

February 19, 2019

To,
BSE Limited
The Corporate Relationship Dept.
P.J. Towers,
Dalal Street,
Mumbai – 400 001

BSE Company Code: 500214

Sub: Submission of Postal Ballot Notice under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/ Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the copy of Postal Ballot Notice dated 24th January, 2019 and Postal Ballot Form for seeking approval of the Members for the Special Resolutions set out in aforesaid Postal Ballot Notice, which are circulated to the Members of the Company.

Kindly take the same on your records.

**Yours Faithfully,
For Ion Exchange (India) Limited**



**Milind Puranik
Company Secretary**



ION EXCHANGE (INDIA) LIMITED

Regd. Office : Ion House, Dr. E Moses Road, Mahalaxmi, Mumbai 400011

CIN :L74999MH1964PLC014258

Web: www.ionindia.com Email: ieil@ionexchnage.co.in

Tel: +91 22 39890909 Fax: +91 22 24938737

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 and Rules made there under)

TO

THE MEMBERS OF THE COMPANY

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 ("Act") read with the Companies (Management and Administration) Rules, 2014 ("Rules"), and other applicable provisions, if any, of the Companies Act, 2013 (which shall include any statutory modifications, amendments or re-enactments thereto) that the Company is seeking the Shareholders' consent to pass the following Resolutions set out below by way of Postal Ballot.

1. Approval for continuation of Directorship of Dr. V. N. Gupchup as a Non-Executive Independent Director

To consider and if thought fit to pass with or without modification the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment, modification, variation or re-enactment thereof for the time being in force, approval of the members of the Company be and is hereby accorded for continuation of Directorship of Dr. V.N.Gupchup (DIN: 00042936) as a Non-Executive Independent Director of the Company beyond the age of 75 years with effect from April 1, 2019, till the expiry of his present term i.e. upto September 25, 2019.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution."

2. Approval for continuation of Directorship of Mr. T.M.M.Nambiar as a Non-Executive Independent Director

To consider and if thought fit to pass with or without modification the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment, modification, variation or re-enactment thereof for the time being in force, approval of the members of the Company be and is hereby accorded for continuation of Directorship of Mr. T.M.M.Nambiar (DIN: 00046857) as a Non-Executive Independent Director of the Company beyond the age of 75 years with effect from April 1, 2019, till the expiry of his present term i.e. upto September 25, 2019.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution."

3. Approval for continuation of Directorship of Mr. P.SampathKumar as a Non-Executive Independent Director

To consider and if thought fit to pass with or without modification the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment, modification,

variation or re-enactment thereof for the time being in force, approval of the members of the Company be and is hereby accorded for continuation of Directorship of Mr. P.SampathKumar (DIN: 01087396) as a Non-Executive Independent Director of the Company beyond the age of 75 years with effect from April 1, 2019, till the expiry of his present term i.e. upto September 25, 2019.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution.”

4. Approval for continuation of Directorship of Ms. Kishori Udeshi as a Non-Executive Independent Director

To consider and if thought fit to pass with or without modification the following Resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment, modification, variation or re-enactment thereof for the time being in force, approval of the members of the Company be and is hereby accorded for continuation of Directorship of Ms. Kishori Udeshi (DIN: 01344073) as a Non-Executive Independent Director of the Company beyond the age of 75 years with effect from April 1, 2019, till the expiry of her present term i.e. upto September 25, 2019.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution.”

By order of the Board of Directors

(Milind Puranik)
Company Secretary

Place: Mumbai

Date: 24th January, 2019

NOTES:

