

INSECTICIDES (INDIA) LIMITED

Corporate Identification Number (CIN): L65991DL1996PLC083909
Regd. Office: 401-402, Lusa Tower, Azadpur Commercial Complex, Delhi – 110033
Website: www.insecticidesindia.com, Email: investor@insecticidesindia.com
Telefax: +91 - 11 - 27679700 - 04

Notice

NOTICE is hereby given that the 18th Annual General Meeting of the members of INSECTICIDES (INDIA) LIMITED ("the Company") will be held on Tuesday, 22nd day of September, 2015 at 1.00 PM. at M. P. C. U. Shah Auditorium, Civil Lines, Delhi – 110 054, to transact the following businesses:

Ordinary Business

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2015 together with the Report of the Board of Directors and the Auditors.
2. To declare a final dividend of ₹ 2.50 (25%) per Equity Share for the financial year 2014-15.
3. To appoint a Director in place of Mrs. Nikunj Aggarwal (DIN 06569091), who retires by rotation and being eligible offers herself for re-appointment.
4. To appoint Auditors and fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification(s) the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 139 and 142 of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, and pursuant to the recommendations of the Audit Committee of the Board of Directors, Messrs Mohit Parekh & Co., Chartered Accountants, Delhi (Firm Regd. No.002067N) be and are hereby appointed as the Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company, to conduct the audit at a remuneration that may be fixed by the Board of Directors."

Special Business

5. To approve the remuneration of the Cost Auditors for the financial year 2015-16 and in this regard to consider and if, thought fit to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:-
"RESOLVED THAT pursuant to the provisions of Section 148 (3) of the Companies Act, 2013 and all relevant provisions, if any, the remuneration of Messrs A.G.S. & Associates, Cost Accountants, Delhi (Firm Regd. No. 000176), appointed by the Board of Directors of the Company, as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2015-16 be paid the remuneration of ₹ 300000.00

(Rupees Three Lacs)(exclusive service tax & out of pocket expenses) as set out in the statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all act(s), deed(s), thing(s) and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board

Registered Office:

401-402, Lusa Tower,
Azadpur Commercial Complex,
Delhi – 110033
CIN: L65991DL1996PLC083909
e-mail: Investor@insecticidesindia.com
Date: August 25, 2015

(Pankaj Gupta)
Company Secretary

NOTE(S):

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (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, DULY COMPLETED AND SIGNED NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS SENT HERewith. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE.
2. Pursuant to the provisions of Section 105 of the Companies Act, 2013 read with applicable rules thereon, 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 member.
3. The statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the notice is annexed.
4. Corporate members are requested to send a duly certified

copy of the Board Resolution authorizing their representatives to attend and vote at the meeting.

5. Pursuant to Section 91 of the Act, the Register of Members and the Share Transfer Books will remain closed from September 14, 2015 to September 22, 2015 (both days inclusive) for the purpose of payment of the final dividend for the financial year ended March 31, 2015.
6. Disclosure as per Clause 49 of Listing Agreement and Secretarial Standards 2

Name of the Director	Mrs. Nikunj Aggarwal
Date of Birth	1st January, 1973
Age	42 year
Date of first Appointment on the Board of the Company	2nd May, 2013
Qualification	B.A
Expertise in specific functional area	Marketing
List of Public Companies in which outside Directorship held	Nil
Chairman/ Member of the Committee of Board of Directors of Public Companies	Nil
Terms and Conditions of Appointment along with the remuneration sought to be paid	<p>i) She has been appointed as a Whole-time Director on the retire by rotation basis.</p> <p>ii) She shall exercise and perform such powers and duties as the Board of Directors of the Company.</p> <p>iii) She shall be responsible for day to day management and affairs of the Company.</p> <p>iv) She shall receive ₹ 1 Lac per month inclusive of DA and other allowances as remuneration alongwith other benefits as per rule of the Company.</p>
Remuneration Last drawn	₹ 12.82 Lacs
Shareholding in the Company	750000
Relationship with other Directors	Wife of Mr. Rajesh Aggarwal, Managing Director and daughter in law of Mr. Hari Chand Aggarwal, Chairman

7. Every member entitled to vote at a meeting of the Company, or on any resolution to be moved thereat, shall be entitled during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than three days' notice in writing of the intention so to inspect is given to the Company.
8. Members seeking any information with regard to Annual Accounts are requested to write to the Company at least one week in advance from the date of Annual General Meeting (AGM) so as to enable the Company to keep information ready at the time of AGM.
9. The business set out in the Notice will be transacted through Electronic voting system and the Company is providing facility for voting through electronic means. Instructions and other related information for e-voting is provided herein below. Further, the Company will also send communication relating to remote e-voting which inter alia would contain details about user ID and password along with copy of this Notice to the members separately.
10. In terms of Section 101 & 136 of the Act read together with the rules made there under, the Listed Companies may send the notice of AGM and the Annual Report including all Financial Statements, Board Report etc. by electronic mode or by providing the link. The Company is accordingly provide the link or forwarding soft copies of the above referred documents to all those members who have registered their e-mail ids with their respective DPs or with the Share Transfer Agent of the Company.
11. Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the Members at the AGM
12. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the AGM.

