

Notice of the 23rd Annual General Meeting

Notice is hereby given that the 23rd Annual General Meeting ("AGM") of **INSECTICIDES (INDIA) LIMITED** will be held on Friday, September 04, 2020 at 03.00p.m IST through Video Conferencing ("VC") / other Audio Visual mean ("OAVM") to transact the following businesses:

Ordinary Business:

Item No. 1 – Adoption of Financial Statements

To receive, consider and adopt the Audited standalone and consolidated Financial Statements for the Financial Year ended March 31, 2020 and the Reports of the Board of Directors and Auditors thereon

Item No. 2 – Confirmation of payment of Interim Dividend

To confirm the payment of Interim Dividend of Rs. 4/- (Four rupees only) per equity share of Rs. 10/- (Ten Rupees only) each already paid during the year as the Final Dividend for the financial year ended March 31, 2020

Item no. 3 – Appointment of Mr. Hari Chand Aggarwal as a director liable to retire by rotation

To appoint a Director in place of Hari Chand Aggarwal (DIN: 00577015) who retires by rotation and, being eligible, offers himself for re-appointment.

Special Business:

Item no. 4 – Ratification of age of appointment of Mr. Hari Chand Aggarwal

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

"RESOLVED that approval of the Company be and is hereby accorded for the re-appointment and continuation of Mr. Hari Chand Aggarwal (DIN: 00577015) as Chairman & WTD of the Company who has attained the age of seventy-two years."

Item no. 5 – Ratification of remuneration of Cost Auditors for the financial year, 2021

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

"RESOLVED that pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of 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, 2021, be and is hereby ratified."

Item No. 6 – Appointment of Mrs. Praveen Gupta as an Independent Women Director

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

"RESOLVED that Mrs. Praveen Gupta (DIN: 00180678), who was appointed as an additional non-executive independent women director, pursuant to Sections 149, 152 and 161 and other relevant provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, approvals and recommendations of the nomination and remuneration committee, and that of the Board, be and is hereby appointed as an Independent women director, not liable to retire by rotation, for a period up to February 14, 2025.

RESOLVED FURTHER that the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution"

By Order of the Board of Directors
For Insecticides (India) Limited

Sd/-

Sandeep Kumar
Company Secretary
Delhi, June 25, 2020

Insecticides (India) Limited

CIN: L65991DL1996PLC083909

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

investor@insecticidesindia.com

www.insecticidesindia.com

Notes:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its General circular no. 20/2020 dated May 5, 2020 read with circular no. 14/2020 dated April 8, 2020 and circular no. 17/2020 dated April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the 23rd AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. A statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM is annexed hereto.
3. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed hereto.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. **Accordingly, the facility for appointment of proxies by the Members will not be available for the 23rd AGM and hence the Proxy Form, Attendance Slip and Route map are not annexed to this Notice.**
5. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. The Register of Members and Share Transfer books will remain closed from Friday, August 28, 2020 to Friday, September 04, 2020 (both days inclusive).
8. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered e-mail address to akashguptacs86@gmail.com with a copy marked to www.evotingindia.com
9. In compliance with the aforesaid MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, Notice of the AGM along with the Annual Report is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report will also be available on the Company's website www.insecticidesindia.com, website of stock exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and on the website of Central Depository Services (India) Limited at www.evotingindia.com.
10. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Alankit Assignments Limited ("AAL").
11. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with AAL in case the shares are held by them in physical form.
12. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to AAL in case the shares are held by them in physical

form.

13. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before September 03, 2020 through email on investor@insecticidesindia.com. The same will be replied by the Company suitably.
14. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The due date for transfer of unclaimed / unpaid dividend or equity share to IEPF is available on the website of the company at <http://www.insecticidesindia.com/UnpaidDividend.htm>. The Members, whose unclaimed dividends/ shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in
15. At the 20th AGM held on August 08, 2017 the members approved appointment of Joint Auditors M/s SS Kothari Mehta & Co., Chartered Accountants (Firm Registration No. : 000756N) and Devesh Parekh & Co., Chartered Accountants (Firm Registration No. :013338N) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of 25th AGM, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at this AGM.
16. In terms of the provisions of Section 152 of the Act, Mr. Hari Chand Aggarwal, Chairman, Director of the Company, retire by rotation at this Meeting. Nomination and Remuneration Committee and the Board of Directors of the Company recommend his re-appointment. The details of Mr. Hari Chand Aggarwal, Director, seeking re-appointment, pursuant to Regulation 36(3) of the SEBI Listing Regulations, 2015 and other applicable provisions are annexed herewith this notice. The Company has received the requisite consents/declarations for the appointment/re-appointment under the Companies Act, 2013 and the rules made thereunder.
17. 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.
18. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be:-
 - a) The change in the residential status on return to India for permanent settlement, and
 - b) The particulars of the NRE account with a Bank in India, if not furnished earlier.
19. A statement pursuant to Section 102(1) of the Companies Act, 2013 relating to certain ordinary business and the special businesses to be transacted at the 23rd AGM is annexed hereto. All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection electronically. Members seeking to inspect such documents can send an e-mail to investor@insecticidesindia.com
20. Instructions for e-voting and joining the AGM are as follows:
 - A. 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 CDSL, 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 remote e-voting period begins on Tuesday, September 01, 2020 (09.00 a.m. IST) and ends on Thursday, September 03, 2020 (5.00 p.m. IST) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date August 28, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
- III. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- IV. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- V. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com However, if he/she is already registered with CDSL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
- VI. The details of the process and manner for remote e-voting are explained herein below:
 - (i) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (ii) Click on "Shareholders" module.
 - (iii) 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.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from Login-Myeasi using your login credentials. Once you successfully log-in to CDSL's **EASI/ EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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.
Dividend Bank Details OR Date of Birth (DOB)	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. 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 as mentioned in instruction (iii).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, share-holders 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.

