

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 Twenty-first Annual General Meeting of the members of **Insecticides (India) Limited** will be held on Wednesday, 08th day of August, 2018 at 12.30 P.M. at M. P. C. U. Shah Auditorium, Civil Lines, Delhi 110054, 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, 2018 and the Reports of the Board of Directors and Auditors thereon and in this regard, pass the following resolutions as **Ordinary Resolutions**:

a. “**RESOLVED** that the audited financial statement of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

b. **RESOLVED** that the audited consolidated financial statement of the Company for the financial year ended March 31, 2018 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

2. To declare dividend on Equity Shares for the Financial Year ended March 31, 2018 and in this regard pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED** that a dividend at the rate of ₹ 2/- (Two rupees only) per equity share of ₹ 10/- (Ten rupees) each fully paid-up of the Company be and is hereby declared for the financial year ended March 31, 2018 and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended March 31, 2018.”

3. To appoint a Director in place of Shri Hari Chand Aggarwal (DIN: 00577015), who retires by rotation and being eligible, offers himself for re-appointment and in this regard pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED** that pursuant to the provisions of Section 152 of the Companies Act, 2013,

Shri Hari Chand Aggarwal (DIN: 00577015), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

Special Business

4. To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2019 and in this regard, pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED** that pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) the remuneration, as approved by the Board of Directors and set out in the Statement annexed to the Notice convening this Meeting, to be paid to M/s Aggarwal Ashwani K & Associates, Cost Accountant, Firm Registration No. 100191 the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of cost records of the Company for the financial year ending March 31, 2019, be and is hereby ratified.”

5. To re-appoint Shri Hari Chand Aggarwal as Whole-time Director and in this regard, to pass, the following resolution as an **Special Resolution**:

“**RESOLVED** that in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the company hereby approves the re-appointment and terms of remuneration of Shri Hari Chand Aggarwal (DIN: 00577015) as Chairman and Whole-time Director of the Company, who will attain the age of 70 (Seventy) Years as on November 05, 2018, for a period of 5 (five) years, w.e.f. October 01, 2017, whose office shall be liable to retire by rotation, upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year

during the tenure of his appointment) with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Shri Hari Chand Aggarwal.

RESOLVED FURTHER that the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

6. To re-appoint Smt. Nikunj Aggarwal as Whole-time Director and in this regard, to pass, the following resolution as an **Ordinary Resolution**:

“**RESOLVED** that in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the company hereby approves the re-appointment and terms of remuneration of Smt. Nikunj Aggarwal (DIN: 06569091) as Whole-time Director of the Company, for a period of 5 (five) years, w.e.f. May 02, 2018, whose office shall be liable to retire by rotation, upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of her appointment) with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Smt. Nikunj Aggarwal.”

“**RESOLVED FURTHER** that the Board of Directors of the Company (which term shall be deemed to

include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

7. Revision in remuneration of Shri Rajesh Aggarwal, Managing Director and in this regard, to pass, the following resolution as an **Special Resolution**:

“**RESOLVED** that in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Special Resolution passed by the members in Annual General Meeting held on August 08, 2017 for re-appointment, consent of the Company be and is hereby accorded for revision of remuneration of Shri Rajesh Aggarwal, (DIN : 00576872) Managing Director, with effect from April 01, 2018, for remaining period of his tenure upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Shri Rajesh Aggarwal.

