

INSECTICIDES (INDIA) LIMITED

Corporate Identification Number (CIN): L65991DL1996PLC083909

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

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

Telefax: +91 – 11 – 2769700 - 04

NOTICE

NOTICE is hereby given that the Nineteenth Annual General Meeting of the members of **INSECTICIDES (INDIA) LIMITED** ("the Company") will be held on Wednesday, 21st day of September, 2016 at 11.30 A.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:
 - (a) the Audited Financial Statements of the Company for the financial year ended on March 31, 2016, together with the Report of the Board of Directors and the Auditors thereon; and
 - (b) the Audited Consolidated Financial Statements of the Company for the financial year ended on March 31, 2016, together with the Report of the Auditors thereon.
2. To confirm the payment of Interim Dividend on Equity Shares for the financial year 2015-16.
3. To appoint a Director in place of Mr. Hari Chand Aggarwal (DIN 00577015), who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint Auditors and fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification(s) the following resolution as an **ORDINARY RESOLUTION:-**

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

SPECIAL BUSINESS

- 5 Appointment of Mr. Vinod Kumar Mittal as an Independent Director
 To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:-**
"RESOLVED THAT Mr. Vinod Kumar Mittal (DIN:07421742), who was appointed as an Additional Director of the Company with effect from February 10, 2016 pursuant to Section 161 of the Companies Act, 2013 and holds office upto the date of Annual General Meeting and pursuant to provisions of Section 149 and 152 and any 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 IV of the Companies Act, 2013, in respect to whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of three years i.e. with effect from February 10, 2016 to February 9, 2019."
- 6 Appointment of Mr. Jayaraman Swaminathan as an Independent Director
 To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:-**
"RESOLVED THAT Mr. Jayaraman Swaminathan (DIN:02634470), who was appointed as an Additional Director of the Company with effect from February 10, 2016 pursuant to Section 161 of the Companies Act, 2013 and holds office upto the date of Annual General Meeting and pursuant to provisions of Section 149 and 152 and any 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 IV of the Companies Act, 2013 in respect to whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is

hereby appointed as an Independent Director of the Company to hold office for a term of three years i.e. with effect from February 10, 2016 to February 9, 2019.”

7. Appointment of Mr. Deepak Gupta as an Independent Director

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

“**RESOLVED THAT** Mr. Deepak Gupta (DIN:000241588), who was appointed as an Additional Director of the Company with effect from April 30, 2016 pursuant to Section 161 of the Companies Act, 2013 and holds office upto the date of Annual General Meeting and pursuant to provisions of Section 149 and 152 and any 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 IV of the Companies Act, 2013, in respect to whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of three years i.e. with effect from April 30, 2016 to April 29, 2019.”

8. Approve the remuneration of the Cost Auditors for the financial year 2016-17

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 (3) of the Companies Act, 2013 and all relevant provisions, if any, the remuneration of Messrs A.G.S. & Associates, Cost Accountants, Delhi (Firm Regd No. 000176), appointed by the Board of Directors of the Company as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2016-17 be paid the remuneration of ₹ 300000 (Rupees Three Lacs) (exclusive service tax & out of pocket expenses) as set out in the statement annexed to the Notice convening this Meeting.

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

9. Approval for Increase the remuneration of Mr. Hari Chand Aggarwal as a Chairman cum whole-time 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 Sections 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification thereto from time to time or any re-enactment thereof for the time being in force) (the “Act”) read with Schedule V to the said Act, and subject to the approval of the Central Government and such other authorities as may be necessary, consent of members of the Company be and is hereby accorded for payment of remuneration of ₹ 108,00,000 (Rupees One Crore Eight Lacs) per annum, to Mr. Hari Chand Aggarwal (DIN:00577015), as Chairman cum whole-time Director of the Company with effect from February 1, 2016, for remaining term as Chairman cum whole-time Director.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to vary or increase the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate provided that such variation or increase, as the case may be, is within the overall limits specified under the relevant provisions of the Companies Act, 2013 and/or as approved by the Central Government or any such other competent authority.

