



INDIA GLYCOLS LIMITED

Plot No. 2-B, Sector- 126, NOIDA- 201304, Distt. Gautam Budh Nagar, Uttar Pradesh, Tel : +91 120 3090100, 3090200
Fax : +91 120 3090111, 3090211, E-mail : iglho@indiaglycols.com, Website: www.indiaglycols.com

8th August, 2017

The Manager (Listing)
BSE Limited
15th Floor, New Trading Ring,
Rotunda Building, P.J. Towers,
Dalal Street,
Mumbai- 400 001

The Manager (Listing)
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Bandra Kuria Complex,
Bandra (East)
Mumbai - 400 051

Stock Code No: 500201

Stock Code: INDIAGLYCO

Dear Sir,

Sub: Notice of 33rd Annual General Meeting, Book Closure and intimation of remote E-Voting facility.

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), kindly find enclosed herewith Notice of the 33rd Annual General Meeting ("AGM") of the members of the Company to be held on Friday, the 1st September, 2017 at 11.00 A.M. at A-1, Industrial Area, Bazpur Road, Kashipur-244713, Distt. Udham Singh Nagar, Uttarakhand to transact the business set out therein.

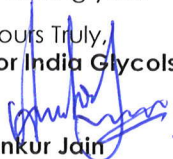
Further, pursuant to Regulation 29 of the SEBI Listing Regulations, kindly note that the Company is also seeking members' approval to enable raising of funds for an amount not exceeding Rs. 250 Crores (Rupees Two Hundred Fifty Crores only) or its equivalent in any other currency, by way of issuance of securities including through public offering/ private placement/ qualified institutional placement or otherwise, in terms of the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and other applicable guidelines/ provisions.


The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, the 26th August, 2017 to Friday, 1st September, 2017 (Both days inclusive) for determining the entitlement of the shareholders for the purpose of payment of dividend for the financial year ended 31st March, 2017 and the AGM. The dividend, if declared, at the AGM, will be paid/dispensed on or after 6th September, 2017 to all those (a) beneficial owners holding shares in electronic form, as per beneficial ownership data made available to the Company by the depositories as of the close of business hours on Friday, 25th August, 2017, (b) shareholders holding shares in physical form, after giving effect to all the valid share transfers lodged with the Company/Share Transfer Agent, M/s MCS Share Transfer Agent Limited on or before the closing hours on Friday, 25th August, 2017.

As per Section 108 of Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, the Company is providing the facility to cast vote by electronic means (Remote e-voting) on all resolutions set out in the Notice of AGM to those members, who are holding shares either in physical or in electronic form as on the cut-off date i.e. Friday, 25th August, 2017. The remote e-voting will commence on Monday, 28th August, 2017 (9:00 A.M.) and end on Thursday, 31st August, 2017 (5:00 P.M.). The instructions for e-voting are mentioned in the said Notice.

Thanking you.

Yours Truly,
For India Glycols Limited


Ankur Jain
General Manager(Legal) & Company Secretary

Encl.: As above 

Notice

Notice is hereby given that the Thirty Third Annual General Meeting (AGM) of the members of India Glycols Limited will be held on **Friday, the 1st day of September, 2017 at 11:00 A.M. at the Registered Office of the Company at A-1, Industrial Area, Bazpur Road, Kashipur-244713, District Udham Singh Nagar, Uttarakhand** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended 31st March, 2017, together with the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares for the financial year 2016-17.
3. To appoint a Director in place of Shri Uma Shankar Bhartia (DIN: 00063091), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s K.N. Gutgutia & Co., Chartered Accountants (Registration No. 304153E) as Statutory Auditors of the Company and to fix their remuneration and in this regard, to consider and, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s K. N. Gutgutia & Co., Chartered Accountants (Registration No. 304153E), be and is hereby appointed as the Statutory Auditors of the Company in place of M/s Lodha & Co., Chartered Accountants (Registration No. 301051E), the retiring statutory Auditors, for a term of 5 (five) years, to hold the office from the conclusion of 33rd Annual General Meeting (AGM) until the conclusion of 38th AGM, subject to ratification of their appointment by the members at every subsequent AGM, if so required, and at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) of the Company be and are hereby authorized to do all acts and take all such steps and give all directions as it may in its absolute discretion deem necessary, proper or expedient to give effect to this resolution.”

SPECIAL BUSINESS:

5. 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 all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), read with the Companies (Cost Records and Audit) Rules, 2014, remuneration

payable to M/s. R.J. Goel & Co., Cost Accountants (Registration No. 000026), appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ended 31st March, 2018, amounting to ₹1,75,000 (Rupees One Lac Seventy Five Thousand only) plus applicable tax and out-of-pocket expenses, if any, be and is hereby approved, ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all acts and take all such steps and give all directions as it may in its absolute discretion deem necessary, proper or expedient to give effect to this resolution.”

