



IG PETROCHEMICALS LIMITED

Registered Office: T-10, 3rd Floor, Jairam Complex, Mala, Neugi Nagar
Panaji, Goa – 403 001

CIN L51496GA1988PLC000915

Tel.: 0832-2970973, **E-mail:** igpl@igpetro.com, **Website:** www.igpetro.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 108 and 110 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Dear Member(s),

NOTICE is hereby given that pursuant to the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (“the Rules”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standards on General Meeting SS-2 issued by The Institute of Company Secretaries of India, each as amended, and in accordance with the General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020 and 09/2024 dated 19th September, 2024 (collectively the “MCA Circulars”), and Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024 issued by the Securities and Exchange Board of India for seeking approval of the Members of the Company to transact the Businesses as set out below by passing the said resolutions through Postal Ballot, only by way of remote e-voting process.

The proposed resolutions and explanatory statement setting out the material facts and reasons concerning the proposed items pursuant to Section 102 and 110 and other applicable provisions, if any, of the Act read with the rules framed thereunder is annexed hereto for your consideration.

In terms of the above-mentioned circulars, the Postal Ballot Notice (“the Notice”) is being sent by email only to the Members whose e-mail addresses are registered with the Company/Depositories and whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on **Cut-off date i.e. Friday, 7th March, 2025**.

In line with the MCA Circulars, hard copy of the Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot and the Members are required to communicate their assent or dissent only through the remote e-voting system. The Company has engaged the services of NSDL for the purpose of providing remote e-voting facility to its members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company at www.igpetro.com

The remote e-voting period commences on Wednesday, 12th March, 2025 at 9:00 a.m. (IST) and shall end on Thursday, 10th April, 2025 at 5:00 p.m. (IST). The e-voting module shall be disabled by the NSDL for voting thereafter. Members are requested to peruse the proposed resolutions along with explanatory statement and thereafter record their assent or dissent by means of remote e-voting facility provided by the Company not later than 5.00 p.m. (IST) on Thursday, 10th April, 2025,

failing which it will be considered that no reply has been received from the Members.

Shri Martinho Ferrao (Membership No. FCS 6221, CoP No. 5676) of Martinho Ferrao & Associates, Company Secretaries has been appointed as the Scrutinizer to conduct the postal ballot through remote e-voting process in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman or any other person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results shall be declared by the Chairman before the close of working hours on Saturday, 12th April, 2025. The results so declared along with the report of the Scrutinizer shall be placed on the website of the Company i.e. www.igpetro.com and on the website of NSDL www.evoting.nsdl.com immediately after the declaration of result by the Chairman. The results shall also be immediately forwarded to the BSE Limited and the National Stock Exchange of India Limited.

The resolutions shall be deemed to have been passed on Thursday, 10th April, 2025, being the last date specified by the Company for remote e-voting process, subject to receipt of the requisite number of votes in favour of the resolutions.

Members are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of this Notice for casting of votes by remote e-voting.

SPECIAL BUSINESS:

Item No. 1:

Re-appointment of Shri Nikunj Dhanuka (DIN 00193499) as Managing Director and designated as Chairman and Managing Director

To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and approval by the Board of Directors and in accordance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V to the Act and Regulation 17(6)(e) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members of the Company be and is hereby accorded to re-appoint Shri Nikunj Dhanuka (DIN 00193499) as ‘Managing Director’ designated as ‘Chairman and Managing Director’ of the Company for the period 27th April, 2025 till 30th September, 2027 on the remuneration, terms and conditions as set out in the explanatory statement annexed to the notice (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his tenure), with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment in such manner as may be agreed to between the Board of Directors and Shri Nikunj Dhanuka and that he shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of the said re-appointment and remuneration subject to the recommendation of the Nomination and Remuneration Committee and as may be agreed between the Board of Directors and Shri Nikunj Dhanuka.”

