



INSECTICIDES (INDIA) LIMITED

Corporate Identification Number (CIN): L65991DL1996PLC083909

Regd. Office: 401-402, Lusa Tower, Azadpur Commercial Complex, Delhi – 110033;

E-mail: investor@insecticidesindia.com; Telefax: +91 – 11 – 2769700 – 04

Website: www.insecticidesindia.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWENTY SECOND ANNUAL GENERAL MEETING (“AGM”) OF **INSECTICIDES (INDIA) LIMITED** will be held on Friday, August 02, 2019 at 10.30 a.m IST at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi – 110 003, to transact the following businesses:

Ordinary Business

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements for the Financial Year ended March 31, 2019 and the Reports of the Board of Directors and Auditors thereon and in this regard, pass the following resolutions as **Ordinary Resolutions**:

- a. “**RESOLVED** that the audited financial statement of the Company for the financial year ended March 31, 2019, the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”
- b. **RESOLVED** that the audited consolidated financial statement of the Company for the financial year ended March 31, 2019 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

2. To declare dividend on Equity Shares for the Financial Year ended March 31, 2019 and in this regard pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED** that a dividend at the rate of ₹ 2/- (Two rupees only) per equity share of ₹ 10/- (Ten rupees) each fully paid-up of the Company be and is hereby declare for the financial year ended March 31, 2019 and the same be paid as recommended by the Board

of Directors of the Company, out of the profits of the Company for the financial year ended March 31, 2019.”

3. To appoint a Director in place of Smt. Nikunj Aggarwal (DIN: 06569091), who retires by rotation and being eligible, offers herself for re-appointment and in this regard pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED** that pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Smt. Nikunj Aggarwal (DIN: 06569091), who retires by rotation at this meeting be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

Special Business

4. To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2020 and in this regard, pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED** that pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) the remuneration, as approved by the Board of Directors and set out in the Statement annexed to the Notice convening this Meeting, to be paid to M/s Aggarwal Ashwani K & Associates, Cost Accountant, Firm Registration No. 100191 the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of cost records of the Company for the financial year ending March 31, 2020, be and is hereby ratified.”

5. To re-appoint Shri S. Jayaraman (DIN : 02634470) as an Independent Director and in this regard, to pass, the following resolution as a **Special Resolution**:

“**RESOLVED** that pursuant to the provisions of Sections 149, 152 and Schedule IV of the Companies Act, 2013 read with applicable Rules framed thereunder Shri S. Jayaraman (DIN: 02634470), be and is hereby re-appointed as an Independent Director of the Company, whose office shall not be liable to retire by rotation, to hold office for a second term of 5 (Five) years with effect from February 09, 2019 upto February 08, 2024, as per recommendation of Nomination and Remuneration Committee”
6. To re-appoint Shri Vinod Kumar Mittal (DIN : 07421742) as an Independent Director and in this regard, to pass, the following resolution as a **Special Resolution**:

“**RESOLVED** that pursuant to the provisions of Sections 149, 152 and Schedule IV of the Companies Act, 2013 read with applicable Rules framed thereunder Shri Vinod Kumar Mittal (DIN: 07421742), be and is hereby re-appointed as an Independent Director of the Company, whose office shall not be liable to retire by rotation, to hold office for a second term of 5 (Five) years with effect from February 09, 2019 up to February 08, 2024, as per recommendation of Nomination and Remuneration Committee”
7. To re-appoint Shri Virjesh Kumar Gupta (DIN : 06382540) as an Independent Director and in this regard, to pass, the following resolution as a **Special Resolution**:

“**RESOLVED** that pursuant to the provisions of Sections 149, 152 and Schedule IV of the Companies Act, 2013 read with applicable Rules framed thereunder Shri Virjesh Kumar Gupta (DIN: 06382540), be and is hereby re-appointed as an Independent Director of the Company, whose office shall not be liable to retire by rotation, to hold office for a second term of 5 (Five) years with effect from May 31, 2019 up to May 30, 2024, as per recommendation of Nomination and Remuneration Committee”
8. To re-appoint Shri Navin Shah (DIN : 02701860) as an Independent Director and in this regard, to pass, the following resolution as a **Special Resolution**:

