



## IOL CHEMICALS AND PHARMACEUTICALS LIMITED

12<sup>th</sup> November 2024  
IOLCP/CGC/2024

**National Stock Exchange of India Ltd.**  
Exchange Plaza,  
Plot no. C/1, G Block, Bandra-Kurla Complex,  
Bandra (E), Mumbai - 400 051  
**Security Symbol: IOLCP**

**BSE Limited,**  
Pheroze Jeejeebhoy Tower,  
Dalal Street,  
Mumbai- 400 001  
**Security Code: 524164**

**Sub: Postal Ballot Notice**

Dear Sir,

In compliance with the Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and further to our communication dated 28<sup>th</sup> October 2024, please find enclosed herewith copy of the Postal Ballot Notice dated 28<sup>th</sup> October 2024 to seek approval of the shareholders for **Appointment of Ms Rajni Jha (DIN: 10818947) as an Independent Director of the Company** by way of a **Special Resolution**.

The relevant events for Postal Ballot are as below:

Sl. No.	Particulars	Dates
1	Cut-off date	8 <sup>th</sup> November 2024
2	Date of Commencement of e-Voting	13 <sup>th</sup> November 2024
3	Date of Ending of e-Voting	12 <sup>th</sup> December 2024
4	Results of Postal Ballot	On or before 14 <sup>th</sup> December 2024
5	Date of passing the Special Resolution, if approved by the requisite majority	12 <sup>th</sup> December 2024

Notice of Postal Ballot along with the Explanatory Statement is also available on the website of the Company at [www.iolcp.com](http://www.iolcp.com)

This is for your information and records.

Thanking You,

Yours faithfully,  
for IOL Chemicals and Pharmaceuticals Limited

Abhay Raj Singh  
Sr. Vice President & Company Secretary



## 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 to the Members of IOL Chemicals and Pharmaceuticals Limited ("**the Company**") pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**Rules**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), General Circular No. 09/2024 dated 19<sup>th</sup> September, 2024 read with earlier Circulars, issued by the Ministry of Corporate Affairs in this regard ("**MCA Circulars**"), Secretarial Standard - 2 on General Meetings ("**Secretarial Standard**") issued by the Institute of Company Secretaries of India and other applicable provisions of the Act, regulations, rules, circulars and notifications issued thereunder, for the time being in force, that the Special Resolution as set out in this Notice is proposed to be passed by Members of the Company by way of Postal Ballot through the remote e-voting process only ("**remote e-voting**"). Communication of assent or dissent of the Members would take place only through the remote e-voting system.

The members desiring to exercise their vote are requested to read the instructions in the 'Notes'. The voting period begins on **Wednesday, 13<sup>th</sup> November 2024 from 9.00 A.M. (IST) and ends on Thursday, 12<sup>th</sup> December 2024 at 5.00 P.M. (IST)**. 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., 8<sup>th</sup> November 2024** 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 **12<sup>th</sup> December 2024**, being the last date for remote e-voting, if approved by the requisite majority.

#### **SPECIAL BUSINESS:**

##### **Item No. 1:**

**Appointment of Ms. Rajni Jha as Independent 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 Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") and rules made

thereunder, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), and any other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force), the Articles of Association of the Company and pursuant to recommendation of the Nomination and Remuneration Committee ("**the Committee**") and approval of the Board of Directors, Ms. Rajni Jha (DIN: 10818947), who was appointed as an Additional Director in the category of Independent Director of the Company, with effect from 28<sup>th</sup> October 2024 and has also submitted a declaration that she meets the criteria for independence under Section 149(6) of the Act and the rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director of the Company pursuant to Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of three years, with effect from 28<sup>th</sup> October 2024 to 27<sup>th</sup> October 2027.

**RESOLVED FURTHER THAT** the Board of Directors including any Committee thereof or any other person authorized by the Board in this regard, be and are hereby authorised on behalf of the Company to do all such acts, deeds, matters and things and take all such steps as may be necessary, or expedient including filing or submission of the requisite forms or documents with any Authority for the purpose of giving effect to this resolution.

By Order of the Board  
For IOL Chemicals and Pharmaceutical Limited

Sd/-

Abhay Raj Singh

Sr Vice President & Company Secretary

Place: Ludhiana

Date: 28<sup>th</sup> October 2024

#### **Registered Office:**

Village & Post Office – Handiaya,

Fatehgarh Channa Road, Barnala - 148107, Punjab, India

CIN: L24116PB1986PLC007030 Tel No: +91 161 2225531 - 35

Email: [investor@iolcp.com](mailto:investor@iolcp.com), Website: [www.iolcp.com](http://www.iolcp.com)

### 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 hereto.
- 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 **8<sup>th</sup> November 2024 ("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](http://www.iolcp.com) and the website of CDSL i.e. [www.evotingindia.com](http://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](http://www.bseindia.com) and [www.nseindia.com](http://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 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](mailto: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 28<sup>th</sup> October 2024 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 Scrutiniser's Report, will be placed on the website of the Company ([www.iolcp.com](http://www.iolcp.com)) and the website of CDSL ([www.evotingindia.com](http://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 Resolution(s) as mentioned in the notice shall be deemed to have been passed on **12<sup>th</sup> December 2024**, being the last date for remote e-voting. The Company will also display the results of the postal ballot at its registered office and at the corporate office.
- 11) 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.