- (ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the Insecticide (India) Limited on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) 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.
- (xvii) Shareholders can also cast their vote using CDSL's mobile app "**m-Voting**". The m-Voting app can be downloaded from respective Store. Please follow

the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

- (i) 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.
- (ii) For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company/RTA email id.
- (iii) The instructions for participation by members are given in the subsequent paragraphs. Participation at the AGM through VC shall be allowed on a first-come-first-served basis.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the EGM/AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may

register themselves as a speaker by sending their request in advance at least **2 days prior to meeting** mentioning their name, demat account number/folio number, e-mail id, mobile number at investor@insecticidesindia.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **2 days prior to meeting** mentioning their name, demat account number/folio number, e-mail id, mobile number at investor@insecticidesindia.com. These queries will be replied to by the company suitably by email.

6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to 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.
- 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 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@insecticidesindia.com and, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

Other Instructions

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.evotingindia.com to reset the password.
2. If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
3. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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 or call on 022-23058542/43.

4. 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.
5. 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.

6. The facility for joining the AGM shall open 15 minutes before the scheduled time for commencement of the AGM and shall be closed after the expiry of 15 minutes after such scheduled time.
7. 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 CDSL www.evotingindia.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.

Insecticides (India) Limited

CIN: L65991DL1996PLC083909

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

investor@insecticidesindia.com

www.insecticidesindia.com

By Order of the Board of Directors
For Insecticides (India) Limited

Sd/-
Sandeep Kumar
Company Secretary
Delhi, June 25, 2020

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

Item no. 4 – Ratification of age of appointment of Mr. Hari Chand Aggarwal

Mr. Hari Chand Aggarwal is associated with the Company since its inception, during his tenure as Executive Chairman he played a key role in the Company's rise to its pre-eminent position. He has nurtured the team IIL from first appointment to 1,000+ team members. Mr. Hari Chand Aggarwal, Chairman and WTD of the Company are assessable to top management to bottom level employee.

Mr. Hari Chad Aggarwal, currently aged 72 Years, was re-appointed as Chairman & Whole-time Director of the Company with effect from October 01, 2017 in the meeting of Board of Directors of Company held on August 08, 2017 as Chairman & Whole-time Director of the Company for the period of 5 years upto September 30, 2022.

Mr. Hari Chand Aggarwal is strongly identified as founding stone of the Company, under his vision the company has achieved remarkable growth, his contribution in the field of team management, procurement, strategic collaborations are noworthless known by the peers. Mr. Hari Chand Aggarwal in the capacity of Chairman and WTD will be entitled to remuneration as approved by the members in the AGM dated August 08, 2018, brief of the same as follows:

- a) Salary, perquisite and Allowances per annum: Fixed remuneration of Rs. 9.00 Lakhs per month.
- b) Commission: In addition to the salary, perquisites and allowances as set out above, he shall be entitled to receive Commission upto 5% (five percent) of the net profit of the Company. within the overall limits approved by the shareholders of the Company.
- c) Car & Driver, telephone & communication facilities and club membership.
- d) Reimbursement of medical expenses in accordance with the policy of the Company.
- e) Perquisite value of Company accommodation.

Mr. Hari Chand Aggarwal is liable to retire by rotation in this AGM and hence is proposed to be re-appointed. Accordingly, approval of the shareholders of the Company is sought for continuation of Mr. Hari Chand Aggarwal as Chairman and Whole-time Director by passing Special Resolution. Disclosure, as required under Secretarial Standard 2 on General Meetings, is provided as an Annexure to the Notice.

The Board recommends re-appointment of Mr. Hari Chand Aggarwal as Chairman and Whole-time Director of the Company, liable to retire by rotation and ratification of his age, continuation beyond 72 years of age.

Except Mr. Hari Chad Aggarwal, being the appointee and Mr. Rajesh Aggarwal & Mrs. Nikunj Aggarwal, relative of appointee, none of the Directors or the Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolution set out at Item No. 4.

Item no. 5 – Ratification of remuneration of Cost Auditors for the financial year, 2021

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, 2021.