“**RESOLVED** that pursuant to the provisions of Sections 149, 152 and Schedule IV of the Companies Act, 2013 read with applicable Rules framed thereunder Shri Navin Shah (DIN: 02701860), be and is hereby re-appointed as an Independent Director of the Company, whose office shall not be liable to retire by rotation, to hold office for a second term of 5 (Five) years with effect from May 31, 2019 up to May 30, 2024, as per recommendation of Nomination and Remuneration Committee”

By Order of the Board of Directors

Sandeep Kumar
Company Secretary and Chief Compliance Officer

Delhi, May 28, 2019

Registered Office:
401-402, Lusa Tower,
Azadpur Commercial Complex,
Delhi – 110033

NOTES:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”), relating to the Special Business to be transacted at the Annual General Meeting (“Meeting”) is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.**
A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The holder of proxy shall prove his identity at the time of attending the Meeting.
3. Corporate Members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company a certified true copy of relevant Board Resolution together with the specimen signature(s), of the representative(s) authorized under the said Board Resolution to attend and vote on their behalf at the Meeting.
4. Members, Proxies and Authorised Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No.
5. The Register of Members and Share Transfer Books of the Company will remain closed from July 27, 2019 to August 02, 2019 (both days inclusive) for annual closing and determining of the shareholders eligible to receive the Final Dividend for 2018-2019.
6. The Board of Directors recommended Final Dividend of Rs. 2/- per Equity Shares for the Financial Year 2018-2019, subject to the approval of the shareholders. The dividend, if approved, will be credited/dispatched within a stipulated period as per Companies Act, 2013 from the conclusion of the meeting:
 - I. To all beneficial owner in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of business hours on July 26, 2019;
 - II. To all Members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company as of the close of business hours on July 26, 2019.
7. Members holding shares in electronic form are informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend(s). The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the respective depository participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend(s) are requested to write to the Company/ Company's Registrar and Transfer Agents, i.e. Alankit Assignments Limited (“AAL”).
8. In terms of the provisions of Section 152 of the Act, Smt. NikunjAggarwal, Director of the Company, retire by rotation at this Meeting. Nomination and Remuneration Committee and the Board of Directors of the Company recommend her re-appointment.
9. Shri Hari Chand Aggarwal, Shri Rajesh

- Aggarwal and Smt. NikunjAggarwal are interested in the Resolutions set out at Item No. 3 of the Notice with regard to the re-appointment of Smt. Nikunj Aggarwal, being related to each other, may be deemed to be interested in the resolution set out at Item No. 3 of the Notice. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Business set out under Item Nos. 1 to 8 of the Notice.
10. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting, held on August 08, 2017.
 11. Pursuant to the provisions of 124 of the Act, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) rules, 2016 ("IEPF Rules") read with the relevant circulars and amendments thereto, the Company has transferred the unpaid or unclaimed dividends declared up to financial years 2010-11, from time to time, to the Investor Education and Protection Fund (IEPF) established by the Central Government. The Company has uploaded the details of unpaid and unclaimed dividends lying with the Company as on August 08, 2018 (date of the previous Annual General Meeting) on the website of the Company and the same can be accessed through the link: http://www.insecticidesindia.com/UnpaidDividend/UnclaimedSheet2018_website.pdf The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.
 12.
 - a. Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, during financial year 2018-19, **NIL** shares transferred to the IEPF Authorities Account, there was no such case wherein dividend had remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfer, i.e. September 25, 2018.
 - b. Members may note that unclaimed dividend transferred to IEPF Authority can be claimed back from them. Concerned members/investors are advised to visit the weblink: <http://iepf.gov.in/IEPFA/refund.html> or contact AAL for lodging claim for refund of shares and / or dividend from the IEPF Authority.
 13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their DEMAT accounts. Members holding shares in physical form can submit their PAN details to the Company.
 14. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company for registration of transfer of securities.
 15. In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, securities of listed companies can only be transferred in dematerialised form with effect from 1st April, 2019. In view of the above, members are advised to dematerialise the shares held by them in the physical form.
 16. Details as required in sub-regulation (3) of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meeting (SS-2) of the

Institute of Company Secretaries of India (“ICSI”), in respect of the Directors seeking appointment/re-appointment at the AGM, forms integral part of the Notice of the AGM, requisite declarations have been received from the Directors for seeking appointment / re-appointment.

17. The Notice of the 22nd AGM, Attendance Slip, Proxy Form, route Map along with the Annual Report 2018-19 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice of 22nd AGM, Attendance Slip, Proxy Form, Route Map, and the Annual Report 2018-19 will also be available on the Company’s website viz. www.insecticidesindia.com for their download.

