



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 17th Annual General Meeting of the members of **INSECTICIDES (INDIA) LIMITED** will be held on Friday, 19th day of September, 2014 at 1.00 P.M. 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 Statement of the Company for the financial year ended 31st March, 2014 together with the Directors' Report and the Auditors' Report thereon.
2. To appoint a Director in place of Mr. Hari Chand Aggarwal (DIN 00577015), who retires by rotation and being eligible offers himself for reappointment.
3. To declare a final dividend of ₹3.00 (30%) per Equity Share for the financial year 2013-14.

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 Section 139 and other applicable provisions, if any, 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, who are duly authorized to finalize the same plus service tax as applicable, and reimbursement of out-of-pocket expenses incurred."

SPECIAL BUSINESS

5. To appoint Mr. Navneet Goel (DIN- 01752305) as an Independent Director 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 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Navneet Goel (DIN-01752305) a non-executive director of the company, in respect of

whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for an independent director as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years for a term, from 1st June, 2014 to 31st May, 2019, who shall not be liable to retire by rotation."

6. To appoint Mr. Gopal Chandra Agarwal (DIN- 00372830) as an Independent Director 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 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Gopal Chandra Agarwal (DIN-00372830) a non-executive director of the company in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for an independent director as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years for a term, from 1st June, 2014 to 31st May, 2019, who shall not be liable to retire by rotation."

7. To appoint Mr. Navin Shah (DIN- 02701860) as an Independent Director 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 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Navin Shah (DIN-02701860) a non-executive director of the company in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for an independent director as provided in Section 149(6) of the

Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years for a term, from 1st June, 2014 to 31st May, 2019, who shall not be liable to retire by rotation."

8. To appoint Mr. Virjesh Kumar Gupta (DIN- 06382540) as an Independent Director 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 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Virjesh Kumar Gupta (DIN-06382540) a non-executive director of the company in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for an independent director as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years for a term, from 1st June, 2014 to 31st May, 2019, who shall not be liable to retire by rotation"

9. To appoint Mr. Anil Kumar Singh (DIN- 02525852) as an Independent Director 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 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Anil Kumar Singh (DIN-02525852) a non-executive director of the company in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for an independent director as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years for a term, from 1st June, 2014 to 31st May, 2019, who shall not be liable to retire by rotation"

10. To alter the terms of appointment of Mr. Hari Chand Aggarwal (DIN 00577015), Whole-time Director 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 subject to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment

thereof for the time being in force) read with Schedule V to the Companies Act, 2013 and in partial modification of resolution passed by the shareholders at the 16th Annual General Meeting held on 27th August, 2013, consent of the shareholders be and is hereby accorded that Mr. Hari Chand Aggarwal (DIN 00577015), who was appointed as Whole-time Director for a term of (5) Five years w.e.f. 1st October, 2012, shall henceforth be liable to retire by rotation pursuant to and in compliance of the provisions of Section 152 (6) of the said Act.

RESOLVED FURTHER THAT save as provided above, other terms and conditions of appointment of Mr. Hari Chand Aggarwal, Whole-time Director will remain unchanged and will continue to be governed by resolution passed by the shareholders of the Company at the 16th Annual General Meeting held on 27th August, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

11. To alter the terms of appointment of Mrs. Nikunj Aggarwal (DIN 06569091), Whole-time Director 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 subject to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V to the Companies Act, 2013 and in partial modification of resolution passed by the shareholders at the 16th Annual General Meeting held on 27th August, 2013, consent of the shareholders be and is hereby accorded that Mrs. Nikunj Aggarwal (DIN 06569091), who was appointed as Whole-time Director for a term of (5) Five years w.e.f. 2nd May, 2013, shall henceforth be liable to retire by rotation pursuant to and in compliance of the provisions of Section 152 (6) of the said Act.