RESOLVED FURTHER THAT in the event in any financial year during the tenure of the Chairman cum whole-time Director, the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013, the Company may pay to the Chairman cum whole-time Director, the above remuneration payable on profits earned as the minimum remuneration by way of salary and allowances as specified above and subject to receipt of the requisite approvals, if any.”

10. Approval for Increase the remuneration 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 Sections 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification thereto from time to time or any re-enactment thereof for the time being in force) (the “Act”) read with Schedule V to the said Act, and subject to

the approval of the Central Government and such other authorities as may be necessary, consent of members of the Company be and is hereby accorded for payment of remuneration of ₹ 96,00,000 (Rupees Ninety Six Lacs) per annum, to Mr. Rajesh Aggarwal (DIN:00576872), as Managing Director of the Company with effect from February 1, 2016, for remaining term as Managing Director.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to vary or increase the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate provided that such variation or increase, as the case may be, is within the overall limits specified under the relevant provisions of the Companies Act, 2013 and/or as approved by the Central Government or any such other competent authority.

RESOLVED FURTHER THAT in the event in any financial year during the tenure of the Mr. Rajesh Aggarwal (DIN:00576872) as Managing Director, the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013, the Company may pay him the above remuneration payable on profits earned as the minimum remuneration by way of salary and allowances as specified above and subject to receipt of the requisite approvals, if any."

11. Approval for Increase the remuneration of Mrs. Nikunj Aggarwal as a Whole-time 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 Sections 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification thereto from time to time or any re-enactment thereof for the time being in force) (the "Act") read with Schedule V to the said Act, and subject to the approval of the Central Government and such other authorities as may be necessary, consent of members of the Company be and is hereby accorded for payment of remuneration of ₹ 36,00,000 (Rupees Thirty Six Lacs) per annum, to Mrs. Nikunj Aggarwal (DIN:06569091), as Whole-time Director of the Company with effect from February 1, 2016, for remaining term as Whole-time Director.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to vary or increase the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate provided that such variation or increase, as the case may be, is within the overall limits specified under the relevant provisions of the Companies Act, 2013 and/or as approved by the Central Government or any such other competent authority.

RESOLVED FURTHER THAT in the event in any financial year during the tenure of Mrs. Nikunj Aggarwal (DIN:06569091) as a Whole Time Director, the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013, the Company may pay her, the above remuneration payable on profits earned as the minimum remuneration by way of salary and allowances as specified above and subject to receipt of the requisite approvals, if any."

By Order of the Board

Registered Office:

401-402, Lusa Tower,
Azadpur Commercial Complex,
Delhi – 110033
CIN: L65991DL1996PLC083909
e-mail: Investor@insecticidesindia.com
Date: August 23, 2016

(Pankaj Gupta)
Company Secretary

NOTE(S):

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS SENT HERewith. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/ AUTHORITY, AS APPLICABLE.
2. Pursuant to the provisions of Section 105 of the Companies Act, 2013 read with applicable rules thereon, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate

not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other member.

3. The statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the notice is annexed.
4. Corporate members are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the meeting.
5. Pursuant to Section 91 of the Act, the Register of Members and the Share Transfer Book will remain closed from September 17, 2016 to September 21, 2016.
6. Disclosure as per SEBI Listing Regulations and Secretarial Standards 2:

Name of the Director	Mr. Hari Chand Aggarwal
Date of Birth	November 15 th , 1948
Age	67 year
Date of first Appointment on the Board of the Company	October 12 th , 2001
Qualification	Metric
Expertise in specific functional area	Marketing
List of Companies in which outside Directorship held	Crop Care Fedration
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. He has hold the office for a period of 5 (Five) years 2. He has appointed as a Chairman cum whole-time Director 3. He will be liable retire by rotation 4. He 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.82.30 Lacs
Shareholding in the Company	923400 Equitiy Shares
Relationship with other Directors and other KMP (if any)	Father of Mr. Rajesh Aggarwal, Managing Director and father in law of Mrs. Nikunj Aggarwal, Whole-time Director
No. of Meeting attended during the year	9 (Nine)
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	<p>Mr. Hari Chand Aggarwal, aged 67 years, belongs to a business family of Delhi. He has more than 3 decades of experience in pesticides business. He had been awarded Udyog Bharti Award by Indian Achivers Forum, New Delhi. He has been the president of Northern India Pesticides Manufacturing Association (NIPMA) for more than 5 terms. He was also a director of Crop Care Federation of India (CCFI) and Indian Association of Plant Growth Products. He was also president of Giant Group of the Delhi (International). Mr. Hari Chand Aggarwal was appointed as Director of the Company with effect from October 12, 2001 and was appointed as Chairman and Managing Director on 23rd October, 2003. On 15th November, 2006 he resigned as Managing Director. He is holding 923400 shares of the Company.</p>

7. Every member entitled to vote at a meeting of the Company, or on any resolution to be moved thereat, shall be entitled during the period beginning twenty-four hours before the time fixed for the commencement of the

meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than three days notice in writing of the intention so to inspect is given to the Company.

8. The business set out in the Notice will be transacted through Electronic voting system and the Company is providing facility for voting through electronic means. Instructions and other related information for e-voting is provided herein below. Further the Company will also send communication relating to remote e-voting which *inter alia* would contain details about user ID and password along with copy of this Notice to the members separately.
9. In terms of Section 101 & 136 of the Act read together with the rules made there under, the Listed Companies may send the notice of AGM and the Annual Report including all Financial Statements, Board Report etc. by electronic mode or by providing the link. The Company is accordingly provide the link or forwarding soft copies of the above referred documents to all those members who have registered their e-mail ids with their respective DPs or with the Share Transfer Agent of the Company.
10. Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act 2013, will be available for inspection by the Members at the AGM
11. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act 2013 will be available for inspection by the Members at the AGM.
12. Route Map of the Venue of the Meeting i.e. M. P. C. U. Shah Auditorium, Civil Lines, Delhi –110054



13. Members / Proxies should bring the copies of Annual Reports and Attendance Slips duly filled in, for attending the meeting.
14. Equity divided for the financial year ended on March 31, 2009, declared by the Company, which remains unpaid or unclaimed, will be due for transfer to the Investor Education Protection Fund (IEPF) in September, 2016
Members, who have not encashed their dividend warrants, issued by the Company for the financial year ended on March 31, 2009 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.
15. The Company has appointed Messrs Akash Gupta & Associates, Practising Company Secretary (ACS No. 30099 and CP No.11038) as the Scrutinizer, for conducting the voting / poll and remote e-voting process in a fair and transparent manner.
16. The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will not later than three days of conclusion of the Meeting, makes a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.insecticidesindia.com and on the website of the Central Depository Services (India) Limited www.evotingindia.co.in The results shall simultaneously be communicated to the Stock Exchanges.
17. Members who have not registered their e-mail addresses so far, are requested to register their email address

for receiving Annual Reports and other Communication from the Company electronically.

18. The facility for voting by way of Ballot / Poll paper shall also be made available at the meeting and 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 meeting

19. Voting through electronic means

Information and other instructions relating to e-voting (including remote e-voting) are as under: In compliance with provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (hereinafter referred as “the rules”), and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the members are entitled to exercise their right to vote electronically for passing the above resolution(s). The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting (‘remote e-voting’).

Company is providing to its members e-voting facility to exercise their votes, on the items of business given in the Notice through e-voting system, to members holding shares as on September 14, 2016 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 Nineteenth Annual General Meeting by electronic means through the e-voting platform provided by Central Depository Services (India) Limited (CDSL). The person who is not a member as on the cut-off date should treat this notice for information purpose only.

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

The cut-off date for the purpose of voting (including remote e-voting) is September 14, 2016.

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

Commencement of remote e-voting 10:00 a.m. on September 17, 2016

End of remote e-voting 05:00 p.m. on September 20, 2016

During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on September 14, 2016, may cast their vote electronically. The e-voting (including remote e-voting) module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the members, he/ she shall not be allowed to change it subsequently.