To support the ‘Green Initiative’, Members who have not registered their e-mail addresses are requested to register the same with DPs / AAL

18. Members may note that the physical copies of the aforesaid documents and other relevant documents referred in the Notice are open for inspection by the members at the Registered Office of the Company on all working days (i.e. except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting. The aforesaid documents will be also available for inspection by members at the Meeting. Members seeking any information with regard to the accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the AGM.

19. Voting through electronics means

- I. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the

SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.

- II. The facility for voting, through polling paper shall also be made available at the AGM and the Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the AGM. Remote e-voting shall not be allowed beyond Thursday, August 01 at 5:00 p.m.
- III. The cut-off date for the purpose of remote e-voting and voting at the AGM shall be July 26, 2019. The voting right of members shall be in proportion to their share in the paid up equity share capital of the Company as on Cut-off date.
- IV. The remote e-voting period begins on Monday, July 29, 2019 at 09.00 a.m. and ends on Thursday, August 01, 2019 at 5.00 p.m. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date July 26, 2019 may cast their vote electronically. The 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. The Members who have casted 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.
- VI. The details of the process and manner for remote e-voting are explained herein 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 are 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.nsd.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.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

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 Click on:
 - a) **“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.
 - 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.

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 the Company.
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 “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. 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.
2. 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. or contact Ms. Pallavi Mhatre, Manager, National Securities Depository Ltd., Trade World, ‘A’ Wing, 4th Floor, Kamala

- Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email IDs: evoting@nsdl.co.in or pallavid@nsdl.co.in or at telephone nos. +91 22 2499 4545 who will also address the grievances connected with the voting by electronic means. Members may also write to the Company Secretary at the email ID: investor@in.nestle.com or contact at telephone no. 011-23418891
- VII. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the Notice of the AGM and holds shares as on the cut-off date i.e. July 26, 2019, may obtain the User ID and password by sending a request at evoting@nsdl.co.in or evoting@in.nestle.com. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/ Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com.
- VIII. 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 or voting at the AGM through ballot paper.
- IX. The Board of Directors has appointed M/s Akash Gupta & Associates, Company Secretaries, (PCS Regs. No. 11038) as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
- X. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company, not later than 48 hours of conclusion of the Meeting, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
- XI. The result declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.insecticidesindia.com and on the website of NSDL www.evoting.nsdl.com immediately after the declaration of Results by the Chairman or a person authorized by him. The Company shall simultaneously forward the results to the National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.
20. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, shall be made available at the commencement of the meeting and shall remain open and accessible to the members during the continuance of the meeting.
- IX. The Board of Directors has appointed M/s Akash Gupta & Associates, Company

By Order of the Board of Directors

Sandeep Kumar

Company Secretary and Chief Compliance Officer

Delhi, May 28, 2019

Registered Office:

401-402, Lusa Tower,
Azadpur Commercial Complex, Delhi – 110033

EXPLANATORY STATEMENT IN RESECT OF THE SPECIAL BUSINESSES PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

The following explanatory statement sets out all material facts relating to various Businesses including Special Business of the accompanying Notice of the Annual General Meeting to be held on August 02, 2019

ITEM NO.4

The Board of Directors of the Company on the recommendation of the Audit Committee has approved the appointment and remuneration of Aggarwal Ashwani K. & Associates, Cost Accountants, Delhi (Firm Regd. No. 100191), to conduct the audit of the cost records of the Company for the financial year ending March 31, 2020.

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

Accordingly, ratification by the members is sought to the remuneration of Rs.4,50,000/- (Rupees Four Lakh Fifty Thousand Only) (excluding out of pocket expenses) payable to the Cost Auditor for Financial year ending March 31, 2019 by passing Ordinary Resolution as set out at Item No. 4 of the Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

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

ITEM NO.5

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. S. Jayaraman, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from February 09, 2019 to February 08, 2024.

After Considering the performance evaluation of Mr. S. Jayaraman, the Board of Directors at its meeting held on November 12, 2018 re-appointed Shri S. Jayaramanas an Independent Director for the second term of 5 (Five) years with effect from February 09, 2019 till February 08, 2024. Shri S. Jayaraman has given a declaration to the Board that he meets the criteria for independence as provided under Section 149 (6) of the Act. In the opinion of the Board, Shri S. Jayaraman fulfils the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for re-appointment as an Independent Director and that he is independent of the management of the Company.