13. Route Map of the Venue of the Meeting i.e. M. P. C. U. Shah Auditorium, Civil Lines, Delhi



14. Members / Proxies should bring the copies of Annual Reports and Attendance Slips duly filled in, for attending the meeting.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company.
16. The Company has appointed Messrs Akash Gupta & Associates, Practising Company Secretary (ACS No. 30099 and CP No.11038) as the Scrutinizer, for conducting the voting / poll and remote e-voting process in a fair and transparent manner.
17. The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will not later than three days of conclusion of the Meeting, makes a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.insecticidesindia.com and on the website of the Central Depository Services (India) Limited www.evotingindia.co.in. The results shall simultaneously be communicated to the Stock Exchanges.
18. Members may please note that no gift/gift coupons shall be distributed at the Venue of the Annual General Meeting.
19. Any person, who acquires shares of the Company and come Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. September 15, 2015 may follow the same instructions for e-Voting.
20. Send the queries, if any, at least 15 days in advance of the meeting at the Company's registered office at 401 -402, Lusa Tower, Azadpur Commercial Complex, Delhi – 110033 so that information can be made available at the Meeting.
21. Members are requested to bring their copies of Annual Report to the Meeting. In order to enable us to register your attendance at the venue of the Meeting, we request you to please bring your folio number/demat account number/DPID/Client ID to enable us to give you a duly filled attendance slip for your signature and participation at the meeting.
22. Members who have not registered their e-mail addresses so far, are requested to register their email address for receiving Annual Reports and other Communication from the Company electronically.
23. **Voting through electronic means**
Information and other instructions relating to e-voting (including remote e-voting) are as under:

In compliance with provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies

(Management and Administration) Rules, 2014 (hereinafter referred as "the rules"), and Clause 35B of the Listing Agreement the members are entitled to exercise their right to vote electronically for passing the above resolution(s). The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').

Company is providing to its members e-voting facility to exercise their votes, on the items of business given in the Notice through e-voting system, to members holding shares as on September 15, 2015 being the cut-off date (Record date for the purpose of rule 20 (3) (vii) of the Rules) fixed for determining voting rights of members, at the 18th AGM by electronic means through the e-voting platform provided by Central Depository Services (India) Limited (CDSL).

The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.

The cut-off date for the purpose of voting (including remote e-voting) is September 15, 2015.

The remote e-voting facility will be available during the following period after which the portal shall forthwith be blocked and shall not be available:

Commencement of remote e-voting 10:00 a.m. on September 18, 2015

End of remote e-voting 05:00 p.m. on September 21, 2015

During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on September 15, 2015, may cast their vote electronically. The e-voting (including remote e-voting) module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the members, he/ she shall not be allowed to change it subsequently.

The instructions for e-Voting (including remote e-voting) are as under:

- Open your web browser during the voting period and log on to the e-voting website www.evotingindia.co.in
- Now click on 'Shareholders' tab to cast your votes
- Now, select the 'Electronic Voting Sequence Number (EVSN)' along with 'Insecticides (India) Limited' from the drop down menu and click on 'SUBMIT' TAB
- Now Enter your User ID (For CDSL: 16 digit beneficiary ID, For NSDL: 8 Character DP ID followed by 8 digits Client ID, Members holding shares in Physical Form should enter Folio

Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.

- If you are holding shares in Demat form and had logged on to www.evotingindia.co.in and casted your vote earlier for EVSN of any company, then your existing password is to be used. If you are a first time user follow the steps given below.
- Now, fill up the following details in the appropriate boxes:

PAN*	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (in Capital) (Applicable for both demat shareholders as well as physical shareholders)
DOB**	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
DIVIDEND** BANK DETAILS	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.

* Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name. Eg. If your name Amit Kumar with sequence number 1 then enter AM00000001 in the PAN field.

** Please enter any one of the details in order to login. In case either of the details are not recorded with the depository, please enter the default number 1234 in the Dividend Bank details field.

- After entering these details appropriately, click on 'SUBMIT' TAB
- Shareholders holding shares in Physical Form with then reach directly to the EVSN selection screen. However, Shareholders holding shares in Demat Form will now reach 'Password Change' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the Demat holders for voting for resolution of any 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.

- Shareholders holding shares in physical form can use these details only for remote e-voting on the resolutions contained in this Notice.
 - Click on the relevant EVSN on which you choose to vote.
 - On the voting page, you will see Description of Resolution(s) and option for voting Yes/No for voting. Select the option yes or no as desired. The option 'YES' implies that you assent to the resolution & 'NO' implies that you dissent to the resolution.
 - Click on the Resolution file link if you wish to view the entire Notice.
 - 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.
 - Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
 - You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
 - If Demat account holder has forgotten the changed password then enter the User ID and Captcha Code click on Forgot password & enter the details as prompted by the system.
 - Institutional Shareholders (i.e other than Individuals, HUF, NRI etc.) are required to log on <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board resolution and Power of Attorney which they have issued in favour of the Custodian, if any, in PDF format in the system for the Scrutinizer to verify the same.
 - In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions and e-voting manual available at www.evotingindia.co.in under help section or write an email to CDSL on helpdesk.evoting@cdslindia.com or on investor@insecticidesindia.com
 - The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on September 15, 2015.
24. All documents referred to in the accompanying Notice and Statement pursuant to Section 102 shall be open for inspection by the members at the registered office of the Company during the business hours on all working days except Saturday & Sunday upto the date of the Meeting.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, ANNEXURE TO THE NOTICE CONVENING THE ANNUAL GENERAL MEETING TO BE HELD ON SEPTEMBER 22, 2015