Item No. 2:

Appointment of Shri Mayank Dhanuka (DIN 00747034) as a Director

To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 160 of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) consent of the members of the Company be and is hereby accorded to appoint Shri Mayank Dhanuka (DIN 00747034) as a Director of the Company with effect from 14th February, 2025, whose office shall be liable to determination by retirement by rotation.”

Item No. 3:

Appointment of Shri Mayank Dhanuka (DIN 00747034) as Whole-time Director designated as Executive Director & Chief Executive Officer

To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and approval by the Board of Directors and in accordance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V to the Act and Regulation 17(6)(e) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members of the Company be and is hereby accorded to appoint Shri Mayank Dhanuka (DIN 00747034) as ‘Whole-time Director’ designated as ‘Executive Director & Chief Executive Officer’ of the Company for the period 14th February, 2025 till 30th September, 2027 on the remuneration, terms and conditions as set out in the explanatory statement annexed to the notice (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his tenure), with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Shri Mayank Dhanuka and that he shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of the said appointment and remuneration subject to the recommendation of the Nomination and Remuneration Committee and as may be agreed between the Board of Directors and Shri Mayank Dhanuka.”

Item No. 4:

Appointment of Shri Jyotin Mehta (DIN 00033518) as an Independent Director

To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the “Act”) and the Rules made thereunder and Regulations 17, 25 and other applicable provisions of SEBI (Listing Obligations and

Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Jyotin Mehta (DIN 00033518) who was appointed as an 'Additional Director' in the category of 'Independent Director' of the Company by the Board of Directors, based on the recommendation of Nomination and Remuneration Committee with effect from 13th February, 2025 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of a Director, be and is hereby appointed as an 'Independent Director' of the Company, not liable to retire by rotation, for a term of five years with effect from 13th February, 2025 to 12th February, 2030.

RESOLVED FURTHER THAT the Board of Directors of the Company (which shall include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

By Order of the Board
For I G Petrochemicals Limited

Sd/-
Sudhir R Singh
Company Secretary

Mumbai, 13th February, 2025

Registered Office:

T-10, 3rd Floor, Jairam Complex
Mala, Neugi Nagar, Panaji, Goa – 403 001.

Notes:

1. The Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013 read with the applicable rules made thereunder and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”) setting out the material facts and reasons for the Special Businesses to be transacted is annexed hereto and forms part of this Postal Ballot Notice.
2. Pursuant to the General Circular Nos. 14/2020 dated 8th April, 2020, No. 17/2020 dated 13th April, 2020 No. 20/2020 dated 5th May, 2020, and No. 09/2024 dated 19th September, 2024 issued by the Ministry of Corporate Affairs (collectively as “MCA Circulars”) and circulars dated 12th May, 2020 and 3rd October, 2024 issued by the Securities and Exchange Board of India (collectively as “SEBI Circulars”), the Postal Ballot Notice is being sent by email only to the Members whose names appear in the Register of Members of the Company as on **Friday, 7th March, 2025 ("Cut-off date")** and who have already registered their e-mail address with the Company/Depositories and whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on Cut-off date.
3. Members cannot exercise their votes through proxy on Postal Ballot. A Member need not cast all the votes in the same way. Members are requested to exercise their voting rights through remote e-voting only. No other means are permitted. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.

4. Members who have not registered their e-mail address are requested to register/update their e-mail address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agents ("RTA").
5. The Postal Ballot Notice has been uploaded on the website of the Company at www.igpetro.com, websites of the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL i.e. www.evoting.nsdl.com.
6. Corporate members intending to authorize its representatives are requested to upload a certified scanned copy of the Board Resolution on the website of NSDL, authorizing their representative to vote on its behalf at the meeting.
7. Details under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Director seeking appointment forms an integral part of the notice.
8. You may contact the Company for issues relating to this Postal Ballot Notice and e-voting at udhuri@igpetro.com.
9. The Company has engaged NSDL as e-voting agency for facilitating e-voting to enable the Members to cast their votes electronically.
10. All documents referred to in the Notice will be available for inspection in electronic mode until the last date of voting. Members seeking to inspect such documents can send an email to udhuri@igpetro.com.
11. The voting right of members/beneficial owners shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date.

