

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 39TH ANNUAL GENERAL MEETING OF MEMBERS OF IGC INDUSTRIES LIMITED (FORMERLY KNOWN AS IGC FOILS LIMITED) WILL BE HELD AT IMAX LOHIA SQUARE, OFFICE NO. 4B, 4TH FLOOR, PREMISES NO. 23, GANGADHAR BABU LANE, KOLKATA - 700012, WEST BENGAL ON WEDNESDAY, SEPTEMBER 30, 2020 AT 10.00 A.M., TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited accounts of the Company for the year ended on 31st March, 2020 along with the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Prachi Marwah (DIN:08480611), who retires by rotation and, being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. **Regularization of Additional Director, Mr. Mahendar Khirodwala (DIN:01584440), by appointing him as Independent Non Executive Director of the Company:**

To consider and, if thought fit, to pass the following resolution as as a **Ordinary Resolution:**

“**RESOLVED THAT** Mr. Mahendar Khirodwala (DIN:01584440), pursuant to the provisions of Sections 149,152 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, approval of the members of the company be and is hereby given to the appointment of Mr. Mahendar Khirodwala (DIN:01584440), who was appointed by the Board of Directors as an Additional Non Executive Independent Director of the Company with effect from March 11, 2020 pursuant to the provisions of section 161(1) of the Companies Act, 2013 and pursuant to the applicable Articles of Association of the company, and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria of the independent directorship as provided in section 149(6) of the Act and he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority, who is eligible for appointment, on recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as an Independent Non Executive Director of the Company, who shall hold office for a period of five years from the date of his appointment as Additional Independent Director, i.e. March 11, 2020 and whose office shall not, henceforth, be liable to retire by rotation.

RESOLVED FURTHER THAT to give effect to this resolution any of the Directors of the Board be and are hereby authorized either severally or jointly, to do all the acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

4. **Regularization of Additional Director, Mr. Jayalal Pathak (DIN:08720265), by appointing him as Independent Non Executive Director of the Company:**

To consider and, if thought fit, to pass the following resolution as as a **Ordinary Resolution:**

“**RESOLVED THAT** Mr. Jayalal Pathak (DIN:08720265), pursuant to the provisions of Sections 149,152 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory

modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, approval of the members of the company be and is hereby given to the appointment of Mr. Jayalal Pathak (DIN:08720265), who was appointed by the Board of Directors as an Additional Non Executive Independent Director of the Company with effect from March 11, 2020 pursuant to the provisions of section 161(1) of the Companies Act, 2013 and pursuant to the applicable Articles of Association of the company, and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria of the independent directorship as provided in section 149(6) of the Act and he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority, who is eligible for appointment, on recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as an Independent Non Executive Director of the Company, who shall hold office for a period of five years from the date of his appointment as Additional Independent Director, i.e. March 11, 2020 and whose office shall not, henceforth, be liable to retire by rotation.

RESOLVED FURTHER THAT to give effect to this resolution any of the Directors of the Board be and are hereby authorized either severally or jointly, to do all the acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

5. **Approval of Related Party Transaction:**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 188 and all other applicable provisions if any, of the Companies Act, 2013 (the Act) and Rules made there under and subject to such approvals, consents, sanctions and permissions as maybe necessary, consent of the members of the company be and is hereby accorded to the Board of Directors of the company to enter into contracts and/or agreements with parties with respect to Sale, purchase or supply of goods or materials, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials services or property or appointment of such parties to any office or place of profit in the company, or its subsidiary or associate company or any other transactions of whatever nature during the financial year 2020-21.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorised to determine the actual sums to be involved in the transaction, to increase the value of the transactions (upto 10%) and to finalize the terms and conditions including the period of transactions and all other matters arising out of or incidental to the proposed transactions and generally to do all acts deeds and things that may be necessary proper, desirable or expedient and to execute all documents, agreements and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

6. **Approval of charges for service of documents on the shareholders:**

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 20 of the Companies Act 2013 and other applicable provisions, if any, of the said Act and relevant rules prescribed there under, whereby a document may be served on any shareholder by the Company by sending it to him by post or by registered post or by speed post or by courier or by electronic or other mode as may be prescribed, the consent of the shareholders be and is hereby accorded to charge from the member the fee in advance equivalent to the estimated actual expenses of delivery of the documents, pursuant to any request made by the shareholder for delivery of such document to him, through a particular mode of services mentioned above provided such request along with requisite fee has been duly received by the Company at least one week in advance of the dispatch of document by the Company and

that no such request shall be entertained by the Company post the dispatch of such document by the Company to the shareholder.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any director or key managerial personnel of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution.”