RESOLVED FURTHER that the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

By Order of the Board of Directors

Sandeep Kumar
Company Secretary and Chief Compliance Officer

Delhi, May 28, 2018

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

NOTES:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”), relating to the Special Business to be transacted at the Annual General Meeting (“Meeting”) is annexed hereto.
2. **A member entitled to attend and vote at 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 not less than forty-eight hours before the commencement of the Meeting.**
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 person or shareholder. The holder of proxy shall prove his identity at the time of attending the Meeting.
3. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.
4. Corporate Members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company a certified true copy of relevant Board Resolution together with the specimen signature(s), of the representative(s) authorized under the said Board Resolution to attend and vote on their behalf at the Meeting.
5. 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.
6. **The Company is providing facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting and the business set out in the Notice will be transacted through such voting.** Information and instructions including details of user id and password relating to e-voting are sent herewith. **Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again. The members who have cast their vote(s) by using remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting.**
7. In terms of the provisions of Section 152 of the Act, Shri Hari Chand Aggarwal, Directors, retire by rotation at the Meeting. Human Resources, Nomination and Remuneration Committee and the Board of Directors of the Company recommend his re-appointment.
8. Shri Hari Chand Aggarwal, Shri Rajesh Aggarwal and Smt. Nikunj Aggarwal are interested in the Resolutions set out at Item Nos. 3, 5, 6 and 7 respectively, of the Notice with regard to their re-appointment. Shri Hari Chand Aggarwal, Shri Rajesh Aggarwal and Smt. Nikunj Aggarwal, being related to each other may be deemed to be interested in the resolution set out at Item Nos. 3, 5, 6 and 7 of the Notice. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Business set out under Item Nos. 1 to 7 of the Notice.
9. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting, held on August 08, 2017.
10. Details of Directors retiring by rotation / seeking re-appointment at the ensuing Meeting are provided in the “Annexure” to the Notice.
11. Relevant documents referred to in the Notice are open for inspection by the members at the Registered Office of the Company on all working days (i.e. except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting. The aforesaid documents will be also available for inspection by members at the Meeting. 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. The dividend on equity shares, if declared at the meeting, will be credited/dispatched within a stipulated period as per Companies Act, 2013 from the conclusion of the meeting:
 - 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, 2018;

- 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, 2018.
13. Members holding shares in electronic mode are requested to intimate any change in their address or bank mandates to their Depository Participants (“DPs”) with whom they are maintaining their demat accounts. Members holding shares in physical mode are requested to advise any change in their address or bank mandates to the Company / Company’s Registrar and Transfer Agents, i.e. Alankit Assignments Limited (AAL).
 14. 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. Further, SEBI has decided that securities of listed companies can be transferred only in dematerialised form from a cut-off date, to be notified. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.
 15. 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.
 16. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2009-10, from time to time, to the Investor Education and Protection Fund (IEPF) established by the Central Government. The Company has uploaded the details of unpaid and unclaimed dividends lying with the Company as on August 08, 2017 (date of the previous Annual General Meeting) on the website of the Company and the same can be accessed through the link: http://www.insecticidesindia.com/UnpaidDividend/UnclaimedSheet2017_website.pdf. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.
 17.
 - a. Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, during financial year 2017-18, **NIL** shares transferred to the IEPF Authorities Account, there was no such case wherein dividend had remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfer, i.e. September 28, 2017.
 - b. Members may note that unclaimed dividend transferred to IEPF Authority can be claimed back from them. Concerned members/ investors are advised to visit the weblink: <http://iepf.gov.in/IEPFA/refund.html> or contact AAL for lodging claim for refund of shares and / or dividend from the IEPF Authority.
 18. The Register of Members and Share Transfer Books of the Company will remain closed from July 31, 2018 to August 08, 2018 (both days inclusive).
 19. 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.
 20. Members holding shares in physical mode:
 - a. are required to submit their Permanent Account Number (PAN) and bank account details to the Company / AAL, if not registered with the Company as mandated by SEBI;
 - b. are advised to register the nomination in respect of their shareholding in the Company in Nomination Form (SH-13);
 - c. are requested to register / update their e-mail address with the Company / AAL for receiving all communications from the Company electronically.
 21. Members holding shares in electronic mode:
 - a. are requested to submit their PAN and bank account details to their respective DPs with whom they are maintaining their de-mat accounts.
 - b. are advised to contact their respective DPs for registering the nomination.
 - c. are requested to register / update their e-mail address with their respective DPs for receiving all communications from the Company electronically.
 22. Non-Resident Indian members are requested to inform AAL / respective DPs, immediately of:
 - a. Change in their residential status on return to India for permanent settlement.
 - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