PROCESS FOR MEMBERS OPTING FOR E-VOTING

The remote e-voting period begins on Wednesday, 12th March, 2025 at 9.00 a.m. and ends on Thursday, 10th April, 2025 at 5.00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the Cut-off date i.e. Friday, 7th March, 2025 will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-off date should treat this notice for information purpose only.

How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode
In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are

advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
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Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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.nsdl.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.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 133272 then user ID is 133272001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) 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.

c) How to retrieve your 'initial password'?

(i) 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'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to mferraocs@yahoo.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to udhuri@igpetro.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to udhuri@igpetro.com If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

Item No. 1

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors re-appointed Shri Nikunj Dhanuka as ‘Managing Director’ designated as ‘Chairman and Managing Director’ for the period 27th April, 2025 till 30th September, 2027 subject to the approval of the members of the Company. He is associated with the Company since 1998 and has played an instrumental role in the growth of the Company over the last several years. He possesses diverse experience and extensive knowledge on the functioning of Chemical Industries, Finance and Banking and in charge of the overall affairs of the Company. He is accredited with the successful expansion of the plants and making the Company as the world’s largest PAN manufacturer at single location and introduction of advance plasticizer plant. Under his leadership, the Company initiated setting-up of plasticizer plant for forward integration which is expected to commission by March 2026 and as well as set-up of compressed biogas plant.

The Nomination and Remuneration Committee has taken into account the duties and responsibilities shouldered by Shri Nikunj Dhanuka and has recommended the remuneration, terms and conditions as set out below for the approval of the members:

- a. **Remuneration** Rs. 12,00,000/- per month
- b. **Personal Allowance** Equivalent to two months remuneration p.a.
- c. **Commission** Upto 1.75% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013
- d. **Tenure** For the period 27th April, 2025 till 30th September, 2027
- e. **Perquisites & Allowances** In addition, he shall also be entitled to the following perquisites & allowances:
 - i **Housing** House Rent Allowance of Rs. 1,25,000/- per month.
 - ii **Medical reimbursement** Reimbursement of medical expenses incurred by him and his family.
 - iii **Leave** Earned leave as per Rules of the Company
 - iv **Club fees** Subject to a maximum of two clubs
 - v **Insurance** Cost of insurance in respect of mediclaim policy (global cover) for self and family and personal accident insurance
 - vi **Retiral benefits** Contribution to provident fund, superannuation fund or annuity fund as per rules of the Company. Gratuity payable shall not exceed half month’s salary for each completed year of service
 - vii **Car** Provision for use of car and telephone as per the rules of the

Company

viii Other perquisites

Subject to the overall ceiling on remuneration, Shri Nikunj Dhanuka may be given any other allowances, benefits, perquisites and facilities as the Board of Directors of the Company (which term includes any Committee thereof) may decide from time to time. He shall be entitled to reimbursement of all actual expenses, including entertainment and travelling, incurred in the course of the Company's business

f. Revision

The Board of Directors (which term includes any Committee thereof) of the Company may revise the remuneration (including personal allowance and perquisite and allowances) as stated above upto 15% p.a.

Minimum Remuneration: Where, in any financial year during his tenure, the Company has no profits or its profits are inadequate, the Company will pay the remuneration, bonus, perquisites and other allowances as specified above.

