

INSECTICIDES (INDIA) LIMITED

Corporate Identification Number (CIN): L65991DL1996PLC083909

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

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

Website: www.insecticidesindia.com

NOTICE

NOTICE is hereby given that the Twentieth Annual General Meeting of the members of **INSECTICIDES (INDIA) LIMITED** will be held on Tuesday, 08th day of August, 2017 at 04.30 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 Standalone and Consolidated Financial Statements for the Financial Year ended March 31, 2017 and the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on Equity Shares for the Financial Year ended March 31, 2017.
3. To appoint a Director in place of Mrs. Nikunj Aggarwal (DIN: 0659091), who retires by rotation and being eligible, offers herself for re-appointment.
4. **Appointment of Joint Statutory Auditors of the Company**

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, 142 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), S S Kothari Mehta & Co., Chartered Accountants (ICAI Regd. No.: 000756N) and Devesh Parekh & Co., Chartered Accountants (ICAI Regd. No.: 013338N), be and are hereby appointed as Statutory Auditors of the Company, in place of Mohit Parekh & Co., Chartered Accountants, (ICAI Regd. No.: 002067N), the retiring Statutory Auditors, to hold office for a term of five years from the conclusion of this Annual General Meeting till the conclusion of Twenty fifth Annual General Meeting of the Company to be held in the year 2022, subject to ratification of their appointment by the Members at every Annual General Meeting till the twenty fifth Annual General Meeting, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors, in consultation with the Audit Committee of the Company.”

SPECIAL BUSINESS:

5. **Approval of Cost Auditor’s Remuneration**

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 other relevant provisions, if any, the remuneration of 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 2017-18, be paid the remuneration of Rs. 3,25,000.00/- (Rupees Three Lac Twenty Five Thousand Only) (exclusive of service tax & out of pocket expenses) as set out in the explanatory 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 to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. **Re-appointment of Mr. Rajesh Aggarwal as a Managing Director**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:**

“**RESOLVED** that pursuant to the provisions of the Section 164, 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments(s) thereof, for the time being in force), and subject to the approval of Central Government, if required and such other consents and permission as may be necessary, and subject to such modifications, variations as may be approved and acceptance to the appointee, the consent of the members be hereby

accorded for re-appointment of Mr. Rajesh Aggarwal (DIN : 00576862) as Managing Director of the Company for a period of 3 (Three) years from 15th November, 2016 to 14th November, 2019 at a remuneration of Rs. 96,00,000 (Rupees Ninety Six Lacs) Per Annum and on such terms and conditions as contained in the draft agreement which was approved by the Nomination & Remuneration Committee in its meeting and the same has been laid on the table before the Board.”

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

Registered Office:

401-402, Lusa Tower,
Azadpur Commercial Complex,
Delhi – 110033
May 27, 2017
Delhi

(Sandeep Kumar)
Company Secretary
(Membership No. A29777)

NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts, concerning the business under Item No.05 and 06 of the notice, annexure hereto. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, of the person seeking appointment/ re-appointment as Director under Item No. 03 and 06 of the Notice, are also annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as proxy on behalf of members not exceeding fifty (50) in number and holding in the aggregate not more than ten percent (10%) 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 cannot act as a proxy for any other person or shareholder. Proxies in order to be effective, should 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. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable. A proxy form is attached hereto.
3. Corporate Members are required to send a certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representatives to attend and vote on their behalf at the Meeting.
4. Members, Proxies and Authorised Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No.
5. The Register of Members and Share Transfer Books of the Company will remain closed from July 31, 2017 to August 08, 2017 (both days inclusive).
6. If the Final Dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend will be payable on or after August 10, 2017 as under:
 - a. To all beneficial owner in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of business hours on July 30, 2017;
 - b. To all Members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company as of the close of business hours on July 30, 2017.
7. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company’s record which will help the Company and the Company’s Registrars and Transfer Agents, Alankit Assignments Limited (AAL) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to AAL.

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 AAL.

8. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or AAL for assistance in this regard.
9. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or AAL, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
10. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
11. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Companies Act, 2013 and Register of Contract or Arrangement in which the directors are interested, maintained under section 189 of the Act, will be available for inspection by the members at the AGM. Members seeking any information with regard to the accounts, are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the AGM.
12. **Transfer of Unclaimed / Unpaid amounts to the Investor Education and Protection Fund (IEPF)**
Equity divided for the financial year ended on March 31, 2010, declared by the Company, which remains unpaid or unclaimed, will be due for transfer to the Investor Education Protection Fund (IEPF) in September, 2017.
Members, who have not encashed their dividend warrants, issued by the Company, for the financial year ended on March 31, 2010 or any subsequent financial years, are requested to lodge their claims with the Company’s Registrar and Share Transfer Agent. Members are advised that in terms of provisions of Section 125 of the Companies Act, 2013, any person whose unclaimed dividend is transferred to IEPF, shall be entitled to get refund out of the fund in accordance with rules made under Section 125 of Companies Act, 2013.
13. The Notice of the AGM along with the Annual Report 2016-17 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2016-17 will also be available on the Company’s website viz. www.insecticidesindia.com.
14. To support the ‘Green Initiative’, Members who have not registered their e-mail addresses are requested to register the same with DPs / AAL.
15. The route map showing directions to reach the venue of the twentieth AGM is annexed.
16. 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.
17. The cut-off date for the purpose of remote e-voting and voting at the AGM shall be August 01, 2017.
18. The Board of Directors has appointed Mr. Arun Gupta, Advocate, Registration No. D/460/2011 as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
19. The facility for voting, through polling paper shall also be made available at the AGM and the Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the AGM. Remote e-voting shall not be allowed beyond Monday, August 07 at 5:00 p.m.
20. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
21. **The instructions for e-voting are as under**
 - A. In case a Member receives an e-mail from CDSL (for Members whose e-mail addresses are registered with the Company / Depositories):

- (i) The voting period begins on Saturday, August 05, 2017 at 09.00 a.m. and ends on Monday, August 07, 2017 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date August 01, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Members holding shares in physical or in demat form as on August 01, 2017, shall only be eligible for e-voting.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders / Members.
- (v) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members 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) <ul style="list-style-type: none"> • 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 8 digits of 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 in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
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. <ul style="list-style-type: none"> • 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 (iv).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN – 160811006 for Insecticides (India) Limited.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.

- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xx) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- 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.

- (xx) In case you have any queries or issues regarding e-voting, 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.

B. In case a Member receives a physical copy of the Notice of the AGM (for Members whose do not hold Valid PAN:

- (i) Initial password is provided in the enclosed separate sheet in the envelope.
- (ii) Please follow all steps from Sl. No. 21 A, above, to cast vote.

C. Other Instructions

- (i) 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. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of voting, either through remote e-voting or voting at the Meeting through electronic voting system or poll paper.
- (ii) Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at www.evotingindia.com.
- (iii) 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 and make, 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.
- (iv) 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. 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. The results shall also be displayed on the notice board at the Registered Office of the Company.

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

ITEM NO.5

The Board of Directors of the Company on the recommendation of the Audit Committee approved the appointment and remuneration of 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 2017-18.

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 Rs.3,25,000/- (Rupees Three Lakh Twenty Five Thousand) (excluding service tax & out of pocket expenses) payable to Cost Auditor for the financial year 2017 – 18.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, are 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.

ITEM NO.6

The Board of Directors of the Company has re-appointed Mr. Rajesh Aggarwal (DIN – 00576872) as Managing Director of the Company for a tenure of 3 (Three) years w.e.f. November 15, 2016 pursuant to Sections 196, 197, 198, 203 of the Companies Act, 2013 (“the Act”) or any statutory modification or re-enactment thereof and Schedule V thereto, on the terms and remuneration determined by the Nomination and Remuneration Committee of Directors, set out hereinafter, subject to approval of Members and such other approval(s), as may be required.

In terms of Schedule V of the Companies Act, 2013, the relevant details are as under:

I. General Information:

1. **Nature of Industry:** Agro Chemicals
2. **Date or expected date of commencement of commercial production:** The formulation plant of the Company was commissioned in the year 2002.
3. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable
4. **Financial performance based on given indicators:**

Particulars for the financial year ended on March 31, 2017	Rs. In Lac
Total Income	110793.41
Profit Before Tax	7999.90
Profit After Tax	5813.81

5. **Foreign investment or collaborations, if any:** The Company has invested of Rs. 313.54 Lac in the shares of OAT Agrio Co. Ltd., Japan under Portfolio Investment.

II. Information about the Appointee:

Mr. Rajesh Aggarwal, aged 47 years, has experience of more than 23 years in production, marketing, distribution of Agro Chemicals. He promoted the company ‘Insecticides (India) Limited’ in 1996 and Started looking after the operations of the Company from 2001.

Mr. Rajesh Aggarwal, has been Managing Director of the Company since 2006 and was re-appointed as Managing Director in 2011. He attended the 08 (Eight) Board Meetings of the Company held during the Financial Year ended March 31, 2017. He holds 52,92,900 Equity Shares of Rs.10/- each of the Company. His other Directorships are:- (A) Listed Companies – Nil (B) Unlisted Companies – OAT and IIL India Laboratories Private Limited and Emroyal Shiksha Private Limited.