6. To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Section 41, 42, 62 and 71 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999 (“FEMA”), Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 and the rules, regulations, guidelines, policies, notifications, circulars & clarifications issued / to be issued by the Government of India, Reserve Bank of India, Securities and Exchange Board of India including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“SEBI ICDR Regulations”) and Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended, the Department of Industrial Policy and Promotion, Ministry of Commerce (“DIPP”), the Foreign Investment Promotion Board (“FIPB”), the Ministry of Finance (Department of Economic Affairs) and / or any other Regulatory / Statutory / Competent Authorities (hereinafter referred to as the “Appropriate Authorities”), the Memorandum and Articles of Association of the Company and subject to such other approvals, consents, permissions and sanctions of the Appropriate Authorities and subject to such conditions and modifications, as may be prescribed by any of them while granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which shall include any Committee authorized for the purpose), the consent of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons as may be permitted), in the course of one or more domestic

or international offering(s), or a combination thereof, with or without Green Shoe option, including by way of a qualified institutional placement, to eligible investors (whether or not such investors are Members of the Company, or whether or not such investors are Indian or foreign, including qualified institutional buyers such as public financial institutions, scheduled commercial banks, mutual funds, foreign institutional investors, multilateral and bilateral development financial institutions, venture capital funds, foreign venture capital investors, state industrial development corporations, insurance companies, pension funds and provident funds), whether by way of a public offering or by way of a private placement and whether by way of circulation of an offering circular or placement document or otherwise, securities including equity shares and/or instruments or securities convertible into equity shares of the Company, Global Depository Receipts and/or American Depository Receipts and/or convertible preference shares and/or convertible debentures or bonds (compulsorily and/or optionally, fully and/ or partly), and/or non-convertible debentures with warrants and/or securities with or without detachable/ non-detachable warrants and/ or warrants with a right exercisable by the warrant-holder to subscribe for equity shares and /or Foreign Currency Convertible Bonds (FCCBs) convertible into equity shares at the option of the Company or the holder(s) thereof, up to an aggregate amount of ₹ 250.00 Crores (Rupees Two Hundred Fifty Crores only) or its equivalent in any other currency, (hereinafter referred to as "Securities") to be denominated in foreign currency or Indian rupees, as the case may be, which, at the option of the Company or the holders of the Securities may be surrendered for the purpose of cancellation against receipt of corresponding number of underlying equity shares of the Company, as the case may be, and such issue and allotment to be made, in one or more tranche(s), at such price (premium/discount) as may be determined in accordance with relevant guidelines, for cash or otherwise, on such terms and conditions as may be decided and deemed appropriate by the Board at the time of issue or allotment, considering the prevailing market conditions and other relevant factors.

RESOLVED FURTHER THAT without prejudice to the generality of the above and subject to all applicable laws, the aforesaid issue of Securities may have all or any terms or combination of terms as are provided in issue of securities of such nature internationally including terms relating to surrender of the Securities for the purposes of cancellation against receipt of the corresponding number of underlying equity shares and the Board be and is hereby authorized to enter into and execute all such arrangements/agreements as the case may be with any lead managers, managers, underwriters, advisors, guarantors, depositories, custodians and all such agencies as may be involved or concerned in such offerings of Securities and to remunerate all such agencies including the payment of commissions, brokerage, fees or the like, and also to seek the listing of such Securities in one or more stock exchanges outside

India and the listing of equity shares underlying the Securities in one or more Stock Exchanges in India.

RESOLVED FURTHER THAT in the event of issue of Securities by way of Global Depository Receipts and / or American Depository Receipts or FCCBs, the relevant date on the basis of which price of the resultant equity shares shall be determined as specified under applicable laws or regulations of the Appropriate Authorities, shall be the date of the meeting in which the Board decides to open the proposed issue of such Securities.

RESOLVED FURTHER THAT in the event of issue of Securities by way of a qualified institutional placement:

- i. the relevant date on the basis of which price of the resultant shares shall be determined as specified under applicable law, shall be the date of the meeting in which the Board decides to open the proposed issue of Securities;
- ii. the allotment of Securities shall be completed within 12 months from the date of this resolution approving the proposed issue or such other time as may be allowed by the SEBI Guidelines from time to time; and
- iii. the Securities shall not be eligible to be sold for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time by the SEBI Guidelines.

RESOLVED FURTHER THAT such of Share Warrants or FCCBs as are not subscribed, may be disposed off by the Board in its absolute discretion in such a manner, as the Board may deem fit and as permissible by law.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize and approve the offering circular / placement document for the proposed issue of the Securities and to authorize any director or directors of the Company or any other officer or officers of the Company to sign the above documents for and on behalf of the Company together with the authority to amend, vary or modify the same as such authorized persons may consider necessary, desirable or expedient and for the purpose aforesaid to give such declarations, affidavits, certificates, consents and/or authorities as may, in the opinion of such authorized person(s), be required from time to time, and to arrange for the submission of the offering circular / placement document, and any amendments and supplements thereto, with any applicable stock exchanges (whether in India or abroad), government and regulatory authorities, institutions or bodies, as may be required.