23. The Notice of the AGM along with the Annual Report 2017-18 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 2017-18 will also be available on the Company's website viz. www.insecticidesindia.com.
24. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with DPs / AAL
25. 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.
26. The cut-off date for the purpose of remote e-voting and voting at the AGM shall be August 01, 2018.
27. The Board of Directors has appointed Akash Gupta & Associates, Company Secretaries, (PCS Regis. No. 11038) as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
28. 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 Tuesday, August 07, 2018 at 5:00 p.m.
29. 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.
- 30. 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):
- The voting period begins on Friday, August 03, 2018 at 09.00 a.m. and ends on Tuesday, August 07, 2018 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, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - Members holding shares in physical or in demat form as on August 01, 2018, shall only be eligible for e-voting.
 - The shareholders should log on to the e-voting website www.evotingindia.com.
 - Click on Shareholders / Members
 - Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - Next enter the Image Verification as displayed and Click on Login.
 - 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.
 - If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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)	<p>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.</p> <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.
- (xxi) 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. 30 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. However, if you are already registered with CDSL for remote e-voting then you can use your existing used ID and password for casting your vote. if you forget your password, you can reset your password by using "Forgot Detail/Password?" or "Physical user reset password" option available on 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.
 - (v) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, shall be made available at the commencement of the meeting and shall remain open and accessible to the members during the continuance of the meeting.

By Order of the Board of Directors

Sandeep Kumar
Company Secretary and Chief Compliance Officer

Delhi, May 28, 2018

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

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

ITEM NO. 4

The Board of Directors of the Company on the recommendation of the Audit Committee has approved the appointment and remuneration of Aggarwal Ashwani K. & Associates, Cost Accountants, Delhi (Firm Regd. No. 100191), to conduct the audit of the cost records of the Company for the financial year ending March 31, 2019.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board, has to be ratified by the members of the Company

Accordingly, ratification by the members is sought to the remuneration of Rs.3,25,000/- (Rupees Three Lakh Twenty Five Thousand) (excluding service tax & out of pocket expenses) payable to the Cost Auditor for Financial year ending March 31, 2019 by passing Ordinary Resolution as set out at Item No. 4 of the Notice.

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

The Board recommends the Ordinary Resolution as set out at Item No. 4 of the Notice for approval by the members.

ITEM NO. 5

The tenure of Shri Hari Chand Aggarwal (DIN: 00577015) as the Chairman and Whole-time Director of the Company has been expired on September 30, 2017. The Board of Directors at their meeting held on August 08, 2017, subject to approval of Members of the Company, has accorded its approval to re-appoint Shri Hari Chand Aggarwal (DIN: 00577015) as the Chairman and Whole-time Director of the Company for a further period of five years with effect from October 01, 2017 to September 30, 2022, on the terms and conditions including remuneration as recommended by the HR and Nomination and Remuneration Committee of the Board.

It is proposed to seek members' approval for the re-appointment and remuneration payable to Shri Hari Chand Aggarwal as Chairman & Whole-time Director of the Company, in terms of the applicable provisions of the Act.

Broad particulars of the terms of re-appointment of, and remuneration payable to, Shri Hari Chand Aggarwal are as under:

(a) Salary, perquisite and Allowances per annum:

- (i) Rs.9,00,000/- (Rupees Nine Lakhs only) per month w.e.f October 01, 2017. The perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income-tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost. The Whole-time Director is entitled to medical reimbursement as per the policy of the Company for senior managerial executives.
- (ii) The Company's contribution to provident fund, superannuation or annuity fund, to the extent these singly or together are not taxable under the Income Tax law, gratuity payable and encashment of leave, as per the rules of the Company and to the extent not taxable under the Income Tax law, may not be included for the purpose of computation of the overall ceiling of remuneration.