RESOLVED FURTHER THAT save as provided above, other terms and conditions of appointment of Mrs. Nikunj Aggarwal, Whole-time Director will remain unchanged and will continue to be governed by resolution passed by the shareholders of the Company at the 16th Annual General Meeting held on 27th August, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

12. To approve the remuneration of the Cost Auditors for the financial year 2014-15 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 and all other applicable provisions of the Companies

Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year 2014-15, be paid the remuneration 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 acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

13. To authorize the borrow upto ₹800 Crore under Section 180(1)(c) of the Companies Act, 2013 and in this regard to consider and if thought fit to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:**

"RESOLVED THAT in supersession of the resolution passed at the 15th Annual General Meeting of the Company held on 25th September, 2012 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and other Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) subject to such approval, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called "the Board" and which term shall be deemed to include any committee, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons) for borrowing from time to time, as it may think fit, any sum or sums of money not exceeding ₹800 Crore (Rupees Eight Hundred Crore only) on such security and on such terms and conditions as the Board may deem fit, notwithstanding that the monies to be borrowed, together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business), exceed the aggregate, for the time being, of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose.

RESOLVED FURTHER THAT the Board be and is hereby authorized for borrowing from time to time as it may think fit, any sum or sums of money but not exceeding ₹800 Crore (Rupees Eight Hundred Crore only), in aggregate or equivalent thereto in any foreign currency (including the monies already borrowed by the Company), on such security and on such terms and conditions as the Board may deem fit, by way of loans from, or issue of Bonds, Debentures or other Securities whether Convertible in to Equity/Preference Shares (hereinafter referred to as "Securities"), to Banks, Financial or Other Institution(s), Mutual Fund(s), Non-Resident Indians (NRIs), Foreign Institutional Investors (FIIs) or any Other Person(s),

Body(ies) Corporate etc., whether shareholder of the Company or not.

RESOLVED FURTHER THAT the Board be and is hereby authorized to negotiate with the lending entities and to finalize and execute the documents and deeds as may be applicable for creating the appropriate mortgages and/or charges on such of the immoveable and/or moveable properties of the Company on such terms and conditions as may be decided by the Board and to perform all such acts, deeds and things as may be necessary in this regard.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board be and is hereby authorized to do all such acts, deeds and things and to sign all such documents as may be necessary, expedient and incidental thereto to give effect to this resolution."

14. To authorize the create mortgage/charge over the property (ies) of the Company of Section 180(1)(a) of the Companies Act, 2013 and in this regard to consider and if thought fit to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:**

"RESOLVED THAT in supersession of the resolution passed at 15th Annual General Meeting of the Company held on 25th September, 2012 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and other Rules made thereunder subject to such approval, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (which herein after referred to as "the Board") to mortgage, hypothecate and/or charge in addition to the existing mortgages, hypothecation, charges created by the Company on such terms and conditions as the Board may deem fit, on all/any part of movable and/or immovable properties of the Company, wherever situated, both present and future, and/or the whole or substantially the whole of the undertaking of the Company in favour of Banks, Financial Institutions, Corporate Bodies and/or Lending Agencies or other persons to secure the loans and other credit facilities together with interest, cost, charges, expenses and any other money payable by the Company upto a sum not exceeding ₹800 Crore (Rupees Eight Hundred Crore only).

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize with such Banks, Financial Institutions, Lending Agencies and/or any other person the documents for creating or modifying the aforesaid mortgage, charge and/or hypothecation and to do all such acts, matters, deeds and things as may be necessary or expedient, for giving effect to this resolution and also to agree to any amendments, changes, variations thereto from time to time as it may think fit."

15. To approve the related party transactions under Section 188 (1) of the Companies Act, 2013 and in this regard to consider and if thought fit to pass, with or without

modification(s), the following resolution as a **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to Section 188 (1) and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force), the Equity Listing Agreement (as amended from time to time by the Securities and Exchange Board of India and the Stock Exchanges), and the Memorandum and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into contracts or arrangements or any transactions with Related Party as set out in the explanatory statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, matters, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company."