RESOLVED FURTHER THAT the Securities issued in foreign markets shall be treated to have been issued abroad and / or in the international market and / or at the place of issue of the Securities in the international market and may be governed by applicable foreign laws.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number

of equity shares as may be required to be issued and allotted for the issue of the Securities referred above or as may be necessary in accordance with the terms of the offering, all such equity shares being pari-passu with the then existing equity shares of the Company in all respects.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do such acts, deeds and things as the Board in its absolute discretion deems necessary or desirable in connection with the issue of the Securities and to give effect to these resolutions, including, without limitation, the following:

- i. approve, adopt, sign, execute, issue and file, wherever required all documents, agreements, undertakings, deeds, declarations etc. as may be necessary in connection with the issue of the Securities including the offer documents such as Red Herring Prospectus/Prospectus, listing application(s) with Registrar of Companies, SEBI, Stock Exchanges (whether in India or abroad) and other Appropriate Authorities;
- ii. seeking, if required, the consent of the Company's lenders, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India or outside India, and any other consents that may be required in connection with the issue and allotment of the Securities;
- iii. giving or authorizing the giving, by concerned persons, of such declarations, affidavits, certificates, consents and authorities as may be required from time to time;
- iv. settling any questions, difficulties or doubts that may arise in regard to any such issue or allotment of Securities as it may in its absolute discretion deem fit; and
- v. enter into and execute arrangements / agreements with Lead Managers / Underwriters / Guarantors/ Depository(ies) / Custodians / Payment & Collection Agents / Advisors /Banks / Trustees/ Merchant Bankers / Practicing Chartered Accountant / Practicing Cost Accountant / Practicing Company Secretary and all such agencies as may be involved or concerned and to remunerate all such Lead Managers, Underwriters and all other Advisors and Agencies by way of commission, brokerage, fees, expenses incurred in relation to the issue of equity shares or FCCBs and other expenses, if any or the like.

RESOLVED FURTHER THAT the Board be and is hereby authorized to determine the terms of issue including the class of investors, time, securities to be offered, number of securities, series, tranches, issue price, tenor, interest rate, premium/discount, listing or otherwise howsoever, as it may think fit and to do all such acts, deeds and things, as it may, in its absolute discretion, consider necessary expedient or desirable including appointment of intermediaries and to sign and execute any deed(s)/

document(s)/ undertaking(s)/ agreement(s) / paper(s)/ underwriting(s) and also to delegate all or any of the above powers, as may be required to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company."

**By order of the Board
For India Glycols Limited**

Place: Noida
Date : 16th May, 2017

**Ankur Jain
Company Secretary**

Registered Office:

A-1, Industrial Area, Bazpur Road,
Kashipur-244713, District Udham Singh Nagar,
Uttarakhand

CIN: L24111UR1983PLC009097

Telephone no: +91-5947-269000, 269500

Fax: +91-5947-275315 , 269535

Website: www.indiaglycols.com

e-mail: compliance.officer@indiaglycols.com

NOTES:

1. **A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint one or more proxies to attend and vote on a poll instead of himself/herself. The proxy need not be a member of the Company. The instrument of Proxy(ies), in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is enclosed.**

A person can act as proxy on behalf of members not exceeding 50 (Fifty) and holding in the aggregate not more than 10% (Ten percent) of the total share capital of the Company carrying voting rights. A member holding more than 10% (Ten percent) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send to the Company a certified copy of the relevant Board Resolution authorizing their representatives to attend and vote on their behalf at the AGM. Members, Proxies and Authorized Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of the DP ID and Client ID / Folio No. etc.
3. A Statement pursuant to section 102 of the Act, in respect of Special Business under Item nos. 5 and 6 of the Notice is annexed hereto and forms part of this Notice.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members

would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days' written notice is given to the Company.

5. Pursuant to the provisions of Section 91 of the Companies Act, 2013 ("the Act") and SEBI (listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI listing Regulations"), the Register of Members and Share Transfer Books of the Company will remain closed from **Saturday, 26th August, 2017 to Friday, 1st September, 2017** (Both days inclusive) for determining the entitlement of the shareholders for the purpose of payment of dividend for the financial year ended 31st March, 2017 and the AGM.

The dividend of ₹ 1/- per equity share(@ 10 %), as recommended by the Board of Directors, if declared at the AGM, will be paid/dispatched on or after **6th September, 2017** as under:

- To all those beneficial owners holding shares in electronic form, as per the beneficial ownership data made available to the Company by National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited(CDSL) as of the close of business hours on **Friday, 25th August, 2017**.
- To all those shareholders holding shares in physical form, after giving effect to all the valid share transfers lodged with the Company/Share Transfer Agent, M/s MCS Share Transfer Agent Limited, F-65, 1st Floor, Okhla Industrial Area Phase-I, New Delhi 110020 (**RTA**) on or before the closing hours on **Friday, 25th August, 2017**.

Any query related to dividend should be directed to the RTA of the Company.

6. As per the SEBI Listing Regulations, the Company shall use any electronic mode of payment approved by the Reserve Bank of India for making payment of dividend to the members. Where the dividend cannot be paid through electronic mode, the same will be paid by warrants with bank account details printed thereon. In case of non-availability of bank account details, address of the members will be printed on the warrants.
7. Members holding shares in electronic mode may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or RTA cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant (DP) by the members.
8. Pursuant to the provisions of section 124 and 125 of the Act read with Investor Education and Protection

Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), as amended, [the applicable Provisions] any amount lying in the unpaid dividend account, which remains unclaimed or unpaid for 7 (Seven) years or more from the date of such transfer to the Unpaid dividend account is required to be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. Further, pursuant to the applicable provisions, all shares in respect of which dividend has not been paid or claimed for 7(seven) consecutive years are also required to be transferred to the demat account of IEPF Authority, as notified by the Ministry of Corporate Affairs.

In accordance with the aforesaid provisions, the Company has transferred, from time to time, the unclaimed/unpaid amount w.r.t. dividends declared upto the FY's 2008-09 to the IEPF. The Company has also initiated necessary action for transfer of all shares in respect of which dividend declared till the FY 2009-10 has not been paid or claimed by the Members for 7(seven) consecutive years or more. Members may note that the unclaimed/unpaid dividend for the FY 2009-10 and the concerned Shares will be transferred to IEPF authority on 24th September, 2017 or such other date as may be notified.