The Brief profile of Shri S. Jayaraman is given below:

Shri S. Jayaraman holds a Master's Degree in Science and a Diploma in Business Management. In addition he had done an advanced General Management course in MIT Sloan School USA. He joined Hoechst India in 1970 and held various positions. He rose to become a Director, Member of Board .The responsibilities included manufacturing, QA, Safety in divisions of Agrochemicals, Pharmaceuticals (Pharma & Veterinary) and Vaccines. The demerger and acquisitions took him to Head new areas of responsibility in Commercial, Purchase (Imports, Exports & Domestic),Supply Chain, SAP. The companies were Hoechst Schering Agrevo Ltd., Agrevo Ltd., Aventis Ltd., Bayer Crop Science

Ltd. In 2004 he joined Hikal as Business Head, VP for their the Agrochemicals division. Here the areas of work involved were active, formulations and contract manufacturing from three different factory locations. In 2008 he joined Sequent to work as Business Development Advisor for Domestic and International markets. Here the areas of work involved identifying new domestic and international customers for active, formulations and contract manufacturing for both pharma and veterinary products. Both Hikal and Sequent work focussed on developing new long term sustainable and mutually beneficial long term growth oriented business relationships. Such contracts were very well coordinated and supported by creating an efficient manufacturing and supply chain. He shall be re-appointed under the category of Independent (Professional) Director and he shall be appointed on similar terms and conditions of his initial appointment.

Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Shri S. Jayaramanas an Independent Director

None of the Directors/ Key Managerial Personnel of the Company/ their relatives except Shri S. Jayaramanas are in any way concerned or interested, financially or otherwise in the resolution.

The Directors recommend the resolution for approval by the members.

ITEM NO.6

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Vinod Kumar Mittal, being eligible for re-

appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from February 09, 2019 to February 08, 2024.

After Considering the performance evaluation of Shri Vinod Kumar Mittal, the Board of Directors at its meeting held on November 12, 2018 re-appointed Shri Vinod Kumar Mittal as an Independent Director for the second term of 5 (Five) years with effect from February 09, 2019 to February 08, 2024. Shri Vinod Kumar Mittal has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act. In the opinion of the Board, Shri Vinod Kumar Mittal fulfils the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for re-appointment as an Independent Director and that he is independent of the management of the Company

The Brief profile of Shri Vinod Kumar Mittal is given below:

Shri Vinod Kumar Mittal is highly experienced person in the banking sector and he had taken a voluntary retirement from the post of Chief Manager in State of Patiala, Zonal Office, New Delhi in the year 2005. He is enriched with the professional expertise in the working, Shri Vinod Kumar Mittal get appointed as an additional Independent director of the Company in February 10, 2016. He shall be appointed under the category of Independent (Professional) Director and he shall be appointed on similar terms and conditions of his initial appointment.

Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Shri Vinod Kumar Mittal as an Independent Director

None of the Directors/ Key Managerial Personnel of the Company/ their relatives except Shri Vinod Kumar Mittal are in any way concerned or interested, financially or otherwise in the resolution.

The Directors recommend the resolution for approval by the members.

ITEM NO.7

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Virjesh Kumar Gupta, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from May 31, 2019 up to May 30, 2024.

After Considering the performance evaluation of Shri Virjesh Kumar Gupta, the Board of Directors at its meeting held on May 28, 2019 re-appointed Shri Virjesh Kumar Gupta as an Independent Director for the second term of 5 (Five) years with effect from May 31, 2019 up to May 30, 2024. Shri Vinod Kumar Mittal has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act. In the opinion of the Board, Shri Virjesh Kumar Gupta fulfils the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for re-appointment as an Independent Director and that he is independent of the management of the Company.

The Brief profile of Shri Virjesh Kumar Gupta is given below:

Shri Virjesh Kumar Gupta, age 72 years, is a graduate by qualification. He is a highly experienced professional with in-depth understanding and hands of experience in diverse business fields for over 41 years. He is specialized in general management covering

almost all aspects of day to day business activities. He is also associated with various Educational and Charitable Societies.

Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Shri Virjesh Kumar Gupta as an Independent Director.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives except Shri Virjesh Kumar Gupta are in any way concerned or interested, financially or otherwise in the resolution.

The Directors recommend the resolution for approval by the members.