16. To adopt new Articles of Association of the Company containing regulations in conformity with the Companies

Act, 2013 and in this regard to consider, and if thought fit, to pass, the following resolution, with or without modification (s) as **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the draft regulation contained in the Articles of Association submitting to this meeting be and is hereby approved and adopted and substituted to the entire exclusion of the regulation contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take such steps and file such forms or documents which are expedient or desirable to give effect to this resolution."

By Order of the Board
(Pankaj Gupta)
Company Secretary
(Membership No. F6371)

Registered Office:
401-402, Lusa Tower,
Azadpur Commercial Complex,
Delhi – 110033
CIN: L65991DL1996PLC083909
e-mail: Investor@insecticidesindia.com

Date: 14th August, 2014

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**

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. FURTHER, 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.

2. Information under Clause 49 of the Listing Agreement regarding appointment/re-appointment of Directors for Item No. 5 to 9, and Statement under Section 102(1) of the Companies Act, 2013 (hereinafter referred as "the Act") for Item No. 5 to 9 are annexed hereto.

3. Corporate members are requested to send a duly certified copy of the resolution authorizing their representatives to attend and vote at the meeting.
4. Members are informed that in case of joint holders attending the meeting, only such joint holder who is first in the order of names will be entitled to vote.
5. Pursuant to the Section 91 of the Act, the Register of Members and the Share Transfer Books will remain closed from 15th September, 2014 to 19th September, 2014 (both days inclusive).
6. **Dividend Announcement:** The Board of Directors of the Company has recommended a dividend of 30% (₹ 3.00 per share) on the Equity Share of the face value of ₹10.00 each for the year ended 31st March, 2014, subject to approval by the Shareholders of the Company at the forthcoming Annual General Meeting.
- Dividend Eligibility:** The dividend on Equity Shares of the Company as recommended by the Board of Directors of the Company, upon declaration by the Shareholders at the forthcoming Annual General Meeting, will be paid as under:
- a. To all those beneficial owners in respect of the shares held in electronic form as per the data as may be made available by the National Securities Depository Limited and Central Depository Services (India) Limited as of the close of business hours on Friday, 12th September, 2014; and

- b. To all those shareholders as at the close of business hours on Friday, 12th September, 2014 in respect of the shares held in physical form (after giving effect to the valid transfers in respect of the shares lodged with the Company on or before the close of business hours on 12th September, 2014.

Dividend in respect of shares held in dematerialized form shall be credited to the beneficial owner's bank account directly through National Electronic Clearing Services (NECS), wherever NECS facility is available subject to availability of bank account details and 9 digits code number. In case the said details have not been provided to the concerned Depository Participant or there is any change, the same may please be intimated to the concerned Depository Participant immediately.

Shareholders holding shares in physical form and desirous of availing ECS facility, should provide the bank details and 9 digits code number in ECS Mandate Proforma. Shareholders who have already given their Bank details to avail the ECS facility should furnish the same only if there is any change. The ECS Mandate Proforma can be obtained from the Company's Share Transfer Agent **Alankit Assignments Limited**.

In terms of IEPF (Uploading of Information Regarding Unpaid and Unclaimed Amounts lying with Companies) Rules, 2012, the said IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends in respect of the financial years from 2007-08, as on the date of the 16th Annual General Meeting (AGM), on the website of the IEPF viz. www.iepf.gov.in under "Investors Section" and on the website of the Company viz. www.insecticidesindia.com

7. Company's shares are being compulsorily traded in Demat Form w.e.f. 30th May, 2007. Members may send Dematerialization Request Form(s) (DRF) along with Share Certificate(s) through their Depository Participant(s) for demat of shares to **Registrar and Share Transfer Agent of the Company (Alankit Assignments Limited having office at Alankit House, 2E/21, Jhandewalan Extension, New Delhi – 110 055)**.
8. Members are requested to contact the Registrar and Share Transfer Agent of the Company (Alankit Assignments Limited) for recording any change of address or nominations and for redressal of complaints or contact the Company Secretary at the Registered Office or by email at investor@insecticidesindia.com
- All investors related communication may be addressed to **Alankit Assignments Limited, Alankit House, 2E/21, Jhandewalan Extension, New Delhi – 110 055**.
9. Members, who are holding shares (in physical form) in identical order of names in more than one Folio(s), are requested to write to **Registrar and Share Transfer Agent of the Company**, enclosing their share certificates for consolidation in one folio.
10. 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.

11. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the Securities Market. Members holding shares in electronic form are, therefore, requested to submit PAN to their DPs with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details with the Company or Alankit Assignments Limited.
12. 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 Statement, Board Report etc. by electronic mode. The Company is accordingly 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.
13. Only individual Members/Shareholders holding shares in physical form, who wish to nominate a person under Section 72 of the Companies Act, 2013, may furnish us required details in the prescribed Form SH-13, which is available on demand. In respect of shares held in electronic/demat form, the members may please contact their respective DPs.
14. Members / Proxies should bring the copies of Annual Reports and Attendance Slips duly filled in, for attending the meeting. Corporate Members are requested to send in advance, duly certified copy of the Board Resolution/ Power of Attorney authorizing their representative to attend the AGM pursuant to Section 113 of the Act.
15. The Company has implemented the "Green Initiative" in terms of Section 101 of the Companies Act, 2013 to enable electronic delivery of notices/documents and annual reports to shareholders. The e-mail addresses indicated in your respective Depository Participant (DP) accounts which will be periodically downloaded from NSDL/CDSL will be deemed to be your registered e-mail address for serving notices/documents including those covered under Section 219 of the Companies Act, 1956. The Notice of AGM and the copies of Audited Financial Statement, Directors' Report, Auditors' Report etc. will also be displayed on the website www.insecticidesindia.com of the Company. Members holding shares in electronic mode are, therefore, requested to ensure to keep their e.mail addresses updated with the Depository Participants. Members holding shares in physical mode are also requested to update their e.mail addresses by writing to the Company at Company's e.mail address at investor@insecticidesindia.com quoting their folio number(s).
- 16. Voting through electronic means**
- 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).

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 14th August, 2014 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 17th AGM by electronic means through the e-voting platform provided by Central Depository Services (India) Limited (CDSL).

The instructions for 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'
- 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'
- 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 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 e-voting period commence on 12th September, 2014 (10.00 a.m.) and ends on 14th September, 2014 (5.00 p.m.). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 14th August, 2014, may cast their vote electronically. The 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 voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on 14th August, 2014.

In case members cast his votes via both processes i.e. electronic and ballot form, the votes in electronic form would be considered and ballot form would be ignored.

1. The Company has appointed M/s Akash Gupta & Associates, Practising Company Secretary (ACS No. 30099 and CP No.110038) as the Scrutinizer to the e-voting process in a fair and transparent manner.
2. The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period unlock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
3. In the event of Poll, please note that the members who have exercised their right to vote in electronic form and shall not be eligible to vote by way of poll at the meeting. The poll process shall be conducted and report thereon will be prepared as per the Section 109 of the Act, read with the relevant rules. In such an event, votes cast under poll taken together with the votes cast through e-voting shall be counted for the purpose of passing of the resolution(s).
4. Subject to receipt of sufficient votes, the results shall be declared at on or after the AGM of the Company. The Chairman shall declare the results of voting on the resolutions set out in the Notice. The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.insecticidesindia.com and on the website of CDSL - www.evotingindia.co.in within two (2) days of passing of the resolutions at the AGM of the Company and shall also be communicated to the National Stock Exchange and Bombay Stock Exchange.

17. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Corporate Office of the Company during normal business hours (10.00 a.m. to 5.00 p.m.) on all working days except Saturdays and Sunday, up to and including the date of the Annual General Meeting of the Company.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, ANNEXURE TO THE NOTICE CONVENING THE ANNUAL GENERAL MEETING TO BE HELD ON 19TH SEPTEMBER, 2014

Item No.5 to 9

As per the provisions of Section 149(4) which has come into force with effect from 1st April, 2014, every listed company is required to have at least one-third of the total number of Directors as Independent Directors. Further, an Independent Director is not liable to retire by rotation pursuant to Section 149(13) read with Section 152 of the Act.