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

- (i) The Shareholders should log on to the e-voting website **www.evotingindia.com**.
- (ii) Click on Shareholders.
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to **www.evotingindia.com** and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

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) Members who have not updated their PAN with the Company/ Depository Participant are requested to use the Sequence Number. The Sequence Number will be intimated to such members by way of a letter.
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 (iii).

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN – 160811006 for Insecticides (India) Limited.
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/ NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details
- (xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xviii) 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 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.
- (xix) 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**.

CONTACT DETAILS

COMPANY

INSECTICIDES (INDIA) LIMITED
 401-402, LUSA TOWER,
 AZADPUR COMMERCIAL COMPLEX,
 DELHI – 110 033
 E-MAIL :- **investor@insecticidesindia.com**

REGISTRAR AND TRANSFER AGENT

ALANKIT ASSIGNMENTS LIMITED
 1E/13, JHANDEWALAN EXTENSION
 NEW DELHI – 110 055, INDIA
 Tel: +91 11 42541234, Fax: +91 11 42541967
 E-MAIL :- **rta@alankit.co.in**

E-VOTING AGENCY

CENTRAL DEPOSITORY SERVICES [INDIA] LIMITED
E-MAIL :- helpdesk.evoting@cdslindia.com

SCRUTINIZER

MR. AKASH GUPTA – Company Secretary
M/S AKASH GUPTA & ASSOCIATES
E-MAIL :- akashguptacs86@gmail.com

20. All documents referred to in the accompanying Notice and Statement pursuant to Section 102 shall be open for inspection by the members at the registered office of the Company during the business hours on all working days except Saturday & Sunday upto the date of the Meeting.
21. Any Grievance connected with voting by electronic means can be send to the company secretary and the compliance officer of the company at investor@insecticidesindia.com.
22. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website www.insecticidesindia.com (under 'Investors' section). Members holding shares in physical form may submit the same to IIL. Members holding shares in electronic form may submit the same to their respective depository participant.
23. 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

**STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, ANNEXURE TO THE NOTICE
CONVENING THE ANNUAL GENERAL MEETING TO BE HELD ON SEPTEMBER 21, 2016**

Item No.5

Based on the recommendation of Nomination & Remuneration Committee of the Board and after reviewing confirmation of independence received, the Board of Directors of the Company had appointed Mr. Vinod Kumar Mittal (DIN:07421742) as an Additional Director of the Company, in the category of Independent Directors with effect from February 10, 2016. Pursuant to Section 161(1) of the Companies Act 2013, Mr. Vinod Kumar Mittal holds office till the date of this Annual General Meeting. Appropriate notice has been received from a member proposing appointment of Mr. Vinod Kumar Mittal as Director of the Company and requisite consent has been received from Mr. Vinod Kumar Mittal pursuant to provisions of Section 152 of the Companies Act 2013. In the opinion of the Board, Mr. Vinod Kumar Mittal who is proposed to be appointed as an Independent Director of the Company for the period of 3 years fulfils the conditions specified under Section 149(6) and Schedule IV of the Companies Act 2013 and is Independent of the management.

Brief Profile and other details of Mr. Vinod Kumar Mittal forms part of the Corporate Governance Report.

None of the Directors except Mr. Vinod Kumar Mittal 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.

Disclosure as per SEBI Listing Regulations and Secretarial Standards 2:

Name of the Director	Mr. Vinod Kumar Mittal
Date of Birth	May 2, 1952
Age	64 year
Date of first Appointment on the Board of the Company	February 10, 2016
Qualification	B.A.
Expertise in specific functional area	Banking and Finance
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. He has hold the office for a period of 3 (Three) years 2. He has appointed as an Independent Director 3. He will be get the sitting fee of ₹ 25000 per Board Meeting and ₹ 15000 for Committees Meetings, when is not held Board of Directors Meeting 4. Other terms and conditions will be applicable under mention appointment of letter
Sitting Fees	₹ 0.65 Lacs
Shareholding in the Company	Nil
Relationship with other Directors and other KMP (if any)	Nil
No. of Meeting attended during the year	2 (Two)
Brief Profile	Mr. Vinod Kumar Mittal is highly experienced person in the banking sector and he had taken a voluntary retirement from the post of Chief Manager in State Bank of Patiala, Zonal Office, New Delhi in the year 2005.