He is also a Member of Company’s CSR Committee. He does not hold any Committee position in other companies in terms of Regulation 26 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Past Remuneration: The past remuneration of Mr. Rajesh Aggarwal was approved by the Members of the Company at their Annual General Meeting held on September 21, 2016. Same is given under Item no.6 of this Statement.

Job Profile and their suitability: Mr. Rajesh Aggarwal, Managing Director of the Company is entrusted with substantial powers of management of the affairs of the Company under the superintendence, control and direction of Board of Directors. He has been responsible for policy planning, vision, strategy, control of production and sales & development activities and also involved in long term development activities of the Company, besides Corporate Governance and Board co-ordination. He has long experience of managing the industry.

Remuneration Proposed: The Nomination & Remuneration Committee and Board of Directors of the Company at their respective meetings held on 8th November, 2016 have approved the following terms of remuneration of Mr. Rajesh Aggarwal for a tenure of 3 (Three) years w.e.f.15th November, 2016.

Remuneration

Rs. 8,00,000/- (Rupees Eight Lac only) per month or Rs.96 Lac (Rupees Ninety Six Lac only) per annum (Inclusive of Dearness Allowance).

Perquisites

- a. Free use of telephone facility at the residence.
- b. Payment of mobile phone bill on actual basis used by himself and his family members.
- c. Use of company's car along with the driver.

The above perquisites shall be evaluated as per Income-tax Rules, wherever applicable. Half Payment of mobile phone bill used by him shall be included in the computation of perquisites. The Company shall be paying the amount of insurance premium as key man and accidental insurance policies. Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company, as per rules of the Company.

Provident Fund, Superannuation/Annuity Fund and Gratuity

Mr. Rajesh Aggarwal shall be entitled to the Company's contribution to Provident Fund and Superannuation or Annuity Fund to the extent these either singly or together are not taxable under the Income Tax Act, Bonus, Gratuity payable and other benefits as per rules of the Company.

Provision of Car

As per the rules of the Company.

Minimum Remuneration

During the tenure in any financial year, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, perquisites as specified above, subject to the provisions of Schedule V of the Companies Act, 2013.

The above terms may be varied, altered, increased, enhanced or widened from time to time by the Nomination & Remuneration Committee or Board as it may in its discretion deem fit, within the maximum amounts payable in accordance with the provisions of the Companies Act, 2013 or any amendments made hereafter in this regard.

III. Other Information

1. In the event of absence or inadequacy of profits in any financial year during the tenure of the Managing Director, salary and perquisites subject to the limits stipulated under Schedule V read with Section 196 and 197 of the Companies Act, 2013, are payable.
2. Leave and allowances shall be allowed as per given the term in the agreement.
3. Reimbursement of entertainment, travelling and all other expenses incurred for the business of the company shall be allowed.
4. No sitting fees shall be paid to the Managing Director for attending the meetings of the Board of Directors or Committee thereof.
5. The Managing Director shall not be liable to retire by rotation.

The Company has not made any default in repayment of any of its debts (including public deposits) or debentures or interest payable thereon in the preceding Financial Year.

Copy of the draft terms and conditions of the re-appointment of Mr. Rajesh Aggarwal, would be available for inspection by the Members at the Registered Office of the Company during normal business hours on any working day upto the day of AGM,

Disclosure as per SEBI Listing Regulations and Secretarial Standards 2:

Name of the Director	Mr. Rajesh Aggarwal
Date of Birth	September 2, 1970
Age	47 year
Date of first Appointment on the Board of the Company	December 18, 1996
Qualification	B.Com
Expertise in specific functional area	Marketing, Manufacturing and Administration
List of Companies in which outside Directorship held	1. OAT & IIL India Laboratories Private Limited 2. Emroyal Shiksha Private Limited
Chairman/ Member of the Committee of Board of Directors of Companies	CSR Committee
Terms and Conditions of Appointment along with the remuneration sought to be paid	1. Tenure of this appointment shall be three years with effect from November 15, 2016. 2. He has been appointed as a Managing Director of the Company. 3. He will not be liable to retire by rotation. 4. He will get the remuneration for his office. 5. Other terms and conditions will be applicable under the mentioned agreement between the Company and him.
Remuneration last drawn	Rs. 96.00 Lacs Per Annum
Shareholding in the Company	5292900 Equity Shares
Relationship with other Directors and other kmp (if any)	Son of Mr. Hari Chand Aggarwal, Chairman cum Whole-time Director and Husband of Mrs. Nikunj Aggarwal, Whole-time Director
Number of Meeting attended during the year	8 (Eight)
Membership, Chairman of Committees in the Outside Companies	Nil
Name of Listed Entities in which the person also holds the directorship and the membership of Committees of the Board	Nil
Brief Profile	Mr. Rajesh Aggarwal, aged 47 years, is a Commerce Graduate and has attended a workshop in "Marketing and Formulation of Pesticides" conducted by Institute of Pesticides Formulation Technology, Gurgaon in the year 1994. He joined M/s HIM Pulverizing Mills Limited in 1993 and continued till 2001. In M/s HIM Pulverizing Mills Limited, he was looking after production and marketing and during his tenure the turnover rose from Rs.12 Crore in 1993 to Rs.80 Crore in 2000. He promoted the company Insecticides (India) Limited in 1996 and got totally involved in the Company from 2001. The Company started commercial operations from 2002. Mr. Rajesh Aggarwal has good knowledge of Production and Marketing of Pesticides. In November 2006, he was appointed as the Managing Director of the Company.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this resolution except Mr. Rajesh Aggarwal, Mr. Hari Chand Aggarwal and Mrs. Nikunj Aggarwal.

The Board of Directors recommend the Special Resolution as set out at Item No. 06 of the Notice for approval by the members.

II. DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE LISTING REGULATIONS:

Re-appointment of Mrs. Nikunj Aggarwal (Item No. 3)

Disclosure as per SEBI Listing Regulations and Secretarial Standards 2

Name of the Director	Mrs. Nikunj Aggarwal
Date of Birth	January 1, 1973
Age	44 years
Date of first Appointment on the Board of the Company	May 2, 2014
Qualification	B.A
Expertise in specific functional area	Administration
List of Companies in which outside Directorship held	Nil
Chairman/ Member of the Committee of Board of Directors of Companies	Nil
Terms and Conditions of Appointment along with the remuneration sought to be paid	<ol style="list-style-type: none"> 1. She will hold the office for a period of 5 (Five) years 2. She is appointed as a whole-time Director 3. She will be liable to retire by rotation 4. She will get the remuneration for his office 5. Other terms and conditions will be applicable under mention the agreement between the Company and him
Remuneration last drawn	Rs.36.00 Lacs Per Annum
Shareholding in the Company	1125000 Equity Shares
Relationship with other Directors and other KMP (if any)	Daughter in law of Mr. Hari Chand Aggarwal, Chairman cum Whole-time Director and Wife of Mr. Rajesh Aggarwal, Managing Director
No of Meeting attended during the year	5 (Five)
Membership, Chairman of Committees in the Outside Companies	Nil
Name of Listed Entities in which the person also holds the directorship and the membership of Committees of the Board	Nil
Brief Profile	Mrs. Nikunj Aggarwal, aged 44 years, belongs to Delhi based business family. She is a graduate by qualification from Hans Raj College, New Delhi. She has experienced in business fields for over 8 years. Presently, she is involved in general management covering almost all aspects of day to day business activities.

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

Registered Office:

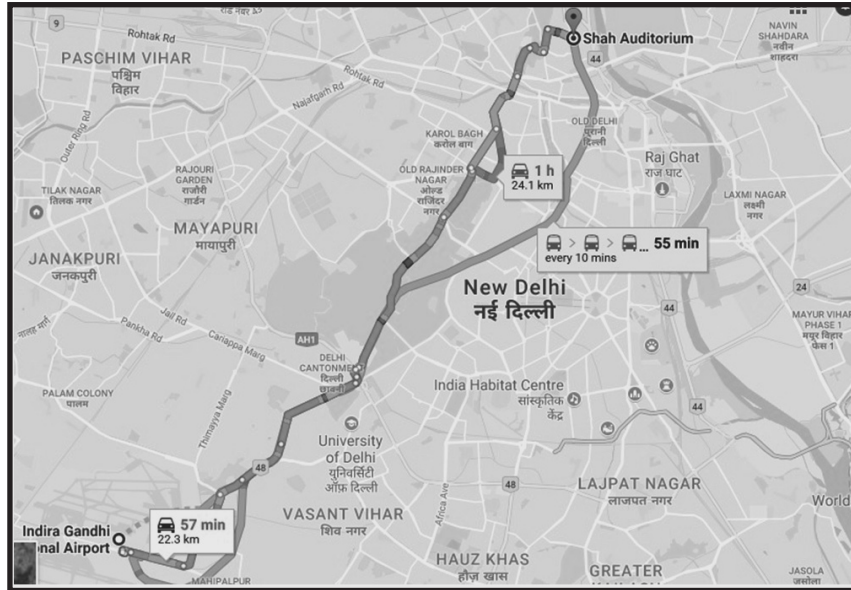
401-402, Lusa Tower,
Azadpur Commercial Complex,
Delhi – 110033
May 27, 2017
Delhi