It is proposed to appoint Mr. Navneet Goel, Mr. Gopal Chandra Agarwal, Mr. Navin Shah, Mr. Virjesh Kumar Gupta and Mr. Anil Kumar Singh as an Independent Directors under Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement to hold office for 5 (Five) consecutive years. They are not liable to retire by rotation.

The matter regarding appointment of Mr. Navneet Goel, Mr. Gopal Chandra Agarwal, Mr. Navin Shah, Mr. Virjesh Kumar Gupta and Mr. Anil Kumar Singh as an Independent Directors was placed before the Board and their appointment as under:

- a. Mr. Navneet Goel as an Independent Director for 5 (Five) years from 1st June, 2014 to 31st May, 2019.
- b. Mr. Gopal Chandra Agarwal as an Independent Director for 5 (Five) years from 1st June, 2014 to 31st May, 2019.
- c. Mr. Navin Shah as an Independent Director for 5 (Five) years from 1st June, 2014 to 31st May, 2019.
- d. Mr. Virjesh Kumar Gupta as an Independent Director for 5 (Five) years from 1st June, 2014 to 31st May, 2019.
- e. Mr. Anil Kumar Singh as an Independent Director for 5 (Five) years from 1st June, 2014 to 31st May, 2019.

In respect of the above directors of the Company, the Company has received notices in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of ₹ 1,00,000/- proposing their candidature for the office of Independent Directors, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

They have given declaration to the Board that they meet the criteria of independence as provided under Section 149 (6) of the Act.

Mr. Navneet Goel, Mr. Gopal Chandra Agarwal, Mr. Navin Shah, Mr. Virjesh Kumar Gupta and Mr. Anil Kumar Singh are not disqualified from being appointed as director in terms of Section 164 of the Act and have given their consent to act as Director. The Company has also received declaration from Mr. Navneet

Goel, Mr. Gopal Chandra Agarwal, Mr. Navin Shah, Mr. Virjesh Kumar Gupta and Mr. Anil Kumar Singh that they meet with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act.

In the opinion of the Board of Directors, Mr. Navneet Goel, Mr. Gopal Chandra Agarwal, Mr. Navin Shah, Mr. Virjesh Kumar Gupta and Mr. Anil Kumar Singh Independent Directors proposed to be appointed, fulfils the conditions specified in the Act and the Rules made thereunder and they are independent of the Management. A copy of the draft letter for the appointment Mr. Navneet Goel, Mr. Gopal Chandra Agarwal, Mr. Navin Shah, Mr. Virjesh Kumar Gupta and Mr. Anil Kumar Singh as Independent Directors setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the AGM. The Board considers that their continued association would be of immense benefit to the Company.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Navneet Goel, Mr. Gopal Chandra Agarwal, Mr. Navin Shah, Mr. Virjesh Kumar Gupta and Mr. Anil Kumar Singh are now being placed before the members in Annual General Meeting for their approval.

The Directors recommend the resolutions set out in Item Nos. 5 to 9 of the accompanying notice.

Mr. Navneet Goel, Mr. Gopal Chandra Agarwal, Mr. Navin Shah, Mr. Virjesh Kumar Gupta and Mr. Anil Kumar Singh are interested and concerned in the Resolutions mentioned at Item Nos. 5 to 9 in the Notice. No other Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolutions mentioned at Item No. 5 to 9 in the Notice.

Mr. Navneet Goel, Mr. Gopal Chandra Agarwal, Mr. Navin Shah, Mr. Virjesh Kumar Gupta and Mr. Anil Kumar Singh are interested in the resolutions set out at Item Nos. 5 to 9 of the Notice, which pertain to their respective appointment.

The relatives of Mr. Navneet Goel, Mr. Gopal Chandra Agarwal, Mr. Navin Shah, Mr. Virjesh Kumar Gupta and Mr. Anil Kumar Singh may be deemed to be interested in the resolution set out at Item Nos. 5 to 9 of the Notice, to the extent of their shareholding interest, if any, in the Company.