Further, in pursuance to the provisions of IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed dividends lying with the Company as on the date of the previous AGM i.e. 24th September, 2016, on the website of the IEPF i.e. www.iepf.gov.in. These details along with details of shareholders whose shares are liable to be transferred to the demat account of IEPF authority have also been uploaded on the website of the Company (www.indiaglycols.com) under 'Investor Relations' section.

Therefore, Members are requested to encash/claim their respective dividend(s), to avoid transferring the dividend and respective shares to the demat account of IEPF Authority. The Members are requested to note that no claim shall lie against the Company in respect of said dividend(s) and shares, if transferred to IEPF on due dates.

9. Voting through electronic means:

- i. In compliance with provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI Listing Regulations, the Company is pleased to provide the Members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General

Meeting (AGM) by electronic means and all the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL). Resolution(s) passed by Members through remote e-voting is/ are deemed to have been passed as if they have been passed at the AGM.

- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again at the AGM.
- IV. **The remote e-voting period commences on Monday, 28th August, 2017 (9:00 A.M.) and ends on Thursday, 31st August, 2017 (5:00 P.M.). During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of Friday, 25th August, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.**
- V. Members can opt for only one mode of voting i.e. either by Ballot Form or remote e-voting. In case Members cast their votes through both the modes, voting done by remote e-voting shall prevail and votes cast through Ballot Form shall be treated as invalid.
- VI. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an e-mail from NSDL [for members whose email addresses are registered with the Company/ Depository Participant(s)]:

| | |
|-----|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (1) | <p>Open e-mail and open PDF file viz; “IGL 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.</p> <p>Please note that the password is an initial password.</p> <p><i>NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file “IGL e-Voting.pdf”.</i></p> |
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| (2) | Launch internet browser by typing the URL: https://www.evoting.nsdl.com/ |
| (3) | Click on Shareholder - Login |
| (4) | Put your user ID and password as initial password/PIN noted in step (1) above. Click Login |
| (5) | Then 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. |
| (6) | Home page of “e-voting” will open. Click on “e-Voting: Active Voting Cycles”. |
| (7) | Select “EVEN” (Electronic Voting Event Number) of India Glycols Limited. |
| (8) | Now you are ready for e-voting as “Cast Vote” page opens. |
| (9) | On the voting page, you may cast your vote by selecting appropriate option and click “Submit” and also “Confirm” when prompted. |
| (10) | Upon confirmation, the message “Vote cast successfully” will be displayed. |
| (11) | Once you have voted on the resolution, you will not be allowed to change/modify your vote. |
| (12) | Corporate/Institutional Members (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 ashish@asandco.net (email address of Scrutinizer) with a copy marked to evoting@nsdl.co.in |

- B. In case a Member receives physical copy of the Notice of AGM [for members whose e-mail IDs are not registered with the Company/Depository Participant(s) or requesting physical copy]:

- i) Initial password is provided in the below given format in the communication with respect to voting by electronic means and is enclosed with the notice and forms integral part of it:

| EVEN (Remote E-voting Event Number) | User ID | Pass- word/ PIN |
|----------------------------------------------------|--------------------|--------------------------------|
| | | |

- ii) Please follow all steps from Sl. No. (2) to Sl. No.(12) above, to cast vote.
- VII. 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.
- VIII. 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.
- IX. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- X. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of Friday, 25th August, 2017. A person who is not a member as on the cut-off date should treat this Notice for information only.
- XI. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date of Friday, 25th August, 2017, may obtain the login ID and password by sending a request at e-voting@nsdl.co.in or to the RTA at admin@mcsregistrars.com. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your User Details/Password, you can reset your password by using "*Forgot User Details/Password?*" or "*Physical User Reset Password?*" option available on www.evoting.nsdl.com or contact NSDL at the following Toll Free no. : 1800-222-990.

In case you are holding shares in DEMAT mode, USER-ID is the combination of (DPID+ClientID) and in case you are holding shares in physical mode, USER-ID is the combination of (Even No.+Folio No.).

- XII. A person whose name is recorded in the register of members or in the register of beneficial

owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

- XIII. Shri Ashish Saxena (C.P. No. 7096) of Ashish Saxena & Co., Company Secretaries, having their office at A-32, Nyay Khand-I, Indirapuram, Ghaziabad-201014, Uttar Pradesh has been appointed by the Board of Directors as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and shall make, not later than 48(forty eight) hours of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit the same to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results of the AGM shall be declared by the Chairman or person authorized or any one of the director of the Company after the AGM within the prescribed time limits.
- XVII. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.indiaglycols.com and on the website of NSDL www.evoting.nsdl.com and communicated to BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) accordingly.
10. As the present number of rotational Directors is less than 2/3rd of the total number of Directors, Shri Uma Shankar Bhartia, Director, whose appointment is not subject to retire by rotation shall retire by rotation at the ensuing Annual General Meeting and is eligible for re-appointment as per item No. 3 of this notice. His retirement and simultaneous re-appointment shall not affect his holding and continuing to hold the office of Chairman and Managing Director in terms of his appointment. Shri Uma Shankar Bhartia is interested in the Ordinary Business as set out in item No. 3 with regard to his re-appointment. Smt. Jayshree Bhartia,

Director being related to Shri Uma Shankar Bhartia, may be deemed to be interested in item No. 3 of the Notice.