Statement of information under Part II, Section II(B)(IV) of the Schedule V to the Companies Act, 2013 (“the Act”)

I. General Information

Nature of Industry	Manufacture of chemicals			
Date or expected date of Commercial Production	1992			
In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable			
Financial performance	(Rs. in lakhs)			
	Particulars	2023-24	2022-23	2021-22
	Total Income	212,984.38	237,455.66	189,190.74
	Profit before tax	5,361.01	26,861.94	35,851.56
	Net profit	3,971.39	20,032.73	26,671.89
Foreign investments or collaborations, if any	Nil			

II. Information about the appointee:

Background details	Shri Nikunj Dhanuka is associated with the Company since 1998 and has played an instrumental role in the growth of the Company over the last several years. He possesses diverse experience and extensive knowledge on the functioning of Chemical Industries, Finance and Banking.			
Past Remuneration	(Rs. in lakhs)			
	Particulars	2023-24	2022-23	2021-22
	Remuneration	170.37	172.74	130.53
	Commission	72.12	415.39	554.41
	Total	242.49	588.13	684.94
Recognition and awards	Nil			
Job profile and his suitability	He is accredited with the successful expansion of the plants during the last more than two decades and making the Company as the world's largest PAN manufacturer at single location and introduction of advance plasticizer plant. The Company initiated setting-up of plasticizer plant for forward integration which is expected to commission by March 2026 and as well as set-up of compressed biogas plant. Taking into account his significant contribution, the Board of Directors found him suitable to re-appoint.			
Remuneration proposed	As mentioned above			
Comparative remuneration profile with respect to industry, size of company, profile of the position and person	The proposed remuneration is as per the prevailing standards in the chemical industries.			
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	(Rs. in lakhs)			
	Name	Particulars	For the half year ended 30-09-2024	
	Arpan Dhanuka	Remuneration	23.65	
	Umang Dhanuka	Remuneration	125.41	
		Licence fee paid	2.17	
		Security Deposit	1.20	

III. Other information:

1. Reasons for loss or inadequate profits: Not applicable
2. Steps taken or proposed to be taken for improvement: The Company continuously monitors the areas for improvement and necessary steps are taken as and when warranted.
3. Expected increase in productivity and profits in measurable terms: It is subject to market conditions.

IV. Disclosures: The above explanatory statement (together with annexure thereto) shall be construed to be memorandum setting out the terms of the re-appointment as specified under Section 190 of the Act.

Shri Nikunj Dhanuka has confirmed that he is not disqualified from being re-appointed as Director in terms of the provisions of Section 164(2) of the Act and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority.

Based on the above skills and expertise, the Board of Directors recommend the re-appointment of Shri Nikunj Dhanuka as set out at Item No. 1 as a Special Resolution for your approval.

Except for Shri Nikunj Dhanuka, none of the other Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested in the said resolution.

Item Nos. 2 and 3:

Shri Mayank Dhanuka is associated with the Company since 2010. In 2015, he was appointed as ‘Chief Operating Officer’ and subsequently re-designated as ‘President’ of the Company. He has been entrusted with the responsibilities relating to overseeing plant operations, business development, execution of organizational objectives, lead and guide the team members, etc. He has played an instrumental role in all operations relating to the import requirements of the Company and possesses more than twenty-five years of experience

Considering the duties and responsibilities shouldered by Shri Mayank Dhanuka, upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on 13th February, 2025 appointed Shri Mayank Dhanuka as ‘Additional Director’ under Section 161 of the Companies Act, 2013 (“the Act”) and ‘Whole-time Director’ designated as ‘Executive Director & Chief Executive Officer’ in accordance with Section 196 read with Schedule V to the Act, for the period 14th February, 2025 to 30th September, 2027 subject to the approval of the Members of the Company on the remuneration, terms and conditions as set out herein:

- | | |
|--|--|
| a. Remuneration | Rs. 18,74,000/- per month |
| b. Personal Allowance | Equivalent to two months remuneration p.a. |
| c. Commission | Upto 1.10% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013 |
| d. Tenure | For the period 14 th February, 2025 till 30 th September, 2027 |
| e. Perquisites & Allowances | In addition, he shall also be entitled to the following perquisites & allowances: |
| i Housing | House Rent Allowance of Rs. 1,56,167/- per month |
| ii Medical reimbursement | Reimbursement of medical expenses incurred by him and his family |
| iii Leave | Earned leave as per Rules of the Company |
| iv Club fees | Subject to a maximum of two clubs |
| v Insurance | Cost of insurance in respect of mediclaim policy (global cover) for self and family and personal accident insurance. |