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 these resolutions.

The Board recommends the ordinary resolutions set forth at item nos. 5 to 9 of the Notice for the approval of the members

Profile of the directors recommended for appointment/reappointment as required under clause 49 of the listing agreement is provided in Annexure.

Item No. 10-11

Pursuant to Section 152 of the Companies Act, 2013, two third of the total number of Directors (excluding Independent Directors) shall be liable to retire by rotation.

Presently, the Company has 3 (Three) non-rotational directors on the Board, i.e. Mr. Rajesh Aggarwal, Managing Director, Mr. Hari Chand Aggarwal, Whole-time Director, who was appointed for a period of 5 years w.e.f. 1st October, 2012 and Mrs. Nikunj Aggarwal, Whole-time Director, who was appointed for a period of 5 years w.e.f. 2nd May, 2013. The said section also provides that the independent directors shall not be liable to retire by rotation as they can be appointed for a period upto 5 years as per the new Act. Since Mr. Navneet Goel, Mr. Gopal Chandra Agarwal, Mr. Navin Shah, Mr. Virjesh Kumar Gupta and Mr. Anil Kumar Singh are independent directors, they are required to be appointed as independent directors pursuant to the provisions of the Section 149 in the ensuing Annual General Meeting. Therefore, out of the remaining three directors two shall be directors who are liable to retire by rotation as per the provisions of Section 152 the current position of the Company is not in consonance with the provisions of Section 152. Therefore, it is proposed that the terms of appointment of Mr. Hari Chand Aggarwal and Mrs. Nikunj Aggarwal, may be altered to the effect that they shall be liable to retire by rotation. The Board may consider and approve the resolution.

Except Mr. Hari Chand Aggarwal and Mrs. Nikunj Aggarwal, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 10-11.

Profile of the Mr. Hari Chand Aggarwal as required under clause 49 of the listing agreement is provided in Annexure.

The Board commends the Resolutions set out at Item No. 10-11 of the Notice for your approval.

Item No. 12

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2014-15 as per following details:

Name of Cost Auditor	Industry	Audit Fee (₹ In Lacs)
M/s A.G.S. & Associates	Insecticides	2.50

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 has to be ratified by the shareholders of the Company.

Accordingly, the consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 12 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2014-15.

None of Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolutions mentioned at Item No. 12 in the Notice.

The Board commends the Ordinary Resolution set out at Item No.12 of the Notice for approval by the shareholders.

Item No. 13

As per the provisions of Section 180 (1) (c) of Companies Act, 2013, the Board of Directors of the Company cannot, except with the consent of the Company in General Meeting, borrow monies, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, in excess of the aggregate of the paid-up capital and the free reserve of the Company, that is to say, reserve not set apart for any specific purpose.

Presently, Company is permitted to borrow up to ₹ 500 Crore (Rupees Five Hundred Crore) apart from temporary loans obtained/to be obtained from the bankers in the ordinary course of business, as approved by the shareholders in their 15th Annual General Meeting held on 25th September, 2012. In view of Company's expanding operations in India/ Abroad it is expected that this limit may not be sufficient.

The resolution mentioned under Item No. 13 of the Notice relates to authorizing the Board of Directors (including any Committee thereof, which the Board may constitute/authorize for this purpose) of the Company, to borrow money(s) either in rupees or in such other foreign currencies as may be permitted by law from time to time, for the purpose of the Company's business, expansion, diversification from Banks, Financial Institutions, Body Corporate(s) etc. in excess of the aggregate of paid-up capital and free reserves of the Company, provided that the total amount of money(s) borrowed together with the monies already borrowed by the Company, at any time shall not exceed ₹800 Crore (Rupees Eight Hundred Crore only) over and above the aggregate of the then paid-up capital of the Company and its free reserves i.e. reserves not set apart for any specific purpose.

The said resolution require the approval of the members by way of special resolution under the provisions of the Companies Act, 2013. Accordingly, your Directors recommend the passing of Special Resolution in terms of provisions of the Companies Act, 2013.

