July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market.

Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>.

- 15) Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ('IEPF'). The shares, in respect of such unclaimed dividends, are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their unpaid/unclaimed dividends from the Company, within the stipulated timeline. The detail in respect of dividends paid by the company and its due date of transfer of unpaid dividend to IEPF Account are provided in Corporate Governance Report Section forming part of the Annual Report 2023-24.
- 16) In case of joint holders, the Members whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
- 17) Members may also note that Annual Report is available on the Company's website [www.iolcp.com](http://www.iolcp.com) for their download. For any communication, the members may also send requests to the Company's investor email id: [investor@iolcp.com](mailto:investor@iolcp.com)
- 18) All activities for transmission 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 House", 4E/2, Jhandewalan Extension, New Delhi-110 055.**
- 19) **General instructions for accessing and participating in the 38th AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting:**
  - (i) The general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide MCA Circulars. The forthcoming AGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
  - (ii) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the

authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

- (iii) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- (iv) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- (v) Pursuant to MCA Circulars the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
- (vi) In line with the MCA Circulars the Notice calling the AGM has been uploaded on the website of the Company at [www.iolcp.com](http://www.iolcp.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com)
- (vii) The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars

**20) The instructions for shareholders for remote e-voting and joining virtual meetings are as under:**

- (i) The voting period begins on **19th August 2025 at 9:00 AM** and ends on **21st August 2025 at 5:00 PM**. 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 15th August 2025**, 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) 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.

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.

- (iv) In view of the aforesaid ; Individual shareholders holding shares in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.
- (v) Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
- (vi) **Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode is given below:**

Type of shareholders	Login Methods
Individual Shareholders holding shares in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</li> <li>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 remote e-Voting period or joining virtual meeting &amp; 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.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding shares in demat mode with NSDL	<ol style="list-style-type: none"> <li>1) For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a> You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider 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 &amp; voting during the meeting.</li> <li>2) 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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 <b>company name or e-Voting service provider name</b> and you will be re-directed to <b>e-Voting service provider website</b> for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>3) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>4) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider 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 &amp; voting during the meeting</li> </ol>
Individual Shareholders (holding shares in demat mode) login through their Depository Participants	<p>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 &amp; voting during the meeting.</p>

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

**Helpdesk for Individual Shareholders holding shares 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022-48867000 and 022-24997000

(vii) **Login method for e-Voting and joining AGM through VC/OAVM for Physical Shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should login on to the e-voting website [www.evotingindia.com](http://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 mode 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 mode and had logged on to [www.evotingindia.com](http://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 shareholders holding shares in demat mode and shareholders holding shares in physical mode)
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**For Physical shareholders and other than individual shareholders holding shares in Demat.**

- 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  
Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company's 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).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for **IOL Chemicals and Pharmaceuticals Limited** on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.

- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) 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.
- (xviii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xix) 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](http://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](mailto: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 will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, 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](mailto: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.
- 21) **Instructions for shareholders attending the AGM through VC/OAVM & e-voting during meeting are as under:**
- (i) The procedure for attending AGM and e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
  - (ii) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- (iii) Shareholders who have voted through remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- (iv) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- (v) Further, shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (vi) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (vii) Shareholders who would like to express their views / ask questions during the meeting may register themselves as a speaker and send their questions in advance with regard to the financial statements or any other matter to be placed at the 38th AGM, from their registered email address, mentioning their name, DP ID and Client ID number / folio number and mobile number, to reach the Company’s email address [investor@iolcp.com](mailto:investor@iolcp.com) atleast 5 days in advance before the meeting. Further, the Shareholders who do not wish to speak during the AGM but have queries may also send their queries in advance 5 days prior to meeting as above. Such questions by the Members shall be replied during the meeting, depending upon the availability of time or may be replied suitably by email.
- (viii) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the 38th AGM depending upon the availability of time.
- (ix) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- (x) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- 22) **Process for those shareholders whose email/mobile no. are not registered with the Company/depositories:**
- (i) 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.

- (ii) For Demat Shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
- (iii) 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.
- 23) If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911
- 24) 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 Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 21 09911.
- 25) All the documents referred to in the accompanying Notice of the 38th AGM and the Explanatory Statement and/or statutory documents will also be available for electronic inspection by the members from the date of circulation of this Notice upto the date of AGM. Members seeking inspection can send an email at [investor@iolcp.com](mailto:investor@iolcp.com).
- 26) 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.
- 27) The Results of voting will be declared within 48 hours from the conclusion of the AGM and the Resolutions will be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes. The declared Results, along with the Scrutinizer's Report, will be available forthwith on the Company's corporate website [www.iolcp.com](http://www.iolcp.com) and on the website of CDSL; such Results will also be forwarded to the National Stock Exchange of India Limited and BSE Limited, where the Company's shares are listed.

### Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

#### Item No. 3

Mr Vikas Gupta was appointed as Wholetime Director having a designation of Joint Managing Director of the Company for a period of five years with effect from 29th May 2020 approved by the shareholders in the Annual General Meeting held on 26th September 2020.