- vi Retiral benefits** Contribution to provident fund, superannuation fund or annuity fund as per rules of the Company. Gratuity payable shall not exceed half month's salary for each completed year of service
- vii Car** Provision for use of car and telephone as per the rules of the Company
- viii Other perquisites** Subject to the overall ceiling on remuneration, Shri Mayank Dhanuka may be given any other allowances, benefits, perquisites and facilities as the Board of Directors of the Company (which term includes any Committee thereof) may decide from time to time. He shall be entitled to reimbursement of all actual expenses, including entertainment and travelling, incurred in the course of the Company's business
- e. Revision** The Board of Directors (which term includes any Committee thereof) of the Company may revise the remuneration (including personal allowance and perquisite and allowances) as stated above upto 15% p.a.

Minimum Remuneration: Where, in any financial year during his tenure, the Company has no profits or its profits are inadequate, the Company will pay the remuneration, bonus, perquisites and other allowances as specified above.

Statement of information under Part II, Section II(B)(IV) of the Schedule V to the Companies Act, 2013 ("the Act")

I. General Information

Nature of Industry	Manufacture of chemicals			
Date or expected date of Commercial Production	1992			
In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable			
Financial performance	(Rs. in lakhs)			
	Particulars	2023-24	2022-23	2021-22
	Total income	212,984.38	237,455.66	189,190.74
	Profit before tax	5,361.01	26,861.94	35,851.56
	Net profit	3,971.39	20,032.73	26,671.89
Foreign investments or collaborations, if any	Nil			

II. Information about the appointee:

Background details | Shri Mayank Dhanuka is associated with the Company since 2010. In 2015, he was appointed as 'Chief Operating Officer' and subsequently re-

	designated as 'President' of the Company and possess extensive experience in all part of operations.		
Past Remuneration	(Rs. in lakhs)		
	Particulars	2023-24	2022-23
	Remuneration	196.35	169.67
			139.2
Recognition and awards	Nil		
Job profile and his suitability	He oversees plant operations, business development, execution of organizational objectives, lead and guide the team members, etc. He has played an instrumental role in all operations relating to the import requirements of the Company. Accordingly, the Board of Directors found him suitable to appoint.		
Remuneration proposed	As mentioned above		
Comparative remuneration profile with respect to industry, size of company, profile of the position and person	The proposed remuneration is as per the prevailing standards in the chemical industries.		
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	(Rs. in lakhs)		
	Name	Particulars	For the half year ended 30-09-2024
	M M Dhanuka	Sitting fee	3.40
	Neha Dhanuka	Licence fee paid	2.07
		Security Deposit	1.20

III. Other information:

1. Reasons for loss or inadequate profits: Not applicable
2. Steps taken or proposed to be taken for improvement: The Company continuously monitors the areas for improvement and necessary steps are taken as and when warranted.
3. Expected increase in productivity and profits in measurable terms: It is subject to market conditions.

IV. Disclosures: The above explanatory statement (together with annexure thereto) shall be construed to be memorandum setting out the terms of the appointment as specified under Section 190 of the Act.

The Company has received declarations/disclosures from Shri Mayank Dhanuka which includes consent to act as a Director of the Company in terms of Section 152 of the Act and confirmation that he is not disqualified from being appointed as Director in terms of the provisions of Section 164(2) of the Act and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority.

Pursuant to Section 161 of the Act, he shall hold office upto the date of the next annual general meeting. However, in view of the provisions of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to obtain the approval of the shareholders of the Company within a period of three months from the date of appointment.

The Company has received a notice under Section 160(1) of the Act proposing his candidature for the office of Director of the Company.

Based on the above skills and expertise, the Board of Directors recommend the appointment of Shri Mayank Dhanuka as set out at item nos. 2 and 3 as an Ordinary Resolution and Special Resolution respectively for your approval.

Except for Shri Mayank Dhanuka, none of the other Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested in the said resolutions.