Item No.6

Based on the recommendation of Nomination & Remuneration Committee of the Board and after reviewing confirmation of independence received, the Board of Directors of the Company had appointed Mr. Jayaraman Swaminathan (DIN:02634470) as an Additional Director of the Company, in the category of Independent Directors with effect from February 10, 2016. Pursuant to Section 161(1) of the Companies Act 2013, Mr. Jayaraman Swaminathan holds office till the date of this Annual General Meeting. Appropriate notice has been received from a member proposing appointment of Mr. Jayaraman Swaminathan as Director of the Company and requisite consent has been received from Mr. Jayaraman Swaminathan pursuant to provisions of Section 152 of the Companies Act 2013. In the opinion of the Board, Mr. Jayaraman Swaminathan who is proposed to be appointed as an Independent Director of the Company for the period of 3 years fulfils the conditions specified under Section 149(6) and Schedule IV of the Companies Act 2013 and is Independent of the management.

Brief Profile and other details of Mr. Jayaraman Swaminathan forms part of the Corporate Governance Report.

None of the Directors except Mr. Jayaraman Swaminathan 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. 6 of the Notice for approval by the members.

Disclosure as per SEBI Listing Regulations and Secretarial Standards 2:

Name of the Director	Mr. Jayaraman Swaminathan
Date of Birth	July 17, 1949
Age	66 year
Date of first Appointment on the Board of the Company	February 10, 2016
Qualification	M.Sc. Organic Chemistry IIT, Delhi Dip. in Bus Mngt (Bom Univ – 3 yrs) Adv. Gen Mngt – M I T Sloan School, USA
Expertise in specific functional area	Manufacturing, QA, Safety, Logistics, Contract Manufacturing of Technical and Formulations
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. He has hold the office for a period of 3 (Three) years 2. He has appointed as an Independent Director 3 He will be get the sitting fee of ₹ 50000 per Board Meeting and ₹ 15000 for Committees Meetings, when is not held Board of Directors Meeting 4. Other terms and conditions will be applicable under mention appointment of letter
Sitting Fees	₹ 1.00 Lacs
Shareholding in the Company	Nil
Relationship with other Directors and other KMP (if any)	Nil
No. of Meeting attended during the year	2 (Two)
Brief Profile	<p>Mr. Jayaraman Swaminathan holds a Master's Degree in Science and a Diploma in Business Management. In addition he had done an advanced General Management course in MIT Sloan School USA. He joined Hoechst India in 1970 and held various positions. He rose to become a Director Member of Board .The responsibilities included manufacturing, QA, Safety in divisions of Agrochemicals, Pharmaceuticals (Pharma & Veterinary) and Vaccines. The demerger and acquisitions took him to Head new areas of responsibility in Commercial, Purchase (Imports, Exports & Domestic), Supply Chain, SAP. The companies were Hoechst Schering Agrevo Ltd., Agrevo Ltd., Aventis Ltd., Bayer Crop Science Ltd. In 2004 he joined Hikal as Business Head, VP for their the Agrochemicals division. Here the areas of work involved were active, formulations and contract manufacturing from three different factory locations. In 2008 he joined Sequent to work as Business Development Advisor for Domestic and International markets. Here the areas of work involved identifying new domestic and international customers for active, formulations and contract manufacturing for both pharma and veterinary products. Both Hikal and Sequent work focussed on developing new long term sustainable and mutually beneficial long term growth oriented business relationships .Such contracts were very well coordinated and supported by creating an efficient manufacturing and supply chain.</p>