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

Item No. 14

Your Company is exploring various opportunities for all round growth of the Company through expansion, diversification by taking up various projects in India. With a view to meet the capital expenditure and other funds requirement for above

purposes, the Company would be required to borrow funds from time to time by way of loans and/or issue of Bonds, Debentures or other Securities from various lenders. The borrowing facilities would also be required to be secured by creation of mortgage, hypothecation and/or charge in favour of the lenders on such movable and immovable properties of the Company, present and future, as may be decided/mutually agreed with the lenders.

Therefore, your Directors propose to pass a resolution under Section 180 (1)(a) of the Companies Act, 2013 for creation of mortgage, hypothecation and/or charge for an amount not exceeding the borrowing limit of ₹800 Crore (Rupees Eight Hundred Crore only).

The Board recommended the resolution for your approval.

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

Item No. 15

Pursuant to the provisions of Section 188 of the Companies Act, 2013 ('the Act') which has become effective on 1st April 2014, read with the Companies (Meeting of Board and its Powers) Rules, 2014 a Company having a paid-up share capital of ten crore rupees or more shall enter into a transaction with the Related Party with the prior Shareholders approval by a Special Resolution.

Further, as per the Ministry of Corporate Affairs (MCA) notification dated 14th August, 2013 requirement of obtaining prior approval of shareholders by way of Special Resolution for Related Party Transactions by a Company having paid-up share capital ten crore rupees or more has been dispensed with. Due to this notification the approval of Shareholders is not required by the Company. Even though approval of the Shareholders would not be required under the provisions of the Companies Act, 2013, the Company is seeking the consent of its Shareholders as a measure of good corporate governance. Hence, the Board recommends the resolution at Item No. 15 above permitting the Company to enter into the below mentioned transaction.

The Company had taken the Central Government approval under old Companies Act, 1956. With the change in proviso under the New Companies Act, 2013, the approval is sought for the arrangement of Purchase and Sales of agrochemicals & other materials and services on order to order basis with related parties as per the details given in table placed herein below for a period of two years.

S. No.	Name of Party	Nature of Interest/Relationship	Nature of Transaction	Value of Estimated Transactions Per Annum
1	ISEC Organics Limited	Directors and Directors Relatives holding more than 2%	Rent & Loan Taken	₹ 2 Crore
2	Paras Agro Industries	Directors Relative is Sole Proprietor	Purchase of Agrochemicals	₹ 2 Crore
3	Evergreen Mineral Industries	Directors Relatives are Partners	Purchase of Agrochemicals	₹ 5 Crore
4	Brown Bentschem Private Limited	Directors Relatives are Promoters or Directors	Purchase of Agrochemicals	₹ 3 Crore
5	Vinod Metal Industries	Directors Relative is Partner	Mechanical Items	₹ 1 Crore
6	Valve & Pneumatics	Directors Relative is Partner	Mechanical Items	₹ 1 Crore
7	OAT & IIL India Laboratories Private Limited	Joint Venture Company	Service Charges	₹ 3 Crore
8	Sanjeev Aggarwal	Relative of KMP	Salary & Other Benefits	₹ 27 Lacs
9	Anju Aggarwal	Relative of KMP	Salary & Other Benefits	₹ 10 Lacs
10	Sonia Aggarwal	Relative of KMP	Professional Charges	₹ 10 Lacs

None of the Directors except Mr. Hari Chand Aggarwal, Mr. Rajesh Aggarwal and Mrs. Nikunj Aggarwal, Key Managerial Personnel of the Company and their relatives is any way concerned or interested, financially or otherwise, in the proposed resolution.

Items No. 16

The existing AOA are based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the Companies Act, 2013.

With the new Act coming into force several regulations of the existing AOA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AOA by a new set of Articles. The new AOA to be substituted in place of the existing AOA are based on Table 'F' of the Act which sets out the model Articles of Association for a Company limited by shares.