1. A statement setting out material facts pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
2. The Notice of Postal Ballot shall be sent to all the Shareholders, whose names appear on the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) on 8th February, 2019.
3. The Board of Directors have appointed Mr. Virendra Bhatt, Practicing Company Secretary, Mumbai as the scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
4. Shareholders who have registered their e-mail IDs for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent Notice of Postal Ballot by email and to others are sent through permitted means along with Postal Ballot Form and the self addressed business reply envelope. Shareholders who have received Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form can download Postal Ballot Form from the link <http://www.ionindia.com/aboutUs/investorRelations.asp> or seek duplicate Postal Ballot Form from M/s. TSR Darashaw Pvt. Ltd. 6-10, Haji Moosa Patrawala Industrial Estate, Dr. E. Moses Road, Mahalaxmi, Mumbai – 400 011. Tel: 6656 8484/94 Email: csg-unit@tsrdarashaw.com, fill in the details and send the same to the scrutinizer.
5. In compliance with provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the Listing Regulations, the Company is offering e-voting facility to all the Shareholders of the company. For this purpose, the Company has entered into a tripartite agreement with National Securities Depository Limited (NSDL) and TSR Darashaw Pvt. Ltd., our Registrar and Transfer Agent

for facilitating e-voting facility to enable the shareholders to cast their votes electronically instead of dispatching Postal Ballot Form. The instructions for e-voting are as under:

A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/Depositories):

- i. Open the e-mail and also open PDF file namely "IONEXCH e-voting.pdf" with your Client ID or Folio No. as password/ PIN for e-voting. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
- ii. Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
- iii. Click on 'Shareholder' – Login
- iv. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. (Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.)
- v. Your User ID details are given below
 - a) For Members who hold shares in demat account with NSDL - 8 Character DP ID followed by 8 Digit Client ID
 - b) For Members who hold shares in demat account with CDSL - 16 Digit Beneficiary
 - c) For Members holding shares in Physical Form - EVEN Number followed by Folio Number registered with the company.
- vi. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- vii. How to retrieve your 'initial password'?
 - a) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - b) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
- viii. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- ix. Select "EVEN" of "Ion Exchange (India) Limited".
 - a) Now you are ready for remote e-voting as Cast Vote page opens.
 - b) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - c) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - d) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - e) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned

copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to scrutinizers' email ID: bhattvirendra1945@yahoo.co.in with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical Postal Ballot Form (for Members whose email addresses are not registered with the Company/Depositories):

- i. Initial password is provided in the enclosed ballot form: EVEN (E-Voting Event Number), user ID and password.
 - ii. Please follow all steps from Sl. No. (ii) to Sl. No. (ix) above, to cast vote.
6. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.:1800-222-990.
7. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/ PIN for casting your vote. However if you forgot your password, you can reset your password by using "Forgot User Details/ Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
8. Kindly note that the shareholders can opt for only one mode of voting, i.e. either by physical Postal Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Postal Ballot also and vice versa. However, in case shareholder cast their vote by both physical postal ballot and e-voting, then voting done through e-voting shall prevail and voting done through Ballot Form will be treated as invalid.
9. Shareholders desiring to exercise vote by physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed business reply envelope to the Scrutinizer, so as to reach the scrutinizer not later than close of working hours (i.e. 5.00 p.m.) on Friday, 22nd March, 2019. The postage cost will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered / speed post etc. at the expense of the shareholders will also be accepted. Members are requested not to send any paper (other than the resolution/authority mentioned herein above) along with the Ballot Form as all such envelopes will be sent to the scrutinizer and if any extraneous paper is found in such envelope the same would be destroyed by the scrutinizer. Assent / dissent received after Friday, 22nd March, 2019 (i.e. 5.00 p.m.) would be strictly treated as if reply from the Shareholders has not been received.
10. The voting period starts on Wednesday, 20th February, 2019 and ends on the close of the working hours (i.e. 5.00 p.m.) on Friday, 22nd March, 2019. The e-voting module shall also be disabled by National Securities Depository Limited for voting thereafter.
11. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 8th February, 2019.
12. As per Rule 22 of the Companies (Management and Administration) Rules 2011, inter-alia details of dispatch of Notice and Postal Ballot Form to the Shareholders will be published in atleast one English language and one vernacular language newspaper circulating in Mumbai.
13. Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The scrutinizer's decision in this regard shall be final and binding.
14. The scrutinizer will submit report to the Chairman and Managing Director or Company Secretary of the Company after completion of the scrutiny of the Postal Ballot Forms and the result of the Postal Ballot will be announced on Monday, 25th March, 2019 at 3.00 p.m. at the registered office of the Company situated at Ion House, Dr. E Moses Road, Mahalaxmi, Mumbai 400011. The result of the Postal Ballot along with the scrutinizer's Report will also be displayed on the Company's website www.ionindia.com and also on the website of NSDL i.e.