Item No.7

Based on the recommendation of Nomination & Remuneration Committee of the Board and after reviewing confirmation of independence received, the Board of Directors of the Company had appointed Mr. Deepak Gupta (DIN:00241588) as an Additional Director of the Company, in the category of Independent Directors with effect from April 30, 2016. Pursuant to Section 161(1) of the Companies Act 2013, Mr. Deepak Gupta holds office till the date of this Annual General Meeting. Appropriate notice has been received from a member proposing appointment of Mr. Deepak Gupta as Director of the Company and requisite consent has been received from Mr. Deepak Gupta pursuant to provisions of Section 152 of the Companies Act 2013. In the opinion of the Board, Mr. Deepak Gupta who is proposed to be appointed as an Independent Director of the Company for the period of 3 years fulfils the conditions specified under Section 149(6) and Schedule IV of the Companies Act 2013 and is Independent of the management.

Brief Profile and other details of Mr. Deepak Gupta forms part of the Corporate Governance Report.

None of the Directors except Mr. Deepak Gupta 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. 7 of the Notice for approval by the members.

Disclosure as per SEBI Listing Regulations and Secretarial Standards 2:

Name of the Director	Mr. Deepak Gupta
Date of Birth	May 4, 1962
Age	54 year
Date of first Appointment on the Board of the Company	April 30, 2016
Qualification	BE, Mechanical Engineering, Delhi College of Engineering, Delhi MBA, Faculty of Management Studies, Delhi
Expertise in specific functional area	Marketing, Distribution, Manufacturing, HRD
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. He has hold the office for a period of 3 (Three) years 2. He has appointed as an Independent Director 3. He will be get the sitting fee of ₹ 25000 per Board Meeting and ₹ 15000 for Committees Meetings, when is not held Board of Directors Meeting 4. Other terms and conditions will be applicable under mention appointment of letter
Sitting Fees	Nil
Shareholding in the Company	Nil
Relationship with other Directors and other KMP (if any)	Nil
No. of Meeting attended during the year	N.A
Brief Profile	Mr. Deepak Gupta, aged 54 years, has experience of more than 31 years in running own businesses, marketing, distribution, manufacturing, HRD etc. in own and corporate world as Senior Vice President Operations at M/s Polymedicure Ltd. & M/s Minda Industries Ltd. as Vice President CSR and Education. Presently, he is participating in Make in India programs and Skill India Mission through coaching in small and Large Companies.

Item No.8

The Board of Directors of the Company on the recommendation of the Audit Committee approved the appointment and remuneration of Messrs A.G.S. & Associates, Cost Accountants, Delhi (Firm Regd. No. 000176), to conduct the audit of the cost records of the Company for the financial year 2016-17.

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

Accordingly, consent of the members is sought for passing an Ordinary Resolution for this item for approval of the remuneration of ₹ 300000 (Rupees Three LacS) (excluding service tax & out of pocket expenses) payable to Cost Auditor for the financial year 2016-17.

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

The Board of Directors recommend the Ordinary Resolution as set out at Item No. 8 of the Notice for approval by the members.

Item No.9

The Nomination and Remuneration Committee, in its meeting held on February 11, 2016 recommended and the Board of Directors, in its meeting held on February 11, 2016, approved for payment of Remuneration of ₹ 1,08,00,000 (Rupees One Crore Eight Lacs) per annum payable for financial year in which adequate profit is earned, to Mr. Hari Chand Aggarwal (DIN:00577015), as Chairman cum whole-time Director of the Company with effect from February

1, 2016, for remaining tenure as Chairman cum whole-time Director subject to the approval of the shareholders in the General Meeting and the Central Government.

Mr. Hari Chand Aggarwal, aged 67 years, belongs to a business family of Delhi. He has more than 3 decades of experience in pesticides business. He is the Chairman of the Company and is actively involved in the business of the Company.

The payment of remuneration was approved by the Board based on responsibilities handled by the Chairman of the Company.

The details of Mr. Hari Chand Aggarwal in pursuance of the provisions of SEBI Listing Regulations are mentioned in Annexure.