Date: 25th August, 2020

**By Order of the Board of Directors
For IGC Industries Limited
(Formerly Known as IGC Foils Limited)**

**Registered Office:
Imax Lohia Square, Office No. 4B,
4th Floor, Premises No. 23, Gangadhar Babu Lane,
Kolkata - 700012, West Bengal.**

**Sd/-
Mrs. Prachi Marwah
DIN: 08480611
Chairman Cum Managing Director**

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meetings annexed hereto.

A member entitled to attend and to vote at the meeting is also entitled to appoint a proxy to attend and vote instead of himself / herself and such proxy need not be a member of the Company. A person cannot act as proxy on behalf of members not exceeding 50 and holding in aggregate not more than 10% of total share capital of the Company. The Instrument of proxy, in order to be effective, must be completed, stamped, signed and deposited at the Company's Registered Office not less than forty-eight hours before the commencement of the ensuing Annual General Meeting (AGM).

2. A copy of all the documents referred to in the accompanying explanatory statement are open to inspection at the Registered Office of the Company on all working days between 11:00 am to 2:00 pm except holidays up to the date of AGM and at AGM.
3. Members desirous of getting any information about the accounts of the Company, are requested to send their queries so as to reach at-least ten days before the meeting at the Registered Office of the Company, so that the information required can be made readily available at the meeting.

Members are requested to intimate change in their address immediately to **Satellite Corporate Services Pvt. Ltd.** At Unit No. 49, Bldg. No. 13-A-B, 2nd Floor, Samhita Commercial Co-Op. Soc.Ltd. Off. Andheri Kurla Lane, MTNL Lane, Sakinaka, Mumbai - 400072.

4. Members holding shares in physical form in the same set of names under different folios are requested to apply for consolidation of such folios along with relevant Share Certificates to **Satellite Corporate Services Pvt. Ltd.**, Registrar and Share Transfer Agents of the Company, at their address given above.
5. Pursuant to SEBI Circular, the Shareholders holding shares in physical form are requested to submit self-attested copy of PAN at the time of sending their request for share transfer/transmission of name/transposition of name.
6. Members/Proxies should bring the attendance slip duly filed in and signed for attending the meeting.

7. Members are requested to quote their Registered Folio Nos. on all correspondence with the Company.
8. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company/Registrar and Transfer Agent.
9. Electronic copies of the Annual Report for the FY 2019-20 are being sent to all the members whose e-mail IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same.
10. Members may also note that Notice of 39th Annual General Meeting and Annual Report for 2019-20 will be available on Company's website <http://igcindustriesltd.com/> for their download.
11. Members who have not registered their email addresses so far are requested to register their e-mail address for receiving all communications including annual report, notices, circulars etc. from the Company electronically.

12. Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, 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 Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and 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).
- 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.
- IV. The remote e-voting period commences on Sunday, 27th September, 2020 (9:00 am) and ends on Tuesday, 29th September, 2020 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2020, 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, the member shall not be allowed to change it subsequently.
- V. 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: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>
- Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-into 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 'Shareholders' section.

3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.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 101456 then user ID is 101456001***

5. Your password details 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, your 'initial password' is communicated to you on your postal address.

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.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

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.

Details on Step 2 is given below:

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

1.After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

2.After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

3.Select "EVEN" of Company for which you wish to cast your vote.

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

5.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.

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

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

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

General Guidelines for shareholders

1.Institutional shareholder (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 aditya@csadityashah.co.in with a copy marked to evoting@nsdl.co.in.

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 toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

- VI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
 - VII. 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.
 - VIII. M/s. Aditya Shah & Associates, Practicing Company Secretary, Mumbai (Mem No.58883- & COP No.22912) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
 - IX. 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 “remote e-voting” or “Ballot Paper” or “Poling Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
 - X. The Scrutinizer shall after the conclusion of voting at the general meeting, 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 witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
 - XI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company <http://igcindustriesltd.com/> and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
13. The instructions for members for voting electronically are given in a separate sheet.