Item No. 4

In accordance with the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on 13th February, 2025 appointed Shri Jyotin Mehta (DIN 00033518) as an 'Additional Director' in the category of 'Independent Director' of the Company for a term of five years with effect from 13th February, 2025 to 12th February, 2030.

Skills, expertise and competence

The Nomination and Remuneration Committee and the Board of Directors of the Company considered the skills, expertise and competencies such as knowledge of the industry, ability to take strategic decisions, experience, understanding of accounts, finance, corporate governance, risk management, general management, advisory and legal and regulatory matters, business ethics, commitment, independence, etc. which the proposed Independent Director should possess.

Shri Jyotin Mehta is a rank holder (All India Rank 3) Chartered Accountant, Company Secretary and Management Accountant and Gold Medalist from University of Mumbai. He is versatile Finance, Governance, Risk, and Compliance professional with excellent academic credentials. He held leadership positions in Tata Group, ICICI Group and Shell Group of companies. He has rich experience of more than forty years in the areas of finance and accounting, internal audit, corporate governance, risk and controls, company law and legal and regulatory compliance and customer service across various industry domains such as banking, manufacturing and technology services and products.

He possesses diverse experience in BFSI and manufacturing companies and has passion for governance, technology deployment and customer service as also development of young professionals. He has been visiting faculty at leading management schools in India, including SP Jain Institute of Management Research and Welinkar Institute of Management. He is a regular speaker at seminars and conferences of Institute of Chartered Accountants of India, Institute of Company Secretaries of India, Institute of Cost and Management Accountants of India, Institute of Directors and Bombay Chartered Accountants' Society besides being a mentor and coach.

Based on their skills, experience, expertise and knowledge, the Nomination and Remuneration Committee and the Board of Directors have recommended the appointment of Shri Jyotin Mehta as an Independent Director pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013 ('the Act').

The Company has received declarations/disclosures from Shri Jyotin Mehta which includes consent to act as a Director of the Company in terms of Section 152 of the Act, confirmation that he meets the criteria of independence under Section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') confirmation that he is not disqualified from being appointed as Director in terms of the provisions of Section 164(2) of the Act and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority and that he is registered in the Independent Director's databank in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualifications of

Directors) Rules, 2014.

In the opinion of the Nomination and Remuneration Committee and the Board of Directors, Shri Jyotin Mehta fulfils the conditions specified in Section 149, 152 and Schedule IV of the Act read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and SEBI Listing Regulations and is independent of the management.

In view of the provisions of Regulation 17(1C) of the SEBI Listing Regulations, the Company is required to obtain the approval of the shareholders of the Company within a period of three months from the date of appointment. The Company has received a notice under Section 160(1) of the Act proposing his candidature for the office of Director of the Company.

Shri Jyotin Mehta shall be paid remuneration by way of sitting fees for attending meetings of the Board of Directors or Committees thereof or for any other purpose as may be decided by the Board of Directors, reimbursement of expenses for participating in the meetings and profit related commission within the limits prescribed under Section 197 of the Act.

Copy of the draft appointment letter of Shri Jyotin Mehta setting out the terms and conditions of appointment is available for inspection by the Members through electronic mode subject to the request being received at udhuri@igpetro.com.

The requisite details and information pursuant to Regulation 36(3) of the SEBI Listing Regulations, the Act and Secretarial Standards are annexed to this Notice.

The Board of Directors recommends the special resolution as set out at Item No. 4 for the approval of the Members.

Except for Shri Jyotin Mehta, none of the other Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested in the said resolution.