(b) Remuneration based on Net Profit

- (i) In addition to the salary, perquisites and allowances as set out above, Shri Hari Chand Aggarwal shall be entitled to receive Commission upto 5% (five percent) of the net profit of the Company, which will be determined by the Board and Committee of the Board for each financial year.
- (ii) The overall remuneration payable every year to the Shri Hari Chand Aggarwal, Whole-time Director of the Company by way of salary, perquisites and allowances, incentive / bonus / performance linked incentive, remuneration based on net profits, etc., as the case may be, shall not exceed in aggregate 5% (Five percent) of the net profits of the Company as computed in the manner laid down in Section 198 of the Act or any statutory modification(s) or re-enactment(s) thereof.

(c) 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.

(d) General

- (i) The Chairman & Whole-time Director will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board.
- (ii) The Chairman & Whole-time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- (iii) The Chairman & Whole-time Director shall adhere to the Company's Code of Conduct.
- (iv) The office of Chairman & Whole-time Director may be terminated by the Company or by him by giving the other 3 (three) months' prior notice in writing.

As per Part I of Schedule V of the Companies Act, 2013 one of the conditions to be fulfilled for the appointment or re-appointment is that the Executive Director has completed the age of 21 years and has not attained the age of 70 years. However, the Executive Director can be appointed or re-appointed even after attaining the age of 70 years subject to his/ her appointment or re-appointment is approved by way of a Special Resolution passed by the Company in General Meeting and in such condition there is no further approval of the Central Government shall be required for such appointment or re-appointment.

Shri Hari Chand Aggarwal has attained the age of 69 year and during his proposed tenure for the further period of 5 years w.e.f. October 01, 2017 to September 30, 2022 as the Chairman & Whole-time Director, he will attain the age of 70 years. Considering the said facts and provisions of the Schedule V, the Company proposes to take necessary approval of the Members of the Company by way of a Special Resolution instead of an Ordinary Resolution as required for said re-appointment, to avoid any ambiguity in compliance of Schedule V of the Companies Act in respect of said re-appointment.

The Board recommends and proposes to pass the resolution set out at item no. 5. of the notice as an Special Resolution. The terms as set out in the resolution and explanatory statement may be treated as an abstract of the terms of appointment pursuant to Section 196 of the Companies Act, 2013.

Shri Hari Chand Aggarwal is interested in the resolution set out at Item No. 5 of the Notice. Shri Rajesh Aggarwal and Smt. Nikunj Aggarwal, being related to Shri Hari Chand Aggarwal may be deemed to be interested in the said resolution. The other relatives of Shri Hari Chand Aggarwal may be deemed to be interested in the said resolution of the Notice, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The relevant resolutions passed at the Board and Committee Meetings and other allied documents being referred in the resolution, are available for inspection at the Registered Office of the Company on any working day between 11.00 a.m. to 01.00 p.m. upto the date of AGM and will also be available for inspection at the venue of the AGM.

ITEM NO. 6

The tenure of Smt. Nikunj Aggarwal (DIN: 006569091) as Whole-time Director of the Company has been expired on May 01, 2018. The Board of Directors at their meeting held on February 07, 2018, subject to approval of Members of the Company, has accorded its approval to re-appoint Smt. Nikunj Aggarwal (DIN: 006569091) as Whole-time Director of the Company for a further period of five years with effect from May 02, 2018 to May 01, 2023 on the terms and conditions including remuneration as recommended by the HR and Nomination and Remuneration Committee of the Board.

It is proposed to seek members' approval for the re-appointment and remuneration payable to Smt. Nikunj Aggarwal as Whole-time Director of the Company, in terms of the applicable provisions of the Act.