11. MEMBERS ARE REQUESTED TO:

A. Immediately notify any change of address, e-mail address, change of name, contact numbers, bank details such as bank account number, name of the bank and branch details, MICR code, IFSC code, bank mandates, nominations, power of attorney, etc. and their Permanent Account Number (PAN) to their depository participant (DP) in respect of their holding in Electronic Form and to the Company's RTA in respect of their holding in physical form.

As SEBI has mandated the submission of Permanent Account Member (PAN) by every participant in securities market. Non-resident Indian members are requested to immediately inform the RTA/respective Depository Participants, immediately of change in their residential status on return to India for permanent settlement and the particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

B. Send their queries, if any, on the financial statements or on any agenda item proposed in the notice of AGM at least 10 days prior to the date of AGM at the Company's Head Office at Plot No. 2-B, Sector-126, Distt. Gautam Budh Nagar, Noida-201304, Uttar Pradesh, to enable the Company to collect the relevant information and make available at the AGM.

C. Fill the attendance slip for attending the meeting and those who hold the shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the AGM.

D. Send their shares for dematerialization to the Company's RTA, if so far, are not held in dematerialized form, as the Company comes under compulsory DEMAT as per directive issued by the SEBI.

E. Note that relevant documents referred to in the Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the AGM and shall also be available for inspection at the AGM.

F. Note that in terms of the provisions of Section 136 of the Act read with Rule 11 of the Companies (Accounts) Rules, 2014, service of notices/

documents to the members can be made through electronic mode. Members who have registered their e-mail IDs with depositories or with the Company/RTA are being sent this Notice along with the Annual Report of the Company with Attendance Slip and Proxy Form by e-mail. The Members who have not registered their e-mail address, the physical copies are being sent to them through any recognized mode of delivery as specified under Section 20 of the Act. The notice of the 33rd AGM along with Annual Report of the Company, attendance slip and proxy form will also be available on the Company's website www.Indiaglycols.com under "Investor Relations" section.

In order to receive faster communication and enable the Company to serve the members better and to promote the "Green Initiative", members are requested to register their e-mail address (es) and changes therein, from time to time, by directly sending the relevant e-mail address along with the details of name, address, Folio No., shares held:

i. **To the Registrar and Share Transfer Agent, M/s MCS Share Transfer Agent Limited at the address at Note No. 5 above for shares held in physical form and;**

ii. **In respect of shares held in demat mode, also provide DP ID/ Client ID with the above details and register the same with their respective Depository Participants.**

Upon registration of the e-mail address(es), the Company proposes to send Notices, Annual Report and other documents/ communication to those Members via electronic mode/e-mail.

12. In case of joint holders attending the AGM, the Member 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.

13. As per the provisions of Section 72 of the Act, the facility for making nomination or cancellation/ variation in nomination already made 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 for making nomination and Form SH. 14 for cancellation/variation as the case may be. The said forms can be downloaded from the Company's website www.indiaglycols.com (under 'Investor Relations' section). Members holding shares in physical form may submit the same to RTA. Members holding shares in electronic form may submit the same to their respective depository participant(s).

14. The details of Director retiring by rotation and seeking re-appointment at the AGM, as required under regulation 26(4) and 36(3) of SEBI Listing Regulations and Secretarial Standards on General Meetings(SS-2) issued by the Institute of Company Secretaries of India are as under:

| | |
|----------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name of Director | Shri Uma Shankar Bhartia(DIN: 00063091) |
| Age or Date of Birth | 63 years (13.12.1953) |
| Date of first appointment on the Board | 29.11.1996 |
| Qualifications | Bachelor of Commerce with Honours from Calcutta University |
| Experience (Expertise in Specific functional Area)/ Brief Resume | Shri Uma Shankar Bhartia is an industrialist and has over 38 years of experience of managing various types of Industries. Shri Bhartia is involved in the day to day managerial activities of the Company and takes keen interest in various on-going projects right from conception, planning and execution and has been guiding the activities of the Company. Shri Bhartia is associated with the Company for over 20 years as Managing Director and is the Chairman of the Company since March, 2008 |
| Terms and Conditions of Re-appointment | As per the resolution passed by the Shareholders at the Annual General Meeting held on 24 th September, 2016, Shri Uma Shankar Bhartia was re-appointed as Chairman and Managing Director for a period of 5 years w.e.f. 1 st April, 2016. |
| Directorships of other Companies | <ol style="list-style-type: none"> 1. Hindustan Wires Ltd. 2. Polylink Polymers (I) Ltd. 3. IGL Finance Limited. 4. Kashipur Holdings Limited. 5. Ajay Commercial Co. Pvt. Ltd 6. Facit Commosales Pvt. Ltd. 7. IGL Infrastructure Pvt. Ltd. 8. J. Boseck & Co. Pvt. Ltd. 9. J B Commercial Co Pvt. Ltd. 10. JB Trustee Pvt. Ltd 11. Lund & Blockely Pvt. Ltd. 12. PB Trustee Pvt. Ltd. 13. PJ Trustee Pvt. Ltd. 14. Supreet Vyapaar Pvt. Ltd. 15. USB Trustees Pvt. Ltd. |
| Committee membership(s)/ Chairmanship(s) of other Companies | <ol style="list-style-type: none"> 1. Hindustan Wires Ltd. – Member - Audit Committee, Nomination and Remuneration Committee. 2. Polylink Polymers (I) Ltd. – Chairman - Stakeholders' Relationship Committee, Member - Audit Committee, Nomination and Remuneration Committee. 3. Kashipur Holdings Limited Member - Audit Committee, Stakeholder Relationship Committee and Nomination and Remuneration Committee. |
| Shareholding in the Company as on 31 st March, 2017 | 4,48,722 |
| Details of <i>Inter-se</i> Relationship with Directors/ Key Managerial Personnel | Smt. Jayshree Bhartia, Director, is the spouse of Shri Uma Shankar Bhartia. |