ITEM NO.8

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Navin Shah, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from May 31, 2019 up to May 30, 2024.

After Considering the performance evaluation of Shri Navin Shah, the Board of Directors at its meeting held on May 28, 2019 re-appointed Shri Navin Shah as an Independent Director for the second term of 5 (Five) years with effect from May 31, 2019 to May 30, 2024 based on the nomination for his appointment as Director received from a member. Shri Vinod Kumar Mittal has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act. In the opinion of

the Board, Shri Navin Shah fulfils the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for re-appointment as an Independent Director and that he is independent of the management of the Company.

The Brief profile of Shri Navin Shah is given below:

Shri Navin Shah, aged 77 years, belongs to a business family of Delhi. He started his business career in plastic industries. Shri Navin Shah has more than 48 years experience in manufacturing in PVC compound.

Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Shri Navin Shah as an Independent Director.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives except Shri Navin Shah are in any way concerned or interested, financially or otherwise in the resolution.

The Directors recommend the resolution for approval by the members.

Annexure to the Notice dated May 28, 2019

Information of Director retiring by rotation and the Directors seeking re-appointment at the forthcoming Annual General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, in accordance with provisions of Companies Act, 2013 and Secretarial Standards, as on the date of Notice

Name of the Director	Smt Nikunj Aggarwal	Shri S. Jayaraman	Shri Vinod Kumar Mittal	Shri Virjesh Kumar Gupta	Shri Navin Shah
Directors Identification Number (DIN)	06569091	02634470	07421742	06382540	02701860
Date of Birth (Age in Years)	January 01, 1973 (46 Years)	July 17, 1949 (70 Years)	May 02, 1952 (67 Years)	April 07, 1947 (72 Years)	August 18, 1942 (77 Years)
Original Date of Appointment	May 02, 2013	February 10, 2016	February 10, 2016	June 01, 2014	June 01, 2014
Qualification	Graduate	M.Sc. Organic Chemistry IIT, Delhi; DIP in Bus. Mang. (Bom Univ-3 yrs); Adv. Gen Mangt – MIT Sloan School, USA	Graduate	B. Com (Hons.)	High School
Experience and expertise in specific functional area	More than 10 years of experience of Administration in Agro Chemical Industry. Please refer Company's website: www.inciticidesindia.com for detailed profile.	More than 40 years of Experience in Manufacturing, QA, Safety, logistics, Contract Manufacturing of Technical and Formulation. Please refer Company's website: www.inciticidesindia.com for detailed profile.	More than 35 Years of Experience in Banking Sector. Please refer Company's website: www.inciticidesindia.com for detailed profile.	More than 41 Years of Experience in Business Management and Operations. Please refer Company's website: www.inciticidesindia.com for detailed profile.	More than 48 Years of Experience in Manufacturing and Management. Please refer Company's website: www.inciticidesindia.com for detailed profile.
Remuneration last drawn	As mentioned in Corporate Governance Report of 2018-2019				

Name of the Director	Smt Nikunj Aggarwal	Shri S. Jayaraman	Shri Vinod Kumar Mittal	Shri Virjesh Kumar Gupta	Shri Navin Shah
Number of meeting of Board attended during the year (2018-2019)	4	3	4	4	3
Shareholding in Insecticides (India) Limited	1125000 Equity Shares	Nil	Nil	Nil	Nil
Relationship with other Directors / KMPs	Spouse of Shri Rajesh Aggarwal, Managing Director and Daughter-in Law of Shri Hari Chand Aggarwal, chairman and Whole-time Director and not related to any other Director / Key Managerial Personnel	Nil	Nil	Nil	Nil
Directorships of other Boards as on March 31, 2019	Nil	Nil	Nil	Nil	1) Shailja Papers Limited 2) Varahi Limited
Membership /Chairmanship of committees of other Boards as on March 31, 2019	Nil	Nil	Nil	Nil	Nil