By Order of the Board
For I G Petrochemicals Limited

Sd/-
Sudhir R Singh
Company Secretary

Mumbai, 13th February, 2025

Registered Office
T-10, 3rd Floor, Jairam Complex
Mala, Neugi Nagar, Panaji, Goa – 403 001

DETAILS OF DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT

As required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2

Name	Nikunj Dhanuka	Mayank Dhanuka	Jyotin Mehta
DIN	00193499	00747034	00033518
Age	57 years	46 years	67 years
Date of first appointment on the Board	1 st July, 1998	14 th February, 2025	13 th February, 2025
Qualification	B. Com	B. Com, Financial Management from Harvard University, Graduate from Owner President Management at Harvard Business School	B. Com (Gold Medalist), FCA, FCMS and FCS
Expertise in specific functional areas required for the role and the manner in which proposed person meets the criteria	Possess diverse experience and extensive knowledge on the functioning of Chemical Industries, Finance and Banking. General management and chemical industries	More than 25 years of experience in business operations/development, plant, procurement and import requirements, etc. relating to Chemical Industry	<p>Has rich experience of 40+ years in the areas of finance and accounting, internal audit, corporate governance, risk and controls, Company law and legal and regulatory compliance and customer service across various industry domains such as banking, manufacturing and technology services and products. He is versatile finance and Governance, Risk, and Compliance professional with excellent academic credentials. He held leadership positions in Tata Group, ICICI Group and Shell Group of companies. He has rich experience of more than forty years in the areas of finance and accounting, internal audit, corporate governance, risk and controls, company law and legal and regulatory compliance and customer service across various industry domains such as banking, manufacturing and technology services and products.</p> <p>He possesses diverse experience in BFSI and manufacturing companies and has passion for</p>

			governance, technology deployment and customer service as also development of young professionals. He has been visiting faculty at leading management schools in India, including SP Jain Institute of Management Research and Welingkar Institute of Management. He is a regular speaker at seminars and conferences of Institute of Chartered Accountants of India, Institute of Company Secretaries of India, Institute of Cost and Management Accountants of India, Institute of Directors and Bombay Chartered Accountants' Society besides being a mentor and coach.
Directorship held in Listed Companies	Mysore Petro Chemicals Limited	Nil	AMAL Limited Westlife Foodworld Limited Mafatal Industries Limited
Chairmanship / Membership of Committees in other Public Companies	<p><u>Audit Committee - Membership</u> Mysore Petro Chemicals Limited</p> <p><u>Stakeholders Relationship Committee- Chairmanship</u> Mysore Petro Chemicals Limited</p>	Nil	<p><u>Audit Committee – Chairmanship:</u> Westlife Foodworld Limited Mahindra Rural Housing Finance Limited Mahindra Insurance Brokers Limited</p> <p><u>Audit Committee – Membership</u> Amal Limited ICICI Prudential Trust Limited ICICI Prudential Pension Funds Management Company Limited Otis Elevator Co. (India) Limited</p> <p><u>Nomination & Remuneration Committee- Chairmanship</u> ICICI Prudential Pension Funds Management Company Limited Mahindra Insurance Brokers Limited</p>

			<p><u>Nomination & Remuneration Committee-Membership</u> Westlife Foodworld Limited Mahindra Rural Housing Finance Limited Otis Elevator Co. (India) Limited</p> <p><u>Risk Management Committee- Chairmanship</u> ICICI Prudential Pension Funds Management Company Limited Mahindra Rural Housing Finance Limited</p> <p><u>Risk Management Committee- Membership</u> Westlife Foodworld Limited ICICI Prudential Trust Limited</p> <p><u>Corporate Social Responsibility Committee – Chairmanship</u> Amal Limited</p> <p><u>Corporate Social Responsibility Committee – Membership</u> Otis Elevator Co. (India) Limited</p>
Names of the listed entities from which the person has resigned in the past three years	Nil	Nil	Epack Durable Limited
Shareholding in the Company including shareholding as a beneficial owner	19,000	3,90,423	Nil
Relationship between directors inter-se and other Key Managerial Personnel	Nil	Nil	Nil

No. of Board Meetings attended during the current financial year	Held - 4 Attended - 4	N.A.	Held (since his appointment) - 1 Attended – 1
Proposed remuneration, terms and conditions of appointment/ re-appointment and last remuneration drawn	As set out in the explanatory statement		