For other details such as number of meetings of Board attended during the year and details of remuneration etc. please refer to the Corporate Governance Report.

15. In accordance with Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the term of M/s. Lodha & Co. , Chartered Accountants, Statutory Auditors of the Company is upto the conclusion of the 33rd Annual General Meeting of the Company. Pursuant to the provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the Board of Directors has, on recommendation of the Audit Committee, recommended the appointment of M/s K.N. Gutgutia & Co., Chartered Accountants (Registration

No. 304153E) as the Statutory Auditors for a period of 5 (five) years commencing from the conclusion of 33rd AGM till the conclusion of 38th AGM, subject to ratification by the members at every subsequent AGM, if so required, at such remuneration and out of pocket expenses, as may be decided by the Board of directors of the Company.

M/s K. N. Gutgutia & Company, Chartered Accountants (Registration No. 304153E) was established in the year 1938 and was reorganized in the 1966 as a partnership firm of Chartered Accountants under the regulations of "The Institute of Chartered Accountants of India". The firm has 6 partners & staff of about 45 persons and having its offices at Flat No. 23 2nd Floor, 6C, Middleton Street, Kolkata-700071 and 11-K, Gopala Tower, 25, Rajendra Place, New Delhi – 110 008. It is one of the oldest & reputed CA firm in India having experience of more than 75 years. The

firm is doing Audit of Listed Companies of big size (Turnover & Capital) for over 60 years and recognised as one of the top Auditors of India as per publication of Chennai.

Consent and certificate u/s 139 of the Act have been obtained from M/s K.N. Gutgutia & Co., Chartered Accountants, to the effect that their appointment, if made, shall be in accordance with the applicable provisions of the Act and the Rules issued thereunder.

Further, as required under the SEBI Listing Regulations, M/s K.N. Gutgutia & Co., Chartered Accountants, has confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI.

16. Route map showing directions to reach the venue of the Thirty third AGM is annexed.
17. No gifts/coupons will be distributed at the AGM.

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

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following statement sets out all the material facts related to the Special Businesses mentioned under item No. 5 & 6 of the Notice dated 16th May, 2017.

ITEM NO. 5

The Board of Directors (the "Board") of the Company on the recommendation of the Audit Committee, approved the appointment of M/s R.J. Goel & Co., Cost Accountants to conduct the audit of cost records of the Company for the financial year ended 31st March, 2018.

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor, as recommended by the Audit Committee and approved by the Board has to be ratified by the members of the Company.

Accordingly, consent of the members is being sought by way of an ordinary resolution for ratification of the remuneration payable to the cost auditor for the financial year 2017-18.

None of the Directors / Key Managerial Personnel of the Company or their respective relatives are in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution at Item No. 5 of the Notice.

The Board recommends the resolution set out at Item no. 5 of the notice for approval of the members as an Ordinary Resolution.

ITEM NO. 6

The growth plans of the Company envisage promotion of Green technology based Chemicals and expansion in other areas of operation. These projects will necessitate external infusion of funds at different points of time in the future.

With a view to raise long term finance as well as meeting Company's fund requirements for expansion, capital expenditure, general corporate purposes and for other expenditures as permitted under the prevailing guidelines in this regard, the Company proposes to raise funds through issue of Equity Shares and/or instruments or securities convertible into equity shares of the Company such as Global Depository Receipts and/or American Depository Receipts and/or convertible preference shares and/or convertible debentures or bonds (compulsorily and/or optionally, fully and/or partly), and/or non-convertible debentures with warrants and/or securities with or without detachable / non-detachable warrants and/or warrants with a right exercisable by the warrant-holder to subscribe for equity shares and/or Foreign Currency Convertible Bonds (FCCBs) convertible into equity shares at the option of the Company or the holder(s) thereof, up to an aggregate amount of ₹ 250.00 Crores (Rupees Two Hundred Fifty Crores) or its equivalent in any other currency on the terms and conditions as stated in Resolution no. 6 of this Notice.

The above issue would be subject to the approval of the Government of India (GOI), Reserve Bank of India (RBI), Securities and Exchange Board of India (SEBI) and other authorities concerned, wherever applicable.

The pricing of the equity shares to be issued pursuant to the resolution to be approved at the Meeting upon exercise of the option of conversion of the FCCBs will be in accordance with the prescribed guidelines under Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 as amended as also in accordance with the terms of offering.

These FCCBs may be listed on Stock Exchange(s), abroad, as may be deemed fit by the Board. The equity shares issued and allotted upon exercise of the option available on the FCCBs shall be listed on the Stock Exchanges in India where the Company's securities are listed.