<https://evoting.nsdl.com> and shall be communicated to the Stock Exchange where the Company's shares are listed. In the event, the draft resolution is assented to by the requisite majority of shareholders by means of Postal ballot, the date of declaration of postal ballot result shall be deemed to be the date of passing of the resolution.

15. The Board of Directors has appointed Company Secretary as the person responsible for the entire postal ballot process.
16. All the documents referred to in the Notice and explanatory statement shall be open for inspection at the registered office of the Company on all working days between 2.00 p.m. to 4.00 p.m. upto the date of declaration of the result of postal ballot.
17. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses so that they can receive the Annual Report and other communication from the Company electronically.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER

As required by section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 1 to 4 of the accompanying Notice:

Item Nos. 1 to 4

At the 50th Annual General Meeting of the Members of the Company held on 26th September, 2014, Dr. V.N. Gupchup, Mr. T.M.M.Nambiar, Mr. P.SampathKumar and Ms. Kishori Udeshi, Independent Directors were appointed as such to hold office for five consecutive years. Accordingly, their current tenure of appointment is valid upto 25th September, 2019.

SEBI has vide Notification dated 9th May, 2018 notified SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, to amend certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. One such amendment is insertion of new Sub-Regulation (1A) in Regulation 17 which stipulates that no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 years unless a Special Resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person. The said amendment shall come into force with effect from 1st April, 2019.

In view of the said provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Nomination and remuneration Committee discussed the matter and recommended the continuation of Directorship of Dr. V. N. Gupchup (DIN: 00042936) Mr. T.M.M.Nambiar (DIN: 00046857), Mr. P.SampathKumar (DIN: 01087396) and Ms. Kishori Udeshi (DIN: 01344073) as Independent Directors for the remaining period of their term.

Dr. V. N. Gupchup is aged 82 years and therefore his continuance as a Non Executive Independent Director requires consent of the Members by way of Special Resolution in view of the aforesaid amendment. Dr. V. N. Gupchup is a B.E.(Civil), S.M., SC.D. and has been active in the field of technical education for nearly 50 years and has provided leadership in this field in the state of Maharashtra. He has contributed to various aspects of the development of technical education at the National level. He has been the Principal of the VJTI and Pro Vice Chancellor of the University of Mumbai. Presently he is the Chairman of Civil Engineering Safety Committee of the Atomic Energy Regulatory Board. He keeps good health and has vast experience, knowledge in the field of technical education which is beneficial for the Company. Having regard to his qualifications, knowledge and experience, his continuance on the Board of the Company as an Independent Director will be in the interest of the Company

Mr. T.M.M. Nambiar is aged 81 years and therefore his continuance as a Non Executive Independent Director requires consent of the Members by way of Special Resolution in view of the aforesaid amendment. Mr. T.M.M. Nambiar is an A.C.A and has vast experience in Finance and General Management. He had occupied senior positions in Associated Cement Company Ltd. and was the Managing Director of Associated Cement Company Ltd. from 1996 - 2002. Having regard to his qualifications, knowledge and experience, his continuance on the Board of the Company as an Independent Director will be in the interest of the Company

Mr. P. Sampathkumar is aged 80 years and therefore his continuance as a Non Executive Independent Director requires consent of the Members by way of Special Resolution in view of the aforesaid amendment. Mr. P. Sampathkumar is a Chartered Engineer, U.K., Marine Engineer and was holding the position of Chief Executive Officer of Gayatri Hitech Hotels. Prior to that he was President of Project Management & Implementation at Makers Development Services Pvt. Ltd. He was also in charge of developing the Bandra Kurla Maker Township consisting of High Tech office buildings, entertainment centre, shopping malls etc. He has held senior positions in Taj Group of Hotels, Grand Hyatt, Oberoi Hotels and served in other capacities at Glaxo and Great Eastern Shipping. Having regard to his qualifications, knowledge and experience, his continuance on the Board of the Company as an Independent Director will be in the interest of the Company