Details of Directors appointment/re-appointment/retiring by rotation, as required to be provided pursuant to the provisions of (i) Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India and approved by the Central Government are provided herein below:

Name of the Director	Mrs. Prachi Marwah	Mr. Mahendar Khirodwala	Mr. Jayalal Pathak
Director Identification Number (DIN)	08480611	01584440	08720265
Date of Birth	06/03/1985	13/06/1965	18/07/1982
Date of Appointment	14/06/2019	11/03/2020	11/03/2020
Expertise in specific Functional areas	She possesses the requisite experience required to lead the company as Managing Director of the Company. She has vast knowledge of Capital Market, Investment and Finance.	He possesses the experience of approx 25 years in the field of Accounting and related subjects.	He possesses the experience of more than 10 years in the field of Accounting and related Subjects.
Qualification	Graduate	Graduate	Graduate
No. of Equity shares held in the Company	--	--	-
List of Directorship in other Public Companies	--	--	-
List of committees of the Board of Directors (across all other companies) in which Chairmanship/ Membership is held	--	--	-
Relationships with other Directors inter-se	--	--	-

Note: Directorship held by Directors mentioned above is as per latest disclosure received from them.

Explanatory Statement pursuant to section 102 of the Companies Act, 2013**Item No.03**

The Board of Directors of the Company had appointed Mr. Mahendar Khirodwala (DIN:01584440) as an Additional Director of the Company with effect from 11th March, 2020. In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Mahendar Khirodwala (DIN:01584440) shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term up to five years. The Company has received notice under Section 160 of the Companies Act, 2013 from Mr. Mahendar Khirodwala signifying his candidature as an Independent Director of the Company.

The Company has received a declaration of Independence from Mr. Mahendar Khirodwala. In the opinion of the Board, Mr. Mahendar Khirodwala fulfils the conditions specified in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for appointment as Independent Director of the Company. A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day.

The Board recommends the Ordinary Resolutions as set out at Item No. 3 of the Notice for approval by the shareholders.

No Director of the Company except Mr. Mahendar Khirodwala or Key Managerial Personnel or their relatives respectively is in any way concerned or interested in the proposed resolution.

Item No.04

The Board of Directors of the Company had appointed Mr. Jayalal Pathak (DIN:08720265) as an Additional Director of the Company with effect from 11th March, 2020. In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Jayalal Pathak (DIN:08720265) shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term up to five years. The Company has received notice under Section 160 of the Companies Act, 2013 from Mr. Jayalal Pathak signifying his candidature as an Independent Director of the Company.

The Company has received a declaration of Independence from Mr. Jayalal Pathak. In the opinion of the Board, Mr. Jayalal Pathak fulfils the conditions specified in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for appointment as Independent Director of the Company. A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day.

The Board recommends the Ordinary Resolutions as set out at Item No. 4 of the Notice for approval by the shareholders.

No Director of the Company except Mr. Jayalal Pathak or Key Managerial Personnel or their relatives respectively is in any way concerned or interested in the proposed resolution.

Item No.05

The Company, in the Ordinary course of its business enters into various transactions, contracts, arrangements which are at arm's length basis with various affiliates "Related Party" as per the provisions of the Companies Act, 2013 (the Act) and Regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the SEBI Regulations").

The Transaction with related parties inter-alia includes sale, purchase, leasing of properties, availing or rendering of services, reimbursement of expenses, lease rent payments, lending or borrowing of monies (as may be permissible under the provisions of the Act), etc., which are entered into, in the ordinary course of business, are at arms' length basis and in the best interest of the Company.

Considering the future business projections, the Company envisages the transactions with related parties may exceed the materiality threshold of 10% of the annual turnover of the Company. Thus, in terms of explanations of the SEBI Regulations, by way of abundant caution, approval of the shareholders is being sought.

The Board recommends the Special Resolutions as set out at Item No. 5 of the Notice for approval by the shareholders.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution.

Item No.06

As per the provisions of Section 20 of the Companies Act, 2013, a shareholder may request for any document through a particular mode, for which the shareholder shall pay such fees as may be determined by the Company in its annual general meeting. Since the cost of providing documents may vary according to the mode of service, weight and its destination etc., therefore it is proposed that actual expense that may be borne by the Company for such dispatch will be paid in advance by the shareholder to the company.

The Board of Directors recommends passing of the Ordinary Resolution as set out at Item No.6 of this Notice.