Broad particulars of the terms of re-appointment of, and remuneration payable to, Smt. Nikunj Aggarwal are as under:

Remuneration

Rs.3,42,486/- (Rupees Three lakhs forty two thousand four hundred eighty six only) per month or Rs.41,09,838 (Rupees Forty one lakhs nine thousand eight hundred thirty eight only) per annum (Inclusive of Dearness Allowance) and Cost to the Company will be Rs. 3,80, 160/- (Rupees Three lacs eighty thousand one hundred sixty only) per Month and Rs. 45,61,920/- (Rupees forty five lacs sixty one thousand nine hundred twenty only) per annum

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 her 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.

The Company shall pay Approx Bonus of Rs.2,05,492/- and Rs. 2,46,590/- as PF (Employer's Share).

The Company may pay over and above the mentioned amount according to the General HR Policy.

Provident Fund, Superannuation/Annuity Fund and Gratuity

Smt. Nikunj 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.

The Board recommends and proposes to pass the resolution set out at item no. 6. of the notice as an Ordinary Resolution. The terms as set out in the resolution and explanatory statement may be treated as an abstract of the terms of appointment pursuant to Section 196 of the Companies Act, 2013.

Smt. Nikunj Aggarwal is interested in the resolution set out at Item No. 6 of the Notice. Shri Rajesh Aggarwal and Shri Hari Chand Aggarwal, being related to Smt. Nikunj Aggarwal may be deemed to be interested in the said resolution. The other relatives of Smt. Nikunj Aggarwal may be deemed to be interested in the said resolution of the Notice, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the

Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The relevant resolutions passed at the Board and Committee Meetings and other allied documents being referred in the resolution, are available for inspection at the Registered Office of the Company on any working day between 11.00 a.m. to 01.00 p.m. upto the date of AGM and will also be available for inspection at the venue of the AGM.

ITEM NO. 7

In terms of the provisions of Sections 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and Articles of Association of the Company, revision in the remuneration of Shri Rajesh Aggarwal, Managing Director requires approval of the shareholders.

Shri Rajesh Aggarwal was re-appointed as Managing Director for a period of Three years w.e.f. November 15, 2016 by the members on August 08, 2017. Keeping in view Shri Rajesh Aggarwal's performance, the complexities of the responsibilities handled by him, industry remuneration benchmarks, the Board of Directors upon recommendation of the HR and Nomination and Remuneration Committee recommends the following revised remuneration to Shri Rajesh Aggarwal.

(a) Salary, perquisite and Allowances per annum:

- (i) Rs.8,00,000/- (Rupees Eight Lakhs only) per month. *(Approved by the Shareholders in the 20th Annual General Meeting of the Company held on August 08, 2017)* The perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income-tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost. The Managing Director is entitled to medical reimbursement as per the policy of the Company for senior managerial executives.
- (ii) The Company's contribution to provident fund, superannuation or annuity fund, to the extent these singly or together are not taxable under the Income Tax law, gratuity payable and encashment of leave, as per the rules of the Company and to the extent not taxable under the Income Tax law, may not be included for the purpose of computation of the overall ceiling of remuneration.

(b) Remuneration based on Net Profit

- (i) In addition to the salary, perquisites and allowances as set out above, Shri Rajesh

Aggarwal shall be entitled to receive remuneration based on net profit in form of commission upto 5% (five percent) of the net profit of the Company, which will be determined by the Board and Committee of the Board for each financial year.

- (ii) The overall remuneration payable every year to the Managing Director by way of salary, perquisites and allowances, incentive / bonus / performance linked incentive, remuneration based on net profits, etc., as the case may be, shall not exceed in aggregate 5% (Five percent) of the net profits of the Company as computed in the manner laid down in Section 198 of the Act or any statutory modification(s) or re-enactment(s) thereof.

(c) 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.

(d) General

- (i) The Managing Director will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board.

- (ii) The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- (iii) The Managing Director shall adhere to the Company's Code of Conduct.
- (iv) The office of Managing Director may be terminated by the Company or by him by giving the other 3 (three) months' prior notice in writing.