Ms. Kishori Udeshi is aged 75 years and therefore her continuance as a Non-Executive Director Independent requires consent of the Members by way of Special Resolution in view of the aforesaid amendment. Ms. Kishori Udeshi is a M.A (Economics) and she was the Deputy Governor of RBI. She was the first executive Director of RBI to be appointed on the Board of SBI. As Deputy Governor, one of her portfolios was the regulation and supervision of the banking and non banking sector. She represented the RBI on the Core Principles Liaison Group and the Core Principles Working Group on Capital, of the Basel Committee on Banking Supervision, set up by the Bank for International Settlements, Switzerland. As Deputy Governor she was on the Board of SEBI, NABARD, Exim Bank and was the Chairman of Bharatiya Reserve Note Mudran Pvt. Ltd., and Deposit Insurance and Credit Guarantee Corporation. During 2006 to 2011, she was appointed by the Reserve Bank of India as the Chairman of The Banking Codes and Standards Board of India. The Government of Maharashtra nominated her on the Board of the Indian Red Cross Society, Mumbai. She has also been appointed by Government of India as Member of Financial Legislative Reforms Commission (FSLRC). Ms. Udeshi was also a member of the Financial Sector Legislative Reforms Commission chaired by Justice Sri Krishna, set up by the Government of India. Having regard to her qualifications, knowledge and experience, her continuance on the Board of the Company as an Independent Director will be in the interest of the Company.

The Company admires the caliber and expertise of Dr. V. N. Gupchup, Mr. T.M.M.Nambiar, Mr. P.SampathKumar and Ms. Kishori Udeshi in the fields of finance, law, governance, economics, education and banking. The quality of their inputs/ views to the Board/ Committee on governance principles has given the company a broader picture having a positive effect on the overall outcome, thus adding value to the organisation. Their vast experience in various fields gives the Company a better insight in planning and executing the projects. Keeping in view the experience of and contributions made by Dr. V. N. Gupchup, Mr. T.M.M.Nambiar, Mr. P.SampathKumar and Ms. Kishori Udeshi, the Board recommends the Special Resolutions set out in Item Nos. 1 to 4 for the approval of the shareholders of the Company. .

None of the Directors and Key Managerial Persons of the Company or their relatives is concerned or interested, financially or otherwise, in the resolutions set out in Item Nos. 1 to 4 of the Notice.

By order of the Board of Directors

(Milind Puranik)
Company Secretary

Place: Mumbai
Date: 24th January, 2019

ANNEXURE TO THE NOTICE

Additional Information of Directors pursuant to Secretarial Standard-2 on General Meetings and Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015:

Name of the Director	Dr. V. N. Gupchup (DIN: 00042936)	Mr. T.M.M.Nambiar (DIN: 00046857)	Mr. P.SampathKumar (DIN: 01087396)	Ms. Kishori Udeshi (DIN: 01344073)
Date of Birth	January 8, 1937	May 25, 1937	December 27, 1938	October 13, 1943
Qualification	B.E.(Civil), S.M., SC.D.	A.C.A	Chartered Engineer, U.K., Marine Engineer	M.A. (Economics)
Expertise in specific functional area	Dr. Gupchup has been active in the field of technical education for nearly 50 years and has provided leadership in this field in the state of Maharashtra. He has contributed to various aspects of the development of technical education at the National level.	He had occupied senior positions in Associated Cement Company Ltd. and was the Managing Director of Associated Cement Company Ltd. from 1996 - 2002.	Mr. P. Sampathkumar was holding the position of Chief Executive Officer of Gayatri Hitech Hotels. Prior to that he was President of Project Management & Implementation at Makers Development Services Pvt. Ltd. He was also in charge of developing the Bandra Kurla Maker Township consisting of High Tech office buildings, entertainment centre, shopping malls etc.	Ms. Udeshi was the Deputy Governor of RBI. She was the first executive Director of RBI to be appointed on the Board of SBI. As Deputy Governor, one of her portfolios was the regulation and supervision of the banking and non banking sector. As Deputy Governor she was on the Board of SEBI, NABARD, Exim Bank and was the Chairman of Bharatiya Reserve Note Mudran Pvt. Ltd., and Deposit Insurance and Credit Guarantee Corporation.
Date of first appointment in the current designation	July 17, 1995	January 29, 2003	March 22, 2005	May 27, 2011
Shareholding in the Company	108,234 shares of Rs. 10/- each	56,200 shares of Rs. 10/- each.	25,000 Shares of Rs. 10/- each.	350 Shares of Rs. 10/- each.
Directorship and committee membership in other Listed Companies	1. Walchand Peoplefirst Limited	1. Navin Fluorine International Limited		1. Elantas Beck India Limited 2. Haldyn Glass Limited 3. Thomas Cook (India) Limited 4. Shriram Transport Finance Company Limited