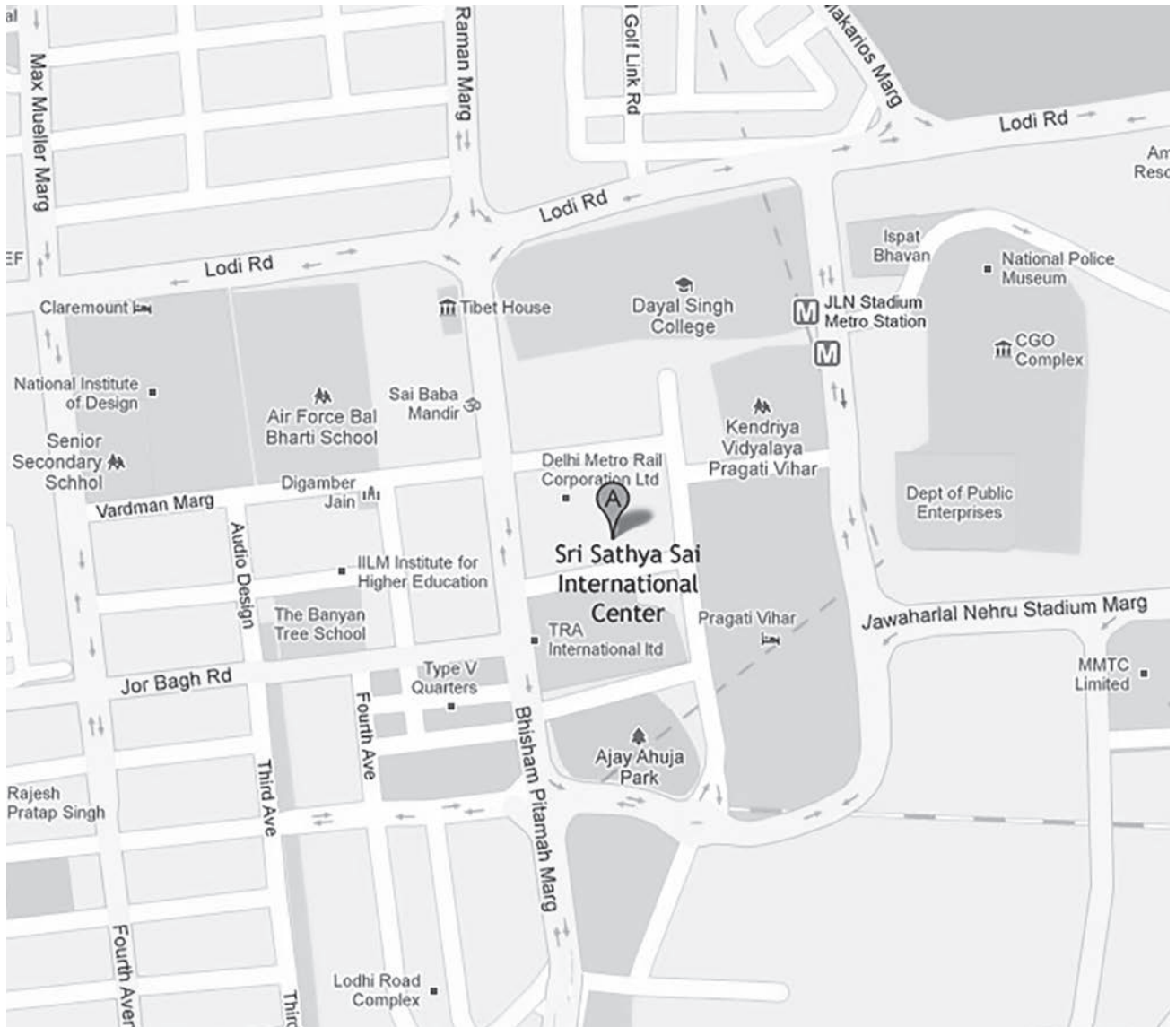
By Order of the Board of Directors

Sandeep Kumar
Company Secretary and Chief Compliance Officer

Delhi, May 28, 2019

Registered Office:
401-402, Lusa Tower,
Azadpur Commercial Complex, Delhi – 110033

Route map to the venue of the 22nd Annual General Meeting of Insecticides (India) Limited



 Sri Sathya Sai International Centre,
Pragati Vihar, Lodhi Road, New Delhi - 110003



INSECTICIDES (INDIA) LIMITED

CIN: L65991DL1996PLC083909

Regd. Office: 401-402, Lusa Tower, Azadpur Commercial Complex, Delhi – 110033;

Website: www.insecticidesindia.com; E-mail: investor@insecticidesindia.com;

Telefax: +91 – 11 – 2769700 – 04

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL
Joint shareholders may obtain additional slip at the venue of the Meeting

DP Id*

Folio No.