This resolution is proposed as an enabling resolution to authorize the Board of Directors to raise long term funds as well as meeting Company's fund requirements for expansion, capital expenditure, general corporate purposes and for other expenditures as the Board may decide and as permitted under the prevailing guidelines in this regard. This resolution also gives adequate flexibility in respect of working out the modalities of issue as also to issue FCCBs in such tranches, at such times as the Board may in its absolute discretion deem fit.

Pursuant to the provisions of Sections 41, 42, 62 and 71 of the Companies Act, 2013, SEBI ICDR regulations read with SEBI Listing Regulations, a Company proposing to issue Securities to persons other than the existing shareholders or the public, is required to obtain the approval of the members by way of a Special Resolution. Since the Securities as mentioned in resolution no. 6 of this notice, may be offered to the persons other than the existing shareholders, it is proposed to obtain the approval of Shareholders by way of a special resolution.

The Directors or Key managerial Personnel of the Company and their relatives may be deemed to be concerned or interested in resolution at item no. 6 of the Notice to the extent of securities that may be subscribed by the entities in which they are directors or members.

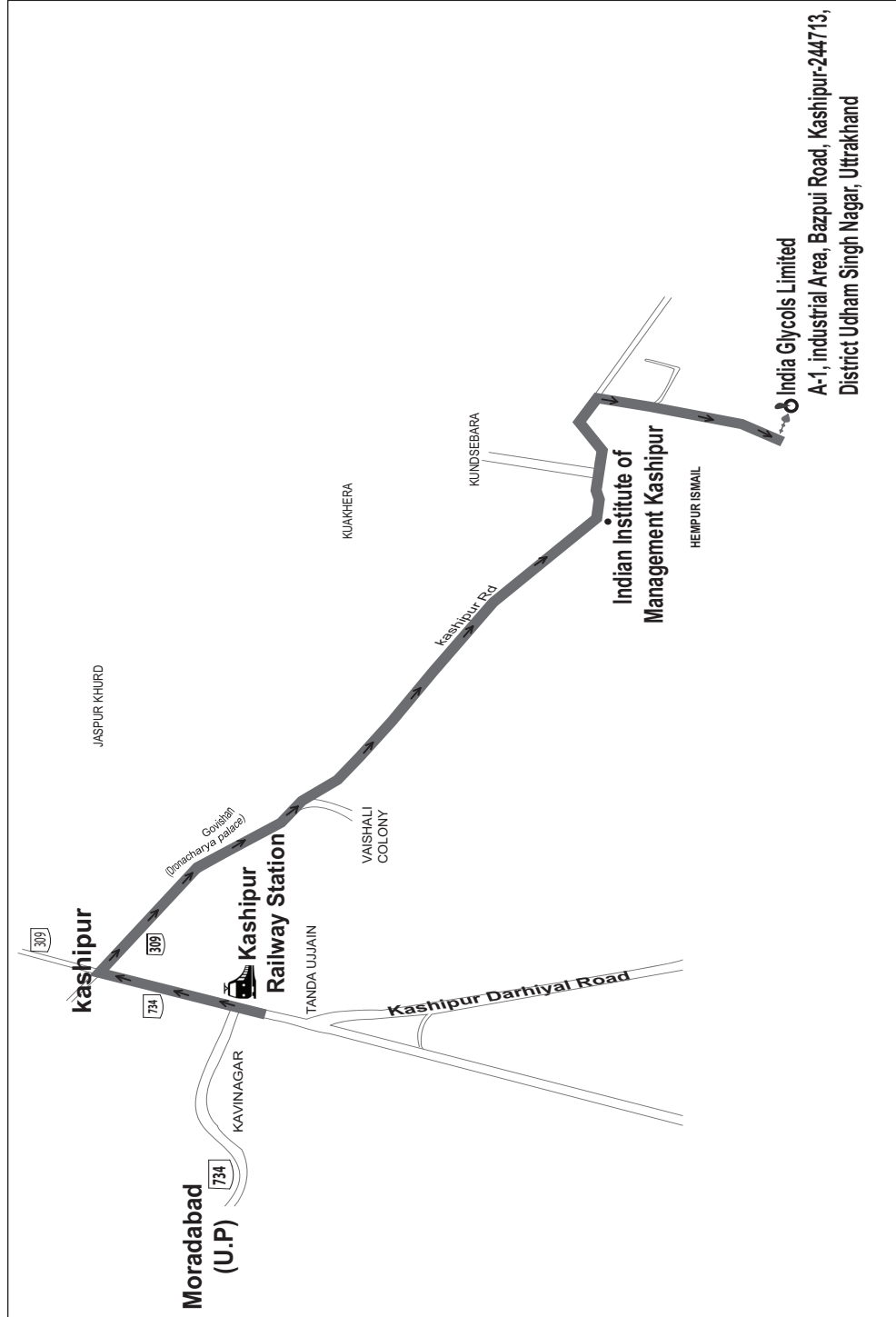
The Board of Directors recommends the resolution at item No. 6 of this Notice for approval of the Members by way of a Special Resolution.

