



## IOL CHEMICALS AND PHARMACEUTICALS LIMITED

CIN: L24116PB1986PLC007030

**Registered Office:** Village & Post Office Handiaya, Fatehgarh Channa Road,  
Barnala, 148107, Punjab (India)

**Corporate Office:** 85, Industrial Area 'A', Ludhiana – 141003

**Tel:** +91-161-2225531 – 35, **Fax:** +91 161-2608784, **E-mail:** investor@iolcp.com, **Website :** www.iolcp.com

### Postal Ballot Notice

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

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

In compliance with MCA Circulars, this Notice is being sent only through electronic mode to those members whose e-mail address is registered with the Company / Depository Participant(s) as on **27<sup>th</sup> December 2024 (“Cut-Off Date”)**. If the member’s e-mail address is not registered or updated with the Company / Depository Participant(s), they may follow the process provided in the Notes hereunder to receive the Notice, login ID and password for remote e-Voting. Members are requested to read the instructions given in the Notes.

The members desiring to exercise their vote are requested to read the instructions in the ‘Notes’. The voting period begins on **Thursday, 2<sup>nd</sup> January 2025 from 9.00 A.M. (IST) and ends on Friday, 31<sup>st</sup> January 2025 at 5.00 P.M. (IST)**. During this period, members of the Company holding equity shares either in physical form or in dematerialized form, as on the **Cut-Off Date** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

The Resolution, if approved, shall be deemed to have been passed on **31<sup>st</sup> January 2025**, being the last date for remote e-voting.

#### **SPECIAL BUSINESS:**

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

**To approve sub-division / split of 1 (One) Equity Share having face value of Rs. 10/- (Rupees Ten only) each, fully paid up, into 5 (Five) Equity Shares having face value of Rs. 2/- (Rupee Two only) each, fully paid-up and consequent alteration to the Memorandum of Association of the Company.**

To consider and if thought fit, to pass the following resolution as **ORDINARY RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of Section 61(1)(d), 64 and other applicable provisions of the Companies Act, 2013 (“**the Act**”), the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) [including any statutory modification(s), notifications, circulars issued thereunder or reenactment(s) thereof, for the time being in force], in accordance with the Articles of Association of the Company and subject to such permissions, consents and approvals as may be required from concerned statutory authorities, approval of the members of the Company be and is hereby accorded for sub-division / split of equity shares of the Company, such that 1 (one) equity share having face value of Rs. 10/- (Rupees ten only) each, fully paid-up, be sub-divided into 5 (five) equity shares having face value of Rs. 2/- (Rupee two only) each, fully paid-up, ranking pari-passu in all respects with effect from such date as may be fixed for this purpose (“**Record Date**”) by the Board of the Company.

**RESOLVED FURTHER THAT** pursuant to the sub-division / split of equity shares of the Company, the authorized, issued, subscribed and paid-up share capital of face value of Rs. 10/- (Rupees ten only) each, fully paid up, existing on the Record Date, shall stand sub-divided as follows:

Description	Pre Sub-division / Split			Post Sub-division / Split		
	Face Value (Rs.)	No. of Equity shares	Total Amount (Rs.)	Face Value (Rs.)	No. of Equity shares	Total Amount (Rs.)
Authorized Share Capital	10	8,00,00,000	80,00,00,000	2	40,00,00,000	80,00,00,000
Issued, subscribed and paid-up Share Capital	10	5,87,05,502	58,70,55,020	2	29,35,27,510	58,70,55,020

**RESOLVED FURTHER THAT** upon the sub-division/split of equity shares and with effect from the Record Date:

- For equity shares held in physical form, the existing share certificate(s) in relation to the said equity shares shall be deemed to have been automatically cancelled and will no longer be valid. The Board may issue new share certificate(s) of the Company / Letters of Confirmation to members without requiring them to surrender their existing certificates, in compliance with prevailing applicable laws and guidelines; and
- For equity shares held in dematerialized form, the sub-divided/split shares will be credited to the members' respective demat accounts in proportion to their existing holdings.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 13 and 61 and other applicable provisions, if any, of the Act and the Rules made thereunder, approval of members of the Company be and is hereby accorded to substitute the existing 'Clause V' of the Memorandum of Association of the Company with the following new Clause V:

"V. The Authorised Share Capital of the Company is Rs. 80,00,00,000/- (Rupees eighty crore only) divided into 40,00,00,000 (Forty crore) Equity Shares of Rs. 2/- (Rupees two only) each and with power to increase or decrease its capital from time to time and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges, conditions or restrictions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including, applying and obtaining required approvals, fixing and announcing the Record Date, settle any question, difficulty or doubt that may arise in this regard, signing, execution and submission of various deed, documents etc. or any modifications / amendments thereto with the Registrar of Companies, Stock Exchanges, Depositories and other appropriate authorities as may be necessary".

By Order of the Board  
for **IOL Chemicals and Pharmaceutical Limited**

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

Place: Ludhiana

Date: 27<sup>th</sup> December 2024

**Registered Office:**

Village & Post Office – Handiaya,

Fatehgarh Channa Road, Barnala - 148107, Punjab, India

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

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

**IMPORTANT NOTES:**

- The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out all material facts of the businesses specified above is annexed hereto.

- 2) This Postal Ballot Notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and whose email address is registered with the Company / depository participant(s), as on 27th December 2024 (“Cut-off Date”). A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the e-voting system. The Notice of Postal Ballot is also placed on the website of the Company i.e. [www.iolcp.com](http://www.iolcp.com) and the website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com) and at the relevant sections of the websites of the stock exchanges on which the shares of the Company are listed i.e. [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).
- 3) The draft copy of the altered Memorandum of Association of the Company and other documents will be available for inspection without any fee by the members at the Registered Office of the Company during business hours on any working day, excluding Saturday, up to the closure of remote e-Voting period i.e., 31st January 2025.
- 4) In compliance with the provisions of Sections 108 and 110 of the Act, read with the Companies (Management and Administration) Rules, 2014 and the Listing Regulations, the Company is pleased to offer E-voting facility to all the Members, to enable them to cast their votes electronically. The Company has appointed Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the members to cast their votes electronically (hereinafter referred to as the “Remote e-voting”).
- 5) Pursuant to the provisions of Section 110, the MCA Circulars and other applicable provisions, if any, of the Act read with the Companies (Management and Administration) Rules, 2014, assent or dissent of the Members in respect of the resolutions contained in this Notice dated 27<sup>th</sup> December 2024 is being taken through remote E-voting only.
- 6) Voting Rights in the Postal Ballot cannot be exercised by a proxy.
- 7) The Board of Directors has appointed Mr Vinay Kohli, Partner, K. K. Kapoor and Associates, Chartered Accounts, Ludhiana, as the Scrutiniser for conducting the Postal Ballot process in a fair and transparent manner. The Scrutiniser has communicated his willingness to be appointed for the said purpose.
- 8) The Scrutiniser, after the conclusion of remote e-voting, shall scrutinise the votes cast through remote e-voting, submit his report to the Chairman or a person authorised by him, who shall countersign the same and declare results of the Postal Ballot / E-voting within two working days from the conclusion of remote e-voting and the same, along with the Scrutiniser’s Report, will be placed on the website of the Company ([www.iolcp.com](http://www.iolcp.com)) and the website of CDSL ([www.evotingindia.com](http://www.evotingindia.com)) immediately after the declaration of result by the Chairman or a person authorised by him. The same will also be communicated to BSE Limited and the National Stock Exchange of India Limited.
- 9) The Resolution(s) as mentioned in the notice shall be deemed to have been passed on 31st January 2025, being the last date for remote e-voting. The Company will also display the results of the postal ballot at its registered office and at the corporate office.
- 10) Members are requested to update their contact details including e-mail address, mandates, nominations, power of attorney, Bank details covering name of the Bank and branch details, Bank account number, IFSC code, etc. with their depository participants and with RTA i.e. Alankit Assignments Limited “Alankit House”, 4E/2, Jhandewalan Extension, New Delhi-110 055, if shares are held in physical form, to enable the Company to send all the communications electronically including Annual Report, Notices, Circulars, etc.
- 11) Shareholders are requested to submit their PAN, KYC and nomination details to the Company’s registrars **Alankit Assignments Limited, Alankit House, 4E/2 Jhandewalan Extension, New Delhi – 110055**. The forms for updating the same are available at <https://www.iolcp.com/investors/kyc-nomination-forms>.
- 12) Members holding shares in electronic form are requested to update their PAN, register their email address, and provide their bank account details in their demat account, in accordance with the process outlined by the Depository Participants.