(Sandeep Kumar)
Company Secretary
(Membership No. A29777)

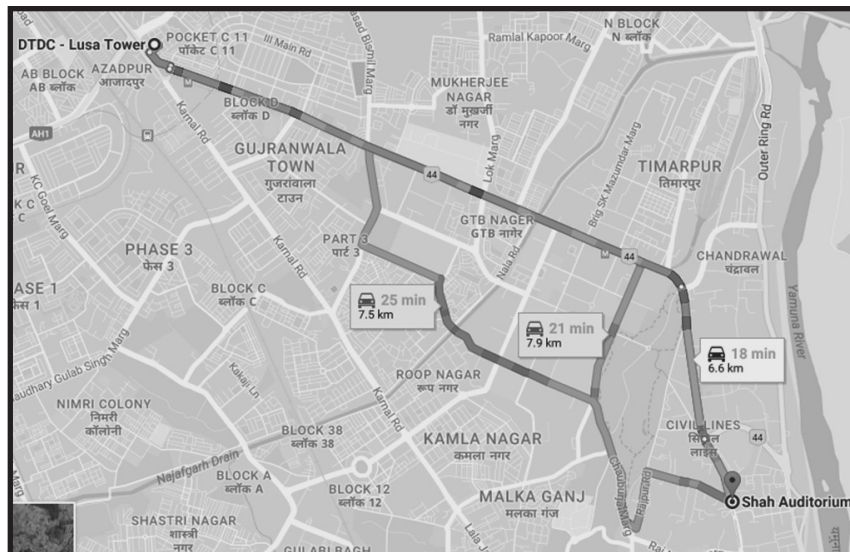
ROUTE MAP TO THE AGM VENUE

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

Date & Time : Tuesday, August 08, 2017 at 04:30 p.m.



Distance From Indira Gandhi International Airport : 24 Km



Distance from Registered Office : 7 Km

INSECTICIDES (INDIA) LIMITED
 (CIN: L65991DL1996PLC083909)
Regd. Office: 401-402, Lusa Tower,
 Azadpur Commercial Complex, Delhi-110033

ATTENDANCE SLIP
20th Annual General Meeting

Name of the Shareholder	
Address of the Shareholder	
No. of Shares	

I/We hereby record my/ our presence at the 20th Annual General Meeting of the Company at at M.P.C.U. Shah Auditorium, Civil lines, Delhi-110 054 on Tuesday, 08th August, 2017 at 04:30 p.m.

.....
 Member's Folio/DP ID-Client ID No. Member's /Proxy's Name in Block Letter Member's /Proxy's Signature

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



INSECTICIDES (INDIA) LIMITED
 (CIN: L65991DL1996PLC083909)
Regd. Office: 401-402, Lusa Tower,
 Azadpur Commercial Complex, Delhi-110033

PROXY FORM
20th Annual General Meeting

Name of the Member(s):	Regd Add:
Folio No. / Client ID:	Email 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;
- Name:Address:
 E-mail Id:.....Signature:.....or failing him;
- Name:Address:
 E-mail Id:.....Signature:.....

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 20th Annual General Meeting of the Company, to be held on Tuesday, August 08, 2017 at 04:30 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:

Important Communication to Members

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



Resolution No.		Optional*	
		For	Against
Ordinary Business			
1	Audited Standalone and Consolidated Financial Statement for the Financial Year ended March 31, 2017 and the Reports of the Board of Directors and Auditors thereon.		
2	Declaration of dividend on Equity Shares for FY Ended March 31, 2017.		
3	Re-appointment of Mrs. Nikunj Aggarwal (DIN: 0659091), who retires by rotation.		
4	Appointment of Joint Statutory Auditors and to fix their remuneration		
Special Business			
5	Ratification of remuneration of Cost Auditors for the financial year 2017-18		
6	Re-appointment of Mr. Rajesh Aggarwal as Managing Director		

Signed thisday of.....2017.

Signature of the Member(s)

Signature of proxy holder(s)

Affix Revenue Stamp

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the registered Office of the Company at 401-402, Lusa Tower, Azadpur Commercial Complex, Delhi - 110033, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, Please refer to the Notice of the 20th Annual General Meeting.
3. It is optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.