No Director of the Company, Key Managerial Personnel or their relatives respectively is in any way concerned or interested in the proposed resolution.

Date: 25th August, 2020

**Registered Office:
Imax Lohia Square, Office No. 4B,
4th Floor, Premises No. 23, Gangadhar Babu Lane,
Kolkata - 700012, West Bengal.**

**By Order of the Board of Directors
For IGC Industries Limited
(Formerly Known as IGC Foils Limited)**

**Sd/-
Mrs. Prachi Marwah
DIN: 08480611
Chairman Cum Managing Director**

GOOGLE MAPS

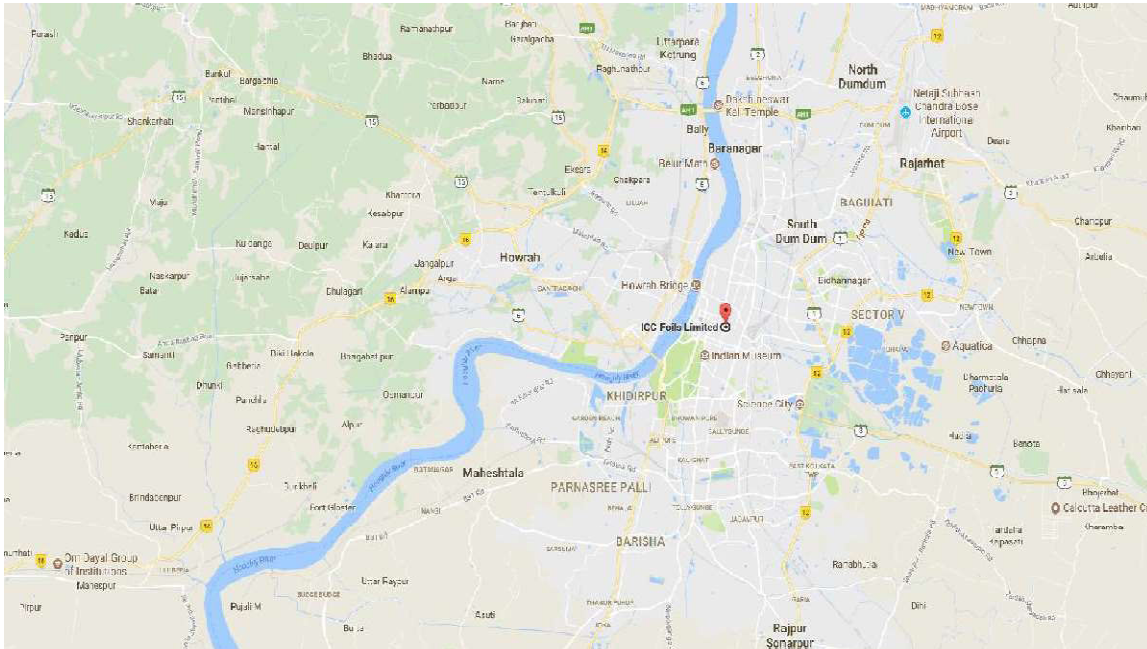
IGC INDUSTRIES LIMITED

(Formerly Known as IGC Foils Limited)

Imax Lohia Square, Office No. 4B, 4th Floor, Premises No. 23,

Gangadhar Babu Lane, Kolkata - 700012, West Bengal

Tel No. 022 28020017/18

Email Id: igcfoils@gmail.com

Maps Link

<https://www.google.co.in/maps/place/IGC+Foils+Limited/@22.5698266,88.3579949,17z/data=!4m8!1m2!2m1!1sImax+Lohia+,+Gangadhar+Babu+Lane+Kolkata!3m4!1s0x3a0277ab6e374997:0x94513b30cdc278fc18m2!3d22.5688652!4d88.3610228>

**Form No. MGT-11
PROXY FORM**

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

CIN:L51909WB1980PLC032950

Name of the Company: IGC Industries Limited (Formerly Known as IGC Foils Limited)

Reg. Off.: Imax Lohia Square, Office No. 4B, 4th Floor, Premises No. 23, Gangadhar Babu Lane, Kolkata-700012.