Approval of the shareholders is sought for ratification of remuneration paid/remuneration payable for the remaining period of existing appointment commencing from October 1, 2012 to Mr. Hari Chand Aggarwal as Chairman cum whole-time Director of the Company.

Mr. Hari Chand Aggarwal shall be deemed to be concerned or interested in the resolution to the extent of remuneration payable to Mr. Hari Chand Aggarwal under the resolution.

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

The Board of Directors recommend the Special Resolution as set out at Item No. 9 of the Notice for approval by the members.

Item No.10

The Nomination and Remuneration Committee, in its meeting held on February 11, 2016 recommended and the Board of Directors, in its meeting held on February 11, 2016, approved for payment of Remuneration of ₹ 96,00,000 (Rupees Ninety Six Lacs) per annum payable for financial year in which adequate profit is earned, to Mr. Rajesh Aggarwal (DIN:00576872), as Managing Director of the Company with effect from February 1, 2016, for remaining tenure as Managing Director subject to the approval of the shareholders in the General Meeting and the Central Government.

Mr. Rajesh Aggarwal, aged 46 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 is the Managing Director of the Company and is actively involved in the business of the Company.

The payment of remuneration was approved by the Board based on responsibilities handled by the Managing Director of the Company. The details of Mr. Rajesh Aggarwal in pursuance of the provisions of SEBI Listing Regulations are mentioned in Annexure.

Approval of the shareholders is sought for ratification of remuneration paid/remuneration payable for the remaining period of existing appointment commencing from November 15, 2011 to Mr. Rajesh Aggarwal as Managing Director of the Company.

Mr. Rajesh Aggarwal shall be deemed to be concerned or interested in the resolution to the extent of remuneration payable to Mr. Rajesh Aggarwal under the resolution.

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, Mrs. Nikunj Aggarwal

The Board of Directors recommend the Special Resolution as set out at Item No. 10 of the Notice for approval by the members.

Disclosure as per SEBI Listing Regulations and Secretarial Standards 2:

Name of the Director	Mr. Rajesh Aggarwal
Date of Birth	September 2, 1970
Age	45 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	Nil
Terms and Conditions of Appointment along with the remuneration sought to be paid	1. He has hold the office for a period of 5 (Five) years 2. He has appointed as a Managing Director of the Company 3. He will not be liable retire by rotation 4. He 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	₹ 69.70 Lacs
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
No. 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 45 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 from ₹ 12 Crore in 1993 to ₹ 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.

Item No.11

The Nomination and Remuneration Committee, in its meeting held on February 11, 2016 recommended and the Board of Directors, in its meeting held on February 11, 2016, approved for payment of Remuneration of ₹ 36,00,000 (Rupees Thirty Six Lacs) per annum payable for financial year in which adequate profit is earned, to Mrs. Nikunj Aggarwal (DIN:065699091), as Whole-time Director of the Company with effect from February 1, 2016, for remaining tenure as Whole-time Director subject to the approval of the shareholders in the General Meeting and the Central Government.

Mrs. Nikunj Aggarwal, aged 43 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 7 years. She is the Whole-time Director of the Company and is actively involved in the business of the Company.

The payment of remuneration was approved by the Board based on responsibilities handled by the Whole-time Director of the Company.

The details of Mrs. Nikunj Aggarwal in pursuance of the provisions of SEBI Listing Regulations are mentioned in Annexure.

Approval of the shareholders is sought for ratification of remuneration paid/remuneration payable for the remaining period of existing appointment commencing from May 2, 2013 to Mrs. Nikunj Aggarwal as Whole-time Director of the Company.

Mrs. Nikunj Aggarwal shall be deemed to be concerned or interested in the resolution to the extent of remuneration payable to Mrs. Nikunj Aggarwal under the resolution.

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

The Board of Directors recommend the Special Resolution as set out at Item No. 11 of the Notice for approval by the members.