Inter-se relationship between Directors and other Key Managerial Personnel	He is not related to any of the Director or Key Managerial Personnel of the Company	He is not related to any of the Director or Key Managerial Personnel of the Company	He is not related to any of the Director or Key Managerial Personnel of the Company	She is not related to any of the Director or Key Managerial Personnel of the Company
Number of Board Meetings Attended till Date	5	5	4	4

By order of the Board of Directors

(Milind Puranik)
Company Secretary

Place: Mumbai
Date: 24th January, 2019

ION EXCHANGE (INDIA) LIMITED

Corporate Identification No. (CIN) – L74999MH1964PLC014258

Registered Office: Ion House, Dr. E. Moses Road, Mahalaxmi, Mumbai – 400 011

Tel: +91 22 39890909 Fax : +91 22 24938737 Website: www.ionindia.com

BALLOT FORM

(1) Name and Registered Address :
of the Sole/First named
Member

(2) Name(s) of the :
Joint Holder(s)
(if any)

(3) Registered Folio No./ :
DP ID No. and Client ID No.*
*(Applicable to investors holding
Shares in dematerialised form)

(4) Number of Share(s) Held :

(5) e-Voting EVENT Number :

(6) User ID :

(7) Password :

(8) I/We hereby exercise my/our vote in respect of the following Resolutions to be passed through Postal Ballot for the business stated in the Postal Ballot Notice dated 24th January, 2019 of the Company by conveying my /our assent to or dissent to the said Resolutions by placing tick (√) mark at the appropriate box below

No.	Items	Type of Resolution	No. of shares for which votes cast	I/We assent to the Resolution (FOR)	I/We dissent from the Resolution (AGAINST)
1	Approval for continuation of Directorship of Dr. V.N.Gupchup as a Non-Executive Independent Director who has attained the age of 75 years.	Special			
2	Approval for continuation of Directorship of Mr. T.M.M.Nambiar as a Non-Executive Independent Director who has attained the age of 75 years.	Special			
3	Approval for continuation of Directorship of Mr. P.SampathKumar as a Non-Executive Independent Director who has attained the age of 75 years.	Special			
4	Approval for continuation of Directorship of Ms. Kishori Udeshi as a Non-Executive Independent Director who has attained the age of 75 years.	Special			

Place:

Date:

(Signature of the Shareholder/
Beneficial Owner /
Authorised Representative)

Note: Please read the instructions printed overleaf before casting vote.

P.T.O.

INSTRUCTIONS

NOTES:

1. A statement setting out material facts pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
2. The Notice of Postal Ballot is sent to all the Shareholders, whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) on 8th February, 2019.
3. The Board of Directors have appointed Mr. Virendra Bhatt, Practicing Company Secretary, Mumbai as the scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
4. Shareholders who have registered their e-mail IDs for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent Notice of Postal Ballot by email and to others are sent through permitted means along with Postal Ballot Form and the self addressed business reply envelope. Shareholders who have received Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form can download Postal Ballot Form from the link <https://ionindia.com/aboutUs/investorRelations.asp> or seek duplicate Postal Ballot Form from M/s. TSR Darashaw Pvt. Ltd. 6-10, Haji Moosa Patrawala Industrial Estate, Dr. E. Moses Road, Mahalaxmi, Mumbai – 400 011. Tel: 6656 8484/94 Email: csq-unit@tsrdarashaw.com, fill in the details and send the same to the scrutinizer.
5. In compliance with provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the Listing Regulations, the Company is offering E-voting facility to all the Shareholders of the company. For this purpose, the Company has entered into a tripartite agreement with National Securities Depository Limited (NSDL) and TSR Darashaw Pvt. Ltd., our Registrar and Transfer Agent for facilitating e-voting facility to enable the shareholders to cast their votes electronically instead of dispatching Postal Ballot Form. The instructions for e-voting are as under:
 - A. **In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/ Depositories):**
 - i. Open email and open PDF file viz: "IONEX e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
 - ii. Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
 - iii. Click on Shareholder – Login
 - iv. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
 - v. If you are logging in for the first time, please enter the user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - vi. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vii. Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
 - viii. Select "EVEN" of "Ion Exchange (India) Limited".
 - ix. Now you are ready for e-voting as Cast Vote page opens.
 - x. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - xi. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - xii. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xiii. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to bhattivirendra1945@yahoo.co.in with a copy marked to evoting@nsdl.co.in
 - B. **In case a Member receives physical Postal Ballot Form (for Members whose email addresses are not registered with the Company/Depositories):**
 - i. Initial password is provided in the enclosed ballot form: EVEN (E-Voting Event Number), user ID and password.
 - ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) above, to cast vote.
6. Kindly note that the shareholders can opt for only one mode of voting, i.e. either by physical Postal Ballot or e-voting. If you are opting or e-voting, then do not vote by Physical Postal Ballot also and vice versa. However, in case shareholder cast their vote by both physical postal ballot and e-voting, then voting done through e-voting shall prevail and voting done through Ballot forms will be treated as invalid.
7. Shareholders desiring to exercise vote by physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed business reply envelope to the Scrutinizer, so as to reach the scrutinizer not later than close of working hours (i.e. 5.00 p.m.) on Friday, 22nd March 2019. The postage cost will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered / speed post etc. at the expense of the shareholders will also be accepted. Assent / dissent received after Friday, 22nd March 2019 (i.e. 5.00 p.m.) would be strictly treated as if reply from the Shareholders has not been received.
8. The voting period starts on Wednesday, 20th February, 2019 (9.00 a.m.) and ends on the close of the working hours (i.e. 5.00 p.m.) on Friday, 22nd March 2019. The e-voting module shall also be disabled by National Securities Depository Limited for voting thereafter.
9. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 8th February, 2019.
10. As per Rule 22 of the Companies (Management and Administration) Rules 2011, inter-alia details of dispatch of Notice and Postal Ballot Form to the Shareholders will be published in atleast One English language and One vernacular language newspaper circulating in Mumbai.
11. The scrutinizer will submit report to the Chairman and Managing Director or Company Secretary of the Company after completion of the scrutiny of the Postal Ballot Forms and the result of the Postal Ballot will be announced on Monday, 25th March, 2019 at 3.00 p.m. at the registered office of the Company situated at Ion House, Dr. E Moses Road, Mahalaxmi, Mumbai 400011. The result of the Postal Ballot alongwith the scrutinizer's Report will also be displayed on the Company's website www.ionindia.com and also on the website of NSDL i.e. <https://evoting.nsd.com> and shall be communicated to the Stock Exchange where the Company's shares are listed. In the event, the draft resolution is assented to by the requisite majority of shareholders by means of Postal ballot, the date of declaration of postal ballot result shall be deemed to be the date of passing of the resolution.
12. The Board of Directors has appointed Mr. Virendra Bhatt, Practicing Company Secretary as the person responsible for the entire postal ballot process.
13. All the documents referred to in the Notice and explanatory statement shall be open for inspection at the registered office of the Company on all working days between 2.00 p.m. to 4.00 p.m. upto the date of declaration of the result of postal ballot.
14. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses so that they can receive the Annual Report and other communication from the Company electronically.