**By order of the Board
For India Glycols Limited**

Place: Noida
Date : 16th May, 2017
Registered Office:
A-1, Industrial Area, Bazpur Road,
Kashipur-244713, District Udham Singh Nagar,
Uttarakhand
CIN: L24111UR1983PLC009097
Telephone No: +91-5947-269000, 269500
Fax: +91-5947-275315, 269535
Website: www.indiaglycols.com
e-mail: compliance.officer@indiaglycols.com

**Ankur Jain
Company Secretary**

ROUTE MAP OF 33rd AGM VENUE





INDIA GLYCOLS LIMITED

CIN: L24111UR1983PLC009097

Registered Office : A-1, Industrial Area, Bazpur Road, Kashipur-244 713, Distt. Udham Singh Nagar, Uttarakhand

PROXY FORM

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

| | |
|------------------------|----------------------|
| Name of the member(s): | Email Id: |
| Registered address: | Folio No./Client Id: |
| | DP Id: |

I/We, being the member(s) of shares of the above named Company hereby appoint:

- 1) _____ of _____ having email id _____ or failing him
- 2) _____ of _____ having email id _____ or failing him
- 3) _____ of _____ having email id _____ or failing him

and whose signature (s) are appended below as my / our proxy to attend and vote (on poll) for me/us and on my/our behalf at the 33rd Annual General Meeting of the Company, to be held on **Friday, 1st September, 2017 at 11:00 A.M. at A-1, Industrial Area, Bazpur Road, Kashipur-244 713, District Udham Singh Nagar, Uttarakhand** and at any adjournment thereof in respect of such resolutions as are indicated below:

**I wish my above proxy to vote in the manner as indicated in the box below:

| Resolution No. | RESOLUTIONS | FOR | AGAINST |
|--------------------------|-------------------------------------------------------------------------------------------------------------------------------------------|-----|---------|
| ORDINARY BUSINESS | | | |
| 1. | Adoption of audited financial statements (including the consolidated financial statements) for the financial year ended 31st March, 2017. | | |
| 2. | Declaration of dividend of ₹1/- per equity shares for the financial year 2016-17 | | |
| 3. | Re-appointment of Shri Uma Shankar Bhartiya, who retires by rotation. | | |
| 4. | Appointment of M/s K.N. Gutgutia & Co., Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration. | | |
| SPECIAL BUSINESS | | | |
| 5. | Ratification of the remuneration of the Cost Auditor. | | |
| 6. | Approval of raising of funds by way of issue of securities. | | |

Signed this day of2017.

Signature of member

Signature of proxy holder(s)

Affix revenue stamp of not less than ₹1.00

Notes:

1. **This form, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.**
2. **A proxy need not be a member of the Company.**
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. Appointing a proxy does not prevent a member from attending the meeting in person, if he/she so wishes.
5. For the resolution, explanatory statement and notes, please refer to the notice of the Annual General Meeting.
- **6. This is only optional. Please put a '√' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
7. In case of joint holder, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.



INDIA GLYCOLS LIMITED

CIN: L24111UR1983PLC009097

Registered Office : A-1, Industrial Area, Bazpur Road, Kashipur-244 713, Distt. Udham Singh Nagar, Uttarakhand

ATTENDANCE SLIP

I/We _____ R/o. _____ hereby record my/our presence at the 33rd Annual General Meeting of the Company held on Friday, the 1st September, 2017 at 11.00 A.M. at **A-1, Industrial Area, Bazpur Road, Kashipur – 244713, Distt. Udham Singh Nagar, Uttarakhand**

DPID* _____

Folio No. _____

Client ID* _____

No. of Shares _____

Note: Please complete this and hand it over at the entrance of the meeting venue.

Signature of shareholder/proxy

*Applicable for investors holding shares in electronic form.



India Glycols Limited

CIN: L24111UR1983PLC009097

A-1, Industrial Area, Bazpur Road,

Kashipur-244713 Dist. Udham Singh Nagar, Uttarakhand

Phone No. : 05947-269000, 269500 Fax : 05947-275315, 269535

Website : www.indiaglycols.com E-Mail : compliance.officer@indiaglycols.com



Dear Member,

Subject: Voting through electronic means on resolutions proposed to be passed at the Thirty Third Annual General Meeting of India Glycols Limited

Pursuant to provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Company is pleased to offer remote E-Voting facility to the members to cast their votes electronically on the resolutions, proposed to be passed at the Thirty Third Annual General Meeting to be held on Friday, the 1st September, 2017 at 11.00 A.M. The Company has engaged the services of National Securities Depository Limited (“NSDL”) to provide Remote E-Voting facilities. The Remote E-Voting facility is available at the link <https://www.evoting.nsdl.com>

The electronic voting particulars are set out below:

| EVEN (Remote E-Voting event number) | User ID | Password/PIN |
|------------------------------------------------|----------------|---------------------|
| | | |

The e-voting facility will be available during the following voting period:

| Commencement of Remote E-Voting | End of Remote E-Voting |
|----------------------------------------------------|------------------------------------------------------|
| Monday, 28 th August, 2017 at 9.00 A.M. | Thursday, 31 st August, 2017 at 5.00 P.M. |

Please read the instructions given at Note No. 9 of the Notice of the 33rd Annual General Meeting carefully before voting electronically.

The remote e-voting shall not be allowed beyond the aforesaid date and time and the remote e-voting module shall be disabled by NSDL upon expiry of the aforesaid period.

These details and instructions form integral part of the notice of the 33rd Annual General Meeting to be held on Friday, 1st September, 2017 at 11.00 A.M.

Yours Faithfully
For India Glycols Limited

Ankur Jain
Company Secretary

Place : Noida
Date : 16th May, 2017