Mr. Gupta holds a B.Sc. (Hons.) in Business Management from King's College London and brings approximately 12 years of experience in strategy and business management. He plays an active role in the strategic and operational affairs of the Company.

Considering his experience, the Board of Directors, on 16th May 2025, based on the recommendations of Nomination and Remuneration Committee and subject to the approval of the shareholders, re-appointed him as Wholetime Director with the designation of Joint

Managing Director of the Company for another term of five years with effect from 29th May 2025 to 28th May 2030 at remuneration as provided in the Resolution No 3 of this Notice.

Further, Mr. Vikas Gupta meets all the conditions as 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 director's seeking appointment/re-appointment are provided in this notice.

Mr. Vikas Gupta provided his consent for such re-appointment and has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by the BSE Limited and the National Stock Exchange of India Limited pertaining to the enforcement of SEBI Orders regarding the appointment of Directors by the listed companies.

The terms of appointment of Mr Vikas Gupta as Joint Managing Director are as follows:

- a) Nature of Job: Under the supervision of the Board of Directors or Managing Director of the Company. Mr Vikas Gupta shall be responsible for all 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) Remuneration: The remuneration shall be as specified in Resolution No. 3 of this Notice and will remain in force for a period of three years.
- c) Annual Appraisal: The annual appraisal shall be decided by the Board, based on the recommendation of the Nomination and Remuneration Committee from time to time.
- d) Other benefits: Entitlement to other benefits, privileges, amenities (including the provision of car) and amended salary structure etc. shall be as granted to senior executives of the Company.
- e) 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 Vikas Gupta as Joint Managing 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.
- f) Term & Notice Period: The term of his appointment shall be for five years, commencing from 29th May 2025, and he shall be liable to retire by rotation. Either party may terminate the employment by giving three months' written notice, or such other period as may be determined by the Board. If either party serves a notice period shorter than three months, the party serving the notice shall pay an amount equivalent to the balance of the fixed remuneration in lieu of the remaining notice period. No severance fee shall be payable.

This explanatory statement together with the accompanying Notice is and should be treated as an abstract of the terms of re-

appointment of Mr Vikas Gupta as Joint Managing 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 re-appointment of Mr Vikas Gupta as Joint Managing Director of the Company:**

**I. General Information:**

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

in ₹ Crore		
Particulars	FY 2024-25	FY 2023-24
Revenue from operations	2079.21	2132.79
Profit before tax	137.89	182.64
Profit after tax	101.00	135.42

- Foreign Investments or Collaborations, if any: NIL

**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 12 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 2024-25 was as follow:

Salary	Other perquisites & allowances and Bonus	Contribution to Provident & other Funds	Total
1.14	1.95	0.14	3.23

**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 12 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**

Details of remuneration proposed for approval of the shareholders is provided in the Special Resolution as set out at Item No. 3 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, experience, management expertise and the responsibilities shouldered by the appointee, the proposed remuneration is commensurate with the remuneration paid to similar position in the industry.

**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 for Loss or Inadequate Profits: The Company's profits may be impacted due to a combination of internal and external factors, including Volatility in raw material costs, competition, delays in regulatory approvals or changes in domestic or international regulations; global or domestic economic slowdowns, demand fluctuations, or geopolitical factors can impact sales volumes etc.
- Steps taken or proposed to be taken for improvement: To address these challenges and improve profitability, the Company is taking various steps such as expanding into new markets to widen its revenue base, improving operational efficiency with cost-saving measures and digital tools, strengthening customer relationships through long-term contracts and closer engagement, and optimising raw material sourcing to better manage input costs.
- Expected increase in productivity and profits in measurable terms: The initiatives being undertaken by the Company are expected to improve production efficiency, expand sales volumes, and enhance overall profitability. By entering new markets, adding new products, and optimising operations, the Company aims to achieve sustainable growth in revenue and better profit margins over the coming years.

**IV Disclosures:**

Mr Vikas Gupta meets 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. 3 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 3.

The Board recommends the Special Resolution as set out at Item No. 3 of the Notice for approval by the members for the re-appointment and payment of remuneration to Mr Vikas Gupta.

#### Item No. 4

Pursuant to Section 204 of the Companies Act, 2013 ('the Act'), the Company is required to annex a Secretarial Audit Report, issued by a practicing Company Secretary in the prescribed format, to its Board's Report. As per Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Secretarial Audit Report shall be in Form MR-3. Further, in accordance with Section 179 of the Act read with Rule 8 of the Companies (Meetings of Board and its Powers) Rules, 2014, the appointment of the Secretarial Auditor must be approved by the Board at a Board meeting.

SEBI, through its notification dated 12th December 2024, amended Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). The amended regulation, read with SEBI Circular No. SEBI/HO/CFD/CFDPoD-2/CIR/P/2024/185 dated 31st December 2024, specifies the term of appointment or re-appointment, eligibility criteria, qualifications, and disqualifications of the Secretarial Auditor of a listed company. As per the amended Regulation 24A, the Company and its material unlisted subsidiary are required to conduct a Secretarial Audit through a Peer-Reviewed Company Secretary and to annex the Secretarial Audit Report, in the format prescribed by SEBI, to the annual report of the Company.