The said amendments require the approval of the members by way of Special Resolution under the provisions of the Companies Act, 2013. Accordingly, your Directors recommend the passing of Special Resolution in terms of provisions of the Companies Act, 2013.

None of the Directors or Key Managerial Personnel of the company is concerned or interested in the Special Resolution.

Your Directors recommend the above resolution for approval of members.

Registered Office:
401-402, Lusa Tower,
Azadpur Commercial Complex,
Delhi – 110033
CIN: L65991DL1996PLC083909
e-mail: Investor@insecticidesindia.com

By Order of the Board
(Pankaj Gupta)
Company Secretary
(Membership No. F6371)

Date: 14th August, 2014

Details of Directors/Whole-time Director seeking appointment/retiring by rotation (In pursuance of Clause 49 of the Listing Agreement)

Name of Directors	Navneet Goel	Gopal Chandra Agarwal	Navin Shah	Virjesh Kumar Gupta	Anil Kumar Singh	Hari Chand Aggarwal
Date of Birth	27-07-1961	27-11-1957	18-08-1942	07-04-1947	19-05-1976	15-11-1948
Date of Appointment	01-06-2014	01-06-2014	01-06-2014	01-06-2014	01-06-2014	01-10-2012
Qualifications	B.com	B.sc	High School	B.com (Hons.)	B.com	High School
Expertise in specific functional area	Chartered Accountant & Cost Accountant	Chartered Accountant	Overall Business Management	Overall Business Management	Company Secretary	40 years experience in the area of Marketing and Manufacturing. He was in IIL from 2001 and he was appointed as director in the company, thereafter he was appointed as Whole-time Director to till date.
Chairman/Director of other Companies	Nil	RGM Finvest Private Limited	Varahi Limited	Nil	Nil	Nil
No. of Shares held in the Company	Nil	1750	Nil	Nil	Nil	615600



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

ATTENDANCE SLIP

DP ID*	
Client ID*	

**Applicable to shareholders holding shares in electronic form.*

Folio No.	
No. of Shares	

Name and Address of the Shareholder:

I/We hereby record my presence at the 17th Annual General Meeting being held on Friday, 19th September, 2014 at 1:00 p.m. at M.P.C.U. Shah Auditorium, Civil Lines, Delhi-110054.

Member's/Proxy's Signature

Form No. MGT - 11 Proxy Form

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



CIN: 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

Name of the Member(s) :	
Registered Address :	
E-mail Id:	
Folio No./ Client ID*:	
DP ID*:	

**Applicable to shareholders holding shares in electronic form.*

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 17th Annual General Meeting of the Company, to be held on Friday, 19th September, 2014 at 1:00 p.m. at M.P.C.U. Shah Auditorium, Civil Lines, New Delhi - 110054 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 Statement of the Company for the year ended March 31, 2014 together with the Reports of Board of Directors and Auditors thereon.		
2	Re-appointment of Mr. Hari Chand Aggarwal, who retires by rotation		
3	Declaration of Final Dividend.		
4	Appointment of Statutory Auditors and to fix their remuneration.		
Special Business			
5	Appointment of Mr. Navneet Goel as an Independent Director.		
6	Appointment of Mr. Gopal Chandra Agarwal as an Independent Director.		
7	Appointment of Mr. Navin Shah as an Independent Director.		
8	Appointment of Mr. Virjesh Kumar Gupta as an Independent Director.		
9	Appointment of Mr. Anil Kumar Singh as an Independent Director.		
10	Appointment of Mr. Hari Chand Aggarwal as Whole-time Director.		
11	Appointment of Mrs. Nikunj Aggarwal as Whole-time Director.		
12	Fixation of remuneration of the Cost Auditors.		
13	Approval of Borrowing Limits of the Company.		
14	Creation of mortgage/charge over the property of the Company.		
15	Approval of Related Party Transactions.		
16	Alteration of Article of Associations of the Company.		

Signed this _____ day of _____ 2014

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, not less than 48 hours before the commencement of the Meeting.
2. For the details of Resolution, Explanatory Statement and Notes, please refer to the Notice of 17th 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.