- 12) 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.
- 13) Shareholders are requested to submit their PAN, KYC and nomination details to the Company's registrars **Alankit Assignments Limited, Alankit House, 4E/2 Jhandewalan Extension, New Delhi – 110055**. The forms for updating the same are available at <https://www.iolcp.com/investors/kyc-nomination-forms>
- 14) Members holding shares in electronic form are requested to update their PAN, register their email address, and provide their bank account details in their demat account, in accordance with the process outlined by the Depository Participants.
- 15) SEBI vide its Circular SEBI/ HO/ MIRSD/ POD-1/ P/ CIR/2023/181 dated November 17, 2023 has done away with the requirement of freezing of folios and referring frozen folios to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/ or Prevention of Money Laundering Act, 2002.
- 16) In terms of the SEBI Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from April 1, 2019. Further, as an ongoing measure to enhance ease of dealing in securities by investors, SEBI vide its Circular dated January 25, 2022, has mandated listed companies to issue securities in demat form only while processing service requests such as transfer, transmission, issue of duplicate share certificates, renewal/ exchange of share certificates, consolidation of folios etc. In terms of the Circular,
- Claimant/ Securities Holder shall submit their request in Form ISR-4 (hosted on website of Company and RTA) along with requisite documents and details;
  - RTA shall verify the request and documents submitted and thereafter issue a Letter of Confirmation (LoC) in lieu of physical securities certificates to the Claimant/ Securities Holder within 30 days of receipt of such request;
  - LoC shall be valid for a period of 120 days from the date of its issuance;
  - Claimant/ Securities Holder to make a request to the Depository Participant for dematerializing the said securities;

- In case the Claimant/ Securities Holder fails to submit the demat request within the prescribed period, such shares shall be credited to the Suspense Escrow Demat Account of the Company; Claimant/ Securities Holder to reinstate the process for claiming shares from the Suspense Escrow Demat Account of the Company.

### INTRUCTIONS FOR E-VOTING

- (i) The voting period begins on **Wednesday, 13<sup>th</sup> November 2024 from 9.00 A.M. (IST) and ends on Thursday, 12<sup>th</sup> December 2024 at 5.00 P.M. (IST)**. 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., **8<sup>th</sup> November 2024** 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 <b>CDSL</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password..</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the 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 &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; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the evoting is in progress and also able to directly access the system of all e-voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsd.com">https://eservices.nsd.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 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 the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.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.</li> <li>4) e-Voting mobile application of NSDL Shareholders / Members can also download NSDL Mobile App "NSDL Speede" facility for seamless voting experience. Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	<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.</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 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 <b>CDSL</b>	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 21 099 11
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	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 toll free no.: 022-48867000

	<ul style="list-style-type: none"> <li>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.</li> </ul>
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"> <li>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.</li> </ul>

(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](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 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](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:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

- (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](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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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](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.

**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.

If you have any queries or issues regarding e-Voting from the CDSL 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

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 21 099 11.

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

**Item No. 1:**

The Board of Directors of the Company at its Meeting held on 28th October 2024, based on recommendation of the Nomination and Remuneration Committee ("the Committee"), approved the appointment of Ms. Rajni Jha (DIN: 10818947), as an Additional Director in the category of Independent Director of the Company, not liable to retire by rotation, for a term of three years, with effect from 28th October 2024 to 27th October 2027, subject to approval of Members of the Company.

As per Section 161 of the Companies Act, 2013 (the "Act"), an Additional Director holds office only until the date of the next Annual General Meeting (AGM) or the last date by which the AGM should have been held, whichever is earlier. Further, in terms of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") the appointment of an Independent Director must be approved by the shareholders at the next general meeting or within three months of the appointment, whichever is earlier. Accordingly, the approval of Members is sought for the appointment of Ms. Rajni Jha as an Independent Director by passing a Special Resolution through Postal Ballot. The Company has also received a notice in writing from a Member under Section 160 of the Act proposing the candidature of Ms. Rajni Jha for the Office of Independent Director of the Company.