Disclosure as per SEBI Listing Regulations and Secretarial Standards 2:

Name of the Director	Mrs. Nikunj Aggarwal
Date of Birth	January 1, 1973
Age	43 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	1. She has hold the office for a period of 5 (Five) years 2. She has appointed as a whole-time Director 3. She will be liable 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	₹ 17.12 Lacs
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	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	Mrs. Nikunj Aggarwal, aged 42 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 7 years. Presently, she is involved in general management covering almost all aspects of day to day business activities.

By Order of the Board

Registered Office:

401-402, Lusa Tower,
Azadpur Commercial Complex,
Delhi – 110033
CIN: L65991DL1996PLC083909
e-mail: investor@insecticidesindia.com
Date: August 23, 2016

(Pankaj Gupta)
Company Secretary
(Membership No. F6371)

INSECTICIDES (INDIA) LIMITED

(CIN: L65991DL1996PLC083909)

Registered 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

Nineteenth Annual General Meeting

Day, Date & Time: Wednesday, September 21, 2016 at 11:30 A.M.

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

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

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

* Applicable to shareholders holding shares in electronic form.

I/We hereby record my presence at the Nineteenth Annual General Meeting being held on **Wednesday, September 21, 2016 at 11:30 a.m.** at M.P.C.U. Shah Auditorium, Civil lines, Delhi-110054.

 Member's/Proxy's Signature

Notes:

1. Electronic copy of the Annual Report for 2016 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company/ Depository Participant unless any member has requested for a hard copy of the same. Shareholders receiving electronic copy and attending the Annual General Meeting can print copy of this Attendance Slip.
2. Physical copy of the Annual Report for 2016 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email id is not registered or have requested for a hard copy.
3. Registration will start at 10:30 a.m. and close at 11:30 a.m. on the day of Annual General Meeting
4. Members are required to produce their duly signed Attendance Slips
5. Members should produce their entry passes at the entrance of the Annual General Meeting hall for attending the same.
6. This Attendance Slip is valid only in case shares are held in the date of Annual General Meeting.

Form No. MGT - 11
Proxy Form

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

Insecticides (India) Limited

CIN : L65991DL1996PLC083909

Registered Office: 401-402, Lusa Tower,
Azadpur Commercial Complex, Delhi-110 033

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

Telefax : +91 – 11 – 27679700 - 04

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

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

- Name: Address:
E-mail Id: Signature:, or failing him/her
- Name: Address:
E-mail Id: Signature:, or failing him/her
- Name: Address:
E-mail Id: Signature:

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Nineteenth Annual General Meeting of the Company, to be held on Wednesday, September 21, 2016 at 11:30 a.m. at M.P.C.U. Shah Auditorium, Civil Lines, New Delhi 110 054 and at any adjournment thereof in respect of such resolution as are indicated below:

Resolution No.	Resolution	Optional*	
		For	Against
Ordinary Business			
1	(i)Audited Financial Statements of the Company for the year ended March 31, 2016 together with the Reports of Board of Directors and Auditors thereon; (ii)Audited Consolidated Financial Statements of the Company for the year ended March 31, 2016 together with the Report of Auditors thereon		
2	Confirm the payment of Interim Dividend on Equity Shares		
3	Re-appointment of Mr. Hari Chand Aggarwal, who retires by rotation		
4	Appointment of Statutory Auditors and to fix their remuneration		
Special Business			
5	Appointment of Mr. Vinod Kumar Mittal as an Independent Director		
6	Appointment of Mr. Jayaraman Swaminathan as an Independent Director		

Resolution No.	Resolution	Optional*	
		For	Against
7	Appointment of Mr. Deepak Gupta as an Independent Director		
8	Approval of remuneration payable to Cost Auditors for the financial year 2016-17		
9	Approval for increase the remuneration of Mr. Hari Chand Aggarwal as Chairman cum whole-time Director		
10	Approval for increase the remuneration of Mr. Rajesh Aggarwal as Managing Director		
11	Approval for increase the remuneration of Mrs. Nikunj Aggarwal as Whole-time Director		

Signed this.....day of2016

Affix
Revenue
Stamp

Signature of the Shareholder

.....

.....

.....

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Note:

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