Client Id*

No. of Shares

NAME AND ADDRESS OF THE SHAREHOLDER:

I/We hereby record my/ our presence at the 22nd Annual General Meeting of the members of the Company held on Friday, August 02, 2019 at 10:30 a.m. at **Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi – 110 003**

*Applicable for investors holding shares in electronic form

Note: Please produce this Admission Slip duly filled and signed at the entrance of the meeting hall, Members intending to appoint a proxy may use the Proxy Form given herewith.

Member's /Proxy's Signature



INSECTICIDES (INDIA) LIMITED

CIN: L65991DL1996PLC083909

Regd. Office: 401-402, Lusa Tower, Azadpur Commercial Complex, Delhi – 110033;

Website: www.insecticidesindia.com; E-mail: investor@insecticidesindia.com;

Telefax: +91 – 11 – 2769700 – 04

PROXY FORM

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

Name of the Member(s)

Folio No. / Client ID

Reg. Address

DP ID

Email ID

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

- 1of..... having E-mail Id:.....or failing him;
- 2of..... having E-mail Id:.....or failing him;
- 3of..... having E-mail Id:.....or failing him;

and whose signature(s) are appended below as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 22nd Annual General Meeting of the members of the Company, to be held on Friday, August 02, 2019 at 10:30 a.m. at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi – 110 003 and at any adjournment thereof in respect of such resolution as are indicated below:

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

Resolution		**Optional	
Ordinary Business		For	Against
1	Consider and adopt:		
	a. Audited Financial Statement for the financial year ended March 31, 2019 and the Reports of the Board of Directors and Auditors thereon		
	b. Audited Consolidated Financial Statement for the financial year ended March 31, 2019 and the Report of Auditors thereon		
2	Declaration of dividend on Equity Shares for FY Ended March 31, 2019.		
3	Re-appointment of Smt. Nikunj Aggarwal (DIN: 06569091), a director retiring by rotation.		

Important Communication to Members

The Companies Act, 2013 is taking step forward in promoting “Green Initiative” by providing for service of documents by a Company to its Members through electronic mode. The move of the Ministry allows public at large to contribute to the green movement to help to environment. To support this green initiative of the Government in full measure, Members who have not registered their e-mail addresses so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to intimate the Company or Registrar of the Company i.e. Alankit Assignments Limited, New Delhi.



Special Business		
4	Ratification of remuneration of Cost Auditors for the financial year ending March 31, 2020	
5	Re-appointment of Shri. S. Jayaraman (DIN: 02634470) as Independent Director for second term of 5 years w.e.f. 09/02/2019	
6	Re-appointment of Shri. Vinod Kumar Mittal (DIN: 07421742) as Independent Director for second term of 5 years w.e.f. 09/02/2019	
7	Re-appointment of Shri. Virjesh Kumar Gupta (DIN: 06382540) as Independent Director for second term of 5 years w.e.f. 31/05/2019	
8	Re-appointment of Shri. Navin Shah (DIN: 02701860) as Independent Director for second term of 5 years w.e.f. 31/05/2019	

Signed thisday of.....2019.

Signature of the Shareholder

Affix Revenue Stamp

Signature of First proxy holder

Signature of Second proxy holder

Signature of Third proxy holder

Note:

1. **This form of proxy in order to be effective should be duly completed and deposited at the registered Office of the Company at 401-402, Lusa Tower, Azadpur Commercial Complex, Delhi - 110033, not less than 48 hours before the commencement of the Meeting.**
2. **A proxy need not be a member of the Company and shall prove his identity at the time of attending the Meeting.**
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder
4. For the Resolutions, Explanatory Statement and Notes, Please refer to the Notice of the 22nd Annual General Meeting.
5. ****It is optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.**
6. Appointing a proxy does not prevent a member from attending the Meeting in person if he / she so wishes. When a Member appoints a Proxy and both the Member and Proxy attend the Meeting, the Proxy will stand automatically revoked.
7. In the case of jointholders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.
8. This form of proxy shall be signed by the appointer or his attorney duly authorized in writing, or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it.
9. This form of proxy will be valid only if it is duly complete in all respects, properly stamped and submitted as per the applicable law. Incomplete form or form which remains unstamped or inadequately stamped or form upon which the stamps have not been cancelled will be treated as invalid.
10. Undated proxy form will not be considered valid.
11. If Company receives multiple proxies for the same holdings of a member, the proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies will be treated as invalid.