Ms. Rajni Jha is a highly accomplished Senior Pharmaceutical Regulatory, Quality, and Compliance professional with over 32 years of extensive experience in the pharmaceutical industry. An IIT Kanpur scholar and Regulatory Affairs professional, she has made significant contributions across various departments, including Chemical Research, Corporate Regulatory Affairs, Quality Assurance and Drug Regulatory Affairs- RA & QA [R&D & Manufacturing plant] & Techno Commercial Team. Ms. Rajni Jha has done M.Sc. in Synthetic Organic Chemistry from Kanpur University. She is an IIT Kanpur Scholar - Research work at I.I.T Kanpur.

She has expertise in API research, technology transfer, and international regulatory affairs, successfully navigating global regulatory audits and inspections. Throughout her versatile career, Ms. Rajni has held leadership roles at major Indian pharmaceutical companies such as Ranbaxy Research Laboratories, Morepen, Torrent Pharmaceuticals, Glenmark Pharma, Unimark Remedies, Nicholas Piramal, Indswift Laboratories, Naari Pharma & Freyr Global Regulatory Solutions.

Her leadership has led to numerous facility approvals from agencies like the USFDA, EDQM, MHRA, KFDA, NMO Greece, TGA Australia and PMDA for both APIs & Formulations. She has also audited numerous domestic as well as International outsourced vendor sites (of Regulatory Starting Materials & APIs) for GMP/GXP Compliance.

Ms. Rajni is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director of the Company. The Company has received a declaration from Ms. Rajni that she meets the criteria of independence as prescribed under the Act and SEBI Listing Regulations and that she is not debarred from holding the office of a director by virtue of any Order passed by the SEBI or any other authority. She has submitted all statutory disclosures/declarations prescribed under the Act, applicable provisions of SEBI Regulations.

Ms. Ranji fulfils the conditions specified in the Act, rules made thereunder and SEBI Listing Regulations for appointment as an Independent Director of the Company. Ms. Rajni is independent of the management and possesses the requisite skills, experience, knowledge and capabilities required for the role of Independent Director. She also fulfills the requirements as prescribed in Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 as amended, with respect to enrolling her name in the online databank of independent directors.

Considering Ms. Rajni Jha's qualifications, skills, experience, and expertise, the Board of Directors is of the opinion that her appointment would be highly beneficial to the Company. The Board believes that her association as an Independent Director will contribute significantly to the Company's growth and governance.

A copy of the letter of appointment of Ms. Rajni Jha setting out the terms and conditions is available for inspection.

As an Independent Director of the Company, Ms. Rajni Jha will be entitled to receive sitting fees, including reimbursement of expenses for attending meetings of Company.

Pursuant to Regulation 36 of the SEBI Listing Regulations and Secretarial Standard-2, issued by the Institute of Company Secretaries of India, details of Ms. Rajni are provided in the Annexure - I to this Notice.

Except for Ms. Rajni Jha, the appointee, and her relatives, none of the Directors, Key Managerial Personnel (KMP), or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1.

The Board recommends the Resolution at Item No. 1 of the accompanying Notice to be passed by the Members of the Company as a Special Resolution.

By Order of the Board  
For IOL Chemicals and Pharmaceutical Limited

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

Place: Ludhiana  
Date: 28<sup>th</sup> October 2024

**Registered Office:**

Village & Post Office – Handiaya,  
Fatehgarh Channa Road, Barnala - 148107, Punjab, India  
CIN: L24116PB1986PLC007030 Tel No: +91 161 2225531 - 35  
Email: [investor@iolcp.com](mailto:investor@iolcp.com), Website: [www.iolcp.com](http://www.iolcp.com)



### 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	Ms. Rajni Jha (DIN: 10818947)
Date of Birth	20.07.1965
Nationality	Indian
Date of First appointment on the Board	28 <sup>th</sup> October 2024
Qualification	M.Sc. in Synthetic Organic Chemistry form Kanpur University. She is an IIT Kanpur Scholar - Research work at I.I.T Kanpur
Expertise in specific functional areas and experience	Chemical Research, Corporate Regulatory Affairs, Quality Assurance and Drug Regulatory Affairs
Present profession	Working as a freelancer- assignment based Pharma Professional
Total experience	32 Years
Brief resume of the director	Please refer explanatory statement forming part of this Notice
Terms and conditions of Appointment	Please refer explanatory statement forming part of this Notice
Remuneration sought to be paid	Please refer explanatory statement forming part of this Notice
Relationship between directors inter-se;	Not related to any Director of the Company
Directorships in other public companies (excluding private, foreign and section 8 companies)	Nil
Directorships in other Listed Companies (along with listed entities from which the person has resigned in the past three years)	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
Listed entities from which the person has resigned in the past three years	Nil
Shareholding in the Company	Nil
The number of Meetings of the Board attended during the year	Not applicable
Skills and capabilities required for the role and the manner in which Director meets such requirements	Please refer explanatory statement forming part of this Notice.