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.

M/s. Aggarwal Ashwani K. & Associates, Cost Accountants, Delhi (Firm Regd. No. 100191), have furnished certificates regarding their eligibility for appointment as Cost Auditors of the Company. In accordance with the provisions of Section 148 of the Act read with the Rules, the remuneration payable to the cost auditor has to be ratified by the shareholders 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 and applicable taxes) payable to the Cost Auditor for Financial year ending March 31, 2021 by passing Ordinary Resolution as set out at Item No. 5 of the Notice.

The Board recommends the Ordinary Resolution as set out at Item No. 5 of the Notice for approval by the members.

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

Item No. 6 – Appointment of Mrs. Praveen Gupta as an Independent Women Director

The Board, based on the recommendation of the nomination and remuneration committee, at its meeting held on February 07, 2020, appointed Mrs. Praveen Gupta as an additional non-executive Independent women director of the Company with effect from February 15, 2020, pursuant to Section 161 of the Companies Act, 2013. The Company has received from her all statutory disclosures / declarations including, (i) consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (“the Appointment Rules”), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act, and (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section(6) of Section 149 of the Act.

In the opinion of the Board, Mrs. Praveen Gupta is much admired legal expert in relation to the audit and system checks she has indepth business understanding of audit and will bring tremendous value to the Board and to the Company. She fulfils the conditions for independence specified in the Act, the Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other laws / regulations for the time being in force, to the extent applicable to the Company. A copy of the draft letter for the appointment of Mrs. Praveen Gupta

as an independent director setting out the terms and conditions is available for electronic inspection without any fee by the members.

The resolution seeks the approval of members for the appointment of Mrs. Praveen Gupta as a non-executive independent women director of the Company up to February 14, 2025 pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and her office shall not be liable to retire by rotation.

As per the provisions of Section 161 of the Act, an additional director appointed by the Board shall hold office up to the date of the ensuing annual general meeting and shall be appointed as a director by the members. The Board, at its meeting held on February 07, 2020, appointed Mrs. Praveen Gupta as an additional and independent director who holds office up to the ensuing AGM. Accordingly, her appointment is placed for the approval of members. In compliance with the General circular number 20/2020 issued by the MCA, this item is considered unavoidable and forms part of this Notice.

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

The Directors recommend the resolution for approval of members.

Annexure to the Notice dated June 25, 2020

Information of Director retiring by rotation and the Directors seeking re-appointment at the forthcoming Annual General Meeting pursuant to Regulation 36 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	Mr. Hari Chand Aggarwal	Mrs. Praveen Gupta
Directors Identification Number (DIN)	00577015	00180678
Date of Birth (Age in Years)	November 05, 1948 (72 Years)	August 09, 1971 (49 Years)
Original Date of Appointment	October 12, 2001	February 15, 2020
Qualification	Metric	B.Com (Delhi University), Chartered Accountant (CA)
Experience, brief resume and expertise in specific functional area	5 decades of Experience in Agro Chemical Industry. Please refer Company's website: www.insecticidesindia.com for detailed profile.	She is the Fellow Member of Institute of Chartered Accountant, India (ICAI) and Partner at Mamraj & Co., Chartered Accountants, New Delhi. She has rich experience in the field of Taxation, Audits and Corporate Laws. She has excellent academic and Professional records. She is on the penal of several reputed Indian Companies both listed and non-listed. Please refer Company's website: www.insecticidesindia.com for detailed profile.

Name of the Director	Mr. Hari Chand Aggarwal	Mrs. Praveen Gupta
Remuneration last drawn	As mentioned in Corporate Governance Report	
Number of meeting of Board attended during the year (2019-2020)	04	01 <i>(appointed as additional independent director w.e.f 15/02/2020)</i>
Shareholding in Insecticides (India) Limited	923400 Equity Shares	Nil
Relationship with other Directors / KMPs	Father of Mr. Rajesh Aggarwal, Managing Director and Father-in-Law of Mrs. Nikunj Aggarwal, WTD and not related to any other Director / Key Managerial Personnel	None
Directorships of other Boards as on March 31, 2020	Insecticides (India) Limited	1. Insecticides (India) Limited 2. Prakash Pipes Limited 3. Advance Steel Tubes Limited 4. Sophia Exports Limited
Membership / Chairmanship of committees of other Boards as on March 31, 2020	Insecticides (India) Limited Corporate Social Responsibility Committee - Chairperson Finance Committee - Chairperson	1. Prakash Pipes Limited Audit Committee - Chairperson Nomination & Remuneration Committee - Member Stakeholder Relationship Committee- Chairperson 2. Advance Steel Tubes Limited Audit Committee - Member Nomination & Remuneration Committee - Member Risk Management Committee - Member Corporate Social Responsibility Committee - Member 3. Sophia Exports Limited Audit Committee - Member Nomination & Remuneration Committee - Member Stakeholder Relationship Committee - Member Risk Management Committee - Member