Name of the member(s)	
Registered address:	
E-mail Id:	
Folio No. / Client Id	
DP ID:	

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

1. Name: _____

Address: _____

E-mail Id: _____ Signature: _____ or failing him/her

1. Name: _____

Address: _____

E-mail Id: _____ Signature: _____ or failing him/her

1. Name: _____

Address: _____

E-mail Id: _____ Signature: _____ or failing him/her

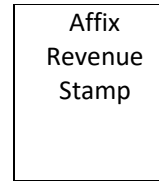
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 39th Annual General Meeting of the Company, to be held on Wednesday, 30th September, 2020 at 10:00 A.M. at Imax Lohia Square, Office No. 4B, 4th Floor, Premises No. 23, Gangadhar Babu Lane, Kolkata - 700012, West Bengal, and at any adjournment thereof in respect of such resolutions as are indicated below:

No.	Description of Resolutions:
Ordinary Business:	
1.	To receive, consider and adopt the audited accounts of the Company for the year ended on 31st March, 2020 along with the reports of the Directors and Auditors thereon.
2.	To appoint a Director in place of Ms. Prachi Marwah (DIN:08480611), who retires by rotation and, being eligible, offers herself for re-appointment.
Special Business:	
3.	Regularization of Additional Director, Mr. Mahendar Khirodwala (DIN:01584440), by appointing him as Independent Non Executive Director of the Company.
4.	Regularization of Additional Director, Mr. Jayalal Pathak (DIN:08720265), by appointing him as Independent Non Executive Director of the Company.
5.	Approval of Related Party Transaction.
6.	Approval of charges for service of documents on the shareholders

Signed this day of 2020

Signature of shareholder(s)

Signature of Proxy holder(s)



Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. Any alteration or correction made to this Proxy form must be initialled by the signatory / signatories.

IGC INDUSTRIES LIMITED
(Formerly Known as IGC Foils Limited)

Imax Lohia Square, Office No. 4B, 4th Floor, Premises No. 23, Gangadhar Babu Lane, Kolkata - 700012

E-mail ID- igcfoils@gmail.com, investor.relations@igcfoils.com, support@igcfoils.com

Website: www.igcfoils.com

(CIN: L51909WB1980PLC032950)

39TH ANNUAL GENERAL MEETING

ATTENDANCE SLIP

(Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered with the Company.)

DP Id *		Client Id*	
Regd. Folio No.		No. of Shares	

*Applicable for shares held in electronic form

Name(s) and address of the shareholder / Proxy in full: _____

I/we hereby record my/our presence at the 39th Annual General Meeting of the Company being held on Wednesday, 30th September, 2020 at 10:00 A.M. at Imax Lohia Square, Office No. 4B, 4th Floor, Premises No. 23, Gangadhar Babu Lane, Kolkata - 700012, West Bengal.

Please (v) in the box

MEMBER PROXY

 Signature of Shareholder / Proxy

Form No. MGT-12**POLLING PAPER**

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company: IGC Industries Limited (Formerly Known as IGC Foils Limited)				
Registered Office: Imax Lohia Square, Office No. 4B, 4th Floor, Premises No. 23, Gangadhar Babu Lane, Kolkata – 700012.				
CIN:L51909WB1980PLC032950				
BALLOTPAPER				
S. No	Particulars	Details		
1.	Name of the first named Shareholder (In Block Letters)			
2.	Postal address			
3.	Registered Folio No./*Client ID No.(*applicable to investors holding shares in dematerialized form)			
4.	Class of Share	Equity Shares		
I hereby exercise my vote in respect of Ordinary enumerated below by recording my assent or dissent to the said resolutions in the following manner:				
No.	Item No.	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
Ordinary Business:				
1.	To receive, consider and adopt the audited accounts of the Company for the year ended on 31st March, 2020 along with the reports of the Directors and Auditors thereon.			
2.	To appoint a Director in place of Ms. Prachi Marwah (DIN:08480611), who retires by rotation and, being eligible, offers herself for re-appointment.			
Special Business:				
3.	Regularization of Additional Director, Mr. Mahendar Khirodwala (DIN:01584440), by appointing him as Independent Non Executive Director of the Company.			
4.	Regularization of Additional Director, Mr. Jayalal Pathak (DIN:08720265), by appointing him as Independent Non Executive Director of the Company.			
5.	Approval of Related Party Transaction.			
6.	Approval of charges for service of documents on the shareholders.			
Place:		(Signature of the shareholder*)		
Date:				

(*as per Company records)