## INSTRUCTIONS FOR E-VOTING

(i) The voting period begins on **Thursday, 2<sup>nd</sup> January 2025 from 9.00 A.M. (IST) and ends on Friday, 31<sup>st</sup> January 2025 at 5.00 P.M. (IST)**. During this period, members of the Company holding equity shares either in physical form or in dematerialized form, as on the **Cut-Off Date i.e., 27<sup>th</sup> December 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the e-voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly.</li> <li>3) If the user is not registered for Easi / Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the evoting is in progress and also able to directly access the system of all e-voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdli.com">https://eservices.nsdli.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

	2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a> . Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a>
	3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4) e-Voting mobile application of NSDL Shareholders / Members can also download NSDL Mobile App "NSDL Speede" facility for seamless voting experience. Voting website of NSDL for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 099 11
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022-48867000 and 022-24997000

**(iv) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.****

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	<ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for IOL Chemicals and Pharmaceuticals Limited on which you choose to vote.
- (ix) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [investor@iolcp.com](mailto:investor@iolcp.com) (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.**

- For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 21 099 11.

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

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

The Board of Directors, in its meeting held on 27th December 2024, approved, subject to the approval by the members and relevant statutory authorities, the sub-division/split of the Company's equity shares such that each equity share having face value of Rs. 10/- (Rupees Ten only), fully paid up, be sub-divided / split into 5 (five) equity shares with a face value of Rs. 2/- (Rupee two only) each, fully paid-up, ranking pari-passu in all respects with effect from the date to be determined by the Board as the Record Date.

The Board of Directors is of the opinion that the proposed sub-division/split of equity shares will make the shares more affordable, thereby increasing their attractiveness to a wider range of investors. This move is expected to potentially boost investor participation and improve liquidity in the market, which is considered to be in the best interests of the investors and the Company both.

Accordingly, the Board recommends the Ordinary Resolution, as set out in the accompanying Notice to the members for their approval, in compliance with Section 61 of the Act and Listing Regulations.

Presently, the Authorized Share Capital of the Company is Rs. 80,00,00,000/- (Rupees Eighty Crores Only) divided into 8,00,00,000 (Eight Crores) Equity Shares of Rs. 10/- (Rupees Ten only) each. The sub-division/ split of equity shares of the Company as aforesaid will require alteration to the existing Capital Clause i.e. 'Clause V' of the Memorandum of Association of the Company. The amended Authorized Capital will be of Rs. 80,00,00,000/- (Rupees Eighty Crores Only) consist of 40,00,00,000/- (Forty Crores) Equity Shares of Rs. 2/- (Rupee two only) each. Such sub-division/ split shall not be construed as reduction in share capital of the Company, in accordance with the applicable provisions of the Companies Act, 2013.

A draft copy of the altered Memorandum of Association of the Company and other documents would be available for inspection by the members, at the Company's registered office during business hours on all working days till the end of e-voting period i.e., 31st January 2025.

None of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned with or interested, financially or otherwise in the resolution set out in this Postal Ballot Notice.

The Board of Directors recommends the resolution set out herein this Postal Ballot Notice for approval of the members.

By Order of the Board  
for **IOL Chemicals and Pharmaceutical Limited**

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

Place: Ludhiana

Date: 27<sup>th</sup> December 2024

### **Registered Office:**

Village & Post Office – Handiaya,

Fatehgarh Channa Road, Barnala - 148107, Punjab, India

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

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