Item No.5

The Board of Directors of the Company on the recommendation of the Audit Committee approved the appointment and remuneration of Messrs A.G.S. & Associates, Cost Accountants, Delhi (Firm Regd. No. 000176), to conduct the audit of the cost records of the Company for the financial year 2015-16.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration of the Cost Auditors is required to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution for this item for approval of the remuneration of ₹ 300000/- (Rupees Three Lacs) (excluding service tax & out of pocket expenses) payable to Cost Auditor for the financial year 2015-16.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this resolution.

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

By Order of the Board

Registered Office:

401-402, Lusa Tower,
 Azadpur Commercial Complex,
 Delhi – 110033
 CIN: L65991DL1996PLC083909
 e-mail: Investor@insecticidesindia.com
 Date: August 25, 2015

(Pankaj Gupta)
 Company Secretary

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Attendance Slip

18th Annual General Meeting

Day, Date & Time: Tuesday, September 22, 2015 at 1:00 pm

Venue of the Meeting: M. P. C. U. Shah Auditorium, Civil Lines, Delhi – 110 054

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

Name of the Shareholder	
Address of the Shareholder	
DP ID*	
Client ID*	
Folio No.	
No. of Shares	

* Applicable to shareholders holding shares in electronic form.

I/We hereby record my presence at the 18th Annual General Meeting being held on Tuesday, September 22, 2015 at 1:00 p.m. at M.P.C.U. Shah Auditorium, Civil lines, Delhi-110054.

Member's/Proxy's Signature

Notes:

1. Electronic copy of the Annual Report for 2015 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company/Depository Participant unless any member has requested for a hard copy of the same. Shareholders receiving electronic copy and attending the Annual General Meeting can print copy of this Attendance Slip.
2. Physical copy of the Annual Report for 2015 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email id is not registered or have requested for a hard copy.
3. Registration will start at 11:30 a.m. and close at 1:00 p.m. on the day of Annual General Meeting
4. Members are required to produce their duly signed Attendance Slips
5. Members should produce their entry passes at the entrance of the Annual General Meeting hall for attending the same.
6. This Attendance Slip is valid only in case shares are held in the date of Annual General Meeting.

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]

INSECTICIDES (INDIA) LIMITED

CIN : L65991DL1996PLC083909

Registered Office: 401-402, Lusa Tower,

Azadpur Commercial Complex, Delhi-110 033

Website : www.insecticidesindia.com; Email : investor@insecticidesindia.com,

Telefax : +91 - 11 - 27679700 - 04

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

- Name:
Address:
E-mail Id: Signature: or failing him/her
- Name:
Address:
E-mail Id: Signature: or failing him/her
- 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 18th Annual General Meeting of the Company, to be held on Tuesday, September 22, 2015 at 1:00 p.m. at M.P.C.U. Shah Auditorium, Civil Lines, New Delhi 110 054 and at any adjournment thereof in respect of such resolution as are indicated below:

Resolution No.	Resolution	Optional*	
		For	Against
Ordinary Business			
1	Audited Financial Statements of the Company for the year ended March 31, 2015 together with the Reports of Board of Directors and Auditors thereon.		
2	Declaration of Final Dividend.		
3	Re-appointment of Mrs. Nikunj Aggarwal, who retires by rotation.		
4	Appointment of Statutory Auditors and to fix their remuneration.		
Special Business			
5	Approval of remuneration payable to Cost Auditors for the financial year 2015-16.		

Signed this day of 2015

Signature of the Shareholder



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, not less than 48 hours before the commencement of the Meeting.
2. For the details of Resolution, Statement and Notes, please refer to the Notice of 18th Annual General Meeting.
3. It is optional to indicate your reference. If you leave the column blank against any or all resolution, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
4. Please complete all details including details of member(s) before submission.
5. A Proxy need not be a member of the Company.
6. No instruments of proxy shall be valid unless
 - (a) In case of an individual shareholder, it is signed by him/her or his/her attorney, duly authorized in writing.
 - (b) In case of joint holder, it is signed by the shareholder first named in the register or his /her attorney, duly authorized in writing
 - (c) In the case of a body corporate signed by its officer or an attorney duly authorized in writing.
7. The proxy together with
 - (d) the power of attorney or other authority (if any) under which it is signed or
 - (e) a copy of the power or authority, certified by a Notary Public or a Magistrate, should be deposited at the registered office of the Company.
8. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
9. *This is only optional. Please put a (√) in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate. If a member wishes to abstain from voting on a particular resolution, he/she should write "Abstain" across the boxes against the Resolution.
10. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes
11. The Proxy should carry its Identity Proof.

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