In line with the amended Regulation 24A, effective from 1st April 2025, every listed company, on the recommendation of its Board of Directors, shall appoint or re-appoint: (i) an individual as Secretarial Auditor for a maximum of one term of five consecutive years; or (ii) a firm of Secretarial Auditors for not more than two terms of five consecutive years, with the approval of its shareholders at the Annual General Meeting.

In accordance with the applicable provisions, the Board of Directors, at its meeting held on 16th May 2025, considered and approved the appointment of M/s. B.K. Gupta & Associates, Practicing Company Secretaries (Firm Registration Number: 4590), as the Secretarial Auditors of the Company. The Board has recommended their appointment to the shareholders for approval at the ensuing 38th Annual General Meeting for a term of five consecutive years, to conduct the Secretarial Audit for the financial years from FY 2025–26 to FY 2029–30. M/s. B.K. Gupta & Associates will carry out the Secretarial Audit and issue Secretarial Audit Reports and Secretarial Compliance Reports in accordance with the provision of Section 204 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the said term.

M/s B.K. Gupta & Associates have provided peer review certificate and consent for appointment as Secretarial Auditor of the Company

and confirmed that their appointment, if made, would be within the limit specified by the Institute of Companies Secretaries of India. They have further confirmed that they are not disqualified to be appointed as Secretarial Auditors in term of provisions of the Companies Act, 2013, the Companies Secretaries Act, 1980 and Rules and Regulations made thereunder and the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and the Circular.

M/s B. K. Gupta & Associates, Practicing Company Secretaries, based in North India, with its offices in Ludhiana & Chandigarh. The firm has a rich and vast experience of dealing with a number of large and well renowned Corporates in the region and has been servicing various corporate actions, compliances, legal representations, litigations and other corporate advisory for the last 25 years. The firm is peer reviewed in terms of the peer review guidelines issued by the ICSI.

For conducting the Secretarial Audit and preparing the Compliance Report, a fee of Rs. 1,10,000/- plus applicable taxes and out-of-pocket expenses is proposed for FY 2026. The fees for subsequent years of their term may be mutually agreed upon between the Board of Directors and M/s BK Gupta & Associates. In addition to the Secretarial Audit and Compliance Report, M/s BK Gupta & Associates may also render other services and certifications as may be approved by the Board of Directors, with fees for such additional services to be mutually agreed and decided by the Board on the recommendation of the Audit Committee.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No.4 of the notice.

The Board recommends the Ordinary Resolution as set out at Item No. 4 of the Notice for approval by the members.

#### Item No. 5

On the recommendation of the Audit Committee, the Board in its meeting held on 16th May 2025, approved the appointment and remuneration of M/s Ramanath Iyer & Co., Cost Accountants, New Delhi, to conduct audit of cost accounting records maintained by the Company in respect of chemicals and bulk drugs for the financial year ending 31st March 2026 at a remuneration of Rs. 1,81,500/- plus goods and service tax and out-of-pocket expenses. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors for financial year 2025-26 is required to be ratified by the shareholders. Therefore, shareholders' approval is sought for ratification of the remuneration payable to the Cost Auditors.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the notice.

The Board recommends the Ordinary Resolution as set out at Item No. 5 of the Notice for approval by the members to ratify the remuneration of the Cost Auditor for the financial year ending 31st March 2026

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

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

<b>Name of the Director</b>	<b>Mr Vikas Gupta</b>	<b>Mr Abhiraj Gupta</b>
DIN	07198109	08204917
Date of Birth	13th February 1992	4th January 1995
Date of Appointment	29th May 2015	3rd April 2023
Brief resume of the director	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 12 years, he has been critical to the organization's operation.	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
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.	To retire by rotation
Expertise in specific functional area	Business management, strategy, planning general management etc.	Business management, strategy, planning etc
Total experience	12 years	7 years
Present profession	Joint Managing Director	Executive Director
Qualification	BSc. (Hons.) in Business Management from Kings College, London	Bachelor of Science in Management and Engineering in Business Management from University of Warwick, U.K.
Directorships in other public companies (excluding private, foreign and section 8 companies)	1. Mayadevi Polycot Limited 2. NM Merchantiles Limited 3. IOL Life Sciences Limited 4. IOL Speciality Chemicals Limited	1) NCVI Enterprises Limited 2) IOL Life Sciences Limited 3) IOL Speciality Chemicals Limited
Chairmanship of Board Committees of other public companies	Nil	Nil
Membership of Board Committees of other public companies	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	6	5
Relationships between directors inter-se	Mr Vikas Gupta is son of Mr Varinder Gupta, Managing Director and brother of Mr Abhiraj Gupta, Executive Director	Mr Abhiraj Gupta is son of Mr Varinder Gupta, Managing Director and brother of Mr Vikas Gupta, Joint Managing Director

By Order of the Board  
For **IOL Chemicals and Pharmaceuticals Limited**

Place: Ludhiana  
Date: 16th May 2025

Sd/-  
**Abhay Raj Singh**  
Sr Vice President & Company Secretary