Except for the aforesaid revision in salary, all other terms and conditions of his re-appointment as the Managing Director of the Company as approved earlier by the shareholders, shall remain unchanged. The Board recommends and proposes to pass the resolution set out at item no. 7. of the notice as a Special Resolution. The terms as set out in the resolution and explanatory statement may be treated as an abstract of the terms of appointment pursuant to Section 196 of the Companies Act, 2013.

Shri Rajesh Aggarwal is interested in the resolution set out at Item No. 7 of the Notice. Shri Hari Chand Aggarwal and Smt. Nikunj Aggarwal, being related to Shri Rajesh Aggarwal may be deemed to be interested in the said resolution. The other relatives of Shri Rajesh Aggarwal may be deemed to be interested in the said resolution of the Notice, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The relevant resolutions passed at the Board and Committee Meetings and other allied documents being referred in the resolution, are available for inspection at the Registered Office of the Company on any working day between 11.00 a.m. to 01.00 p.m. upto the date of AGM and will also be available for inspection at the venue of the AGM.

By Order of the Board of Directors

Sandeep Kumar
Company Secretary and Chief Compliance Officer

Delhi, May 28, 2018

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

Annexure to the Notice dated May 28, 2018

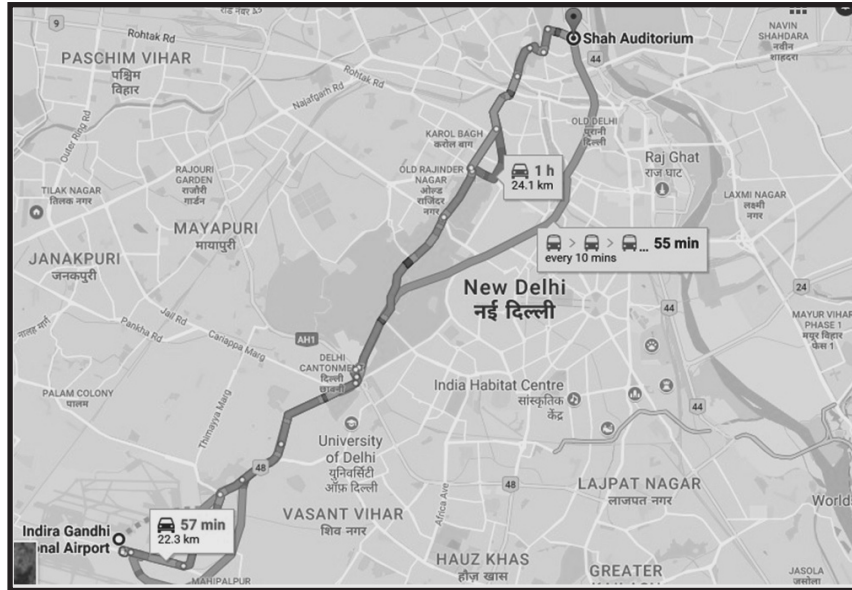
Information of Director retiring by rotation and the Directors seeking re-appointment at the forthcoming Annual General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, in accordance with provisions of Companies Act, 2013 and Secretarial Standards, as on the date of Notice

Name of the Director	Shri Rajesh Aggarwal	Shri Hari Chand Aggarwal	Smt. Nikunj Aggarwal
Directors Identification Number (DIN)	00576872	00577015	06569091
Date of Birth (Age in Years)	September 2, 1970 (48)	November 05, 1948 (69)	January 01, 1973 (45)
Original Date of Appointment	December 18, 1996	October 12, 2001	May 02, 2013
Qualification	Graduate	Metric	Graduate
Experience and expertise in specific functional area	Vast experience in Agro Chemical Industry including Marketing, Manufacturing and Administration. Please refer Company's website: www.inceticidesindia.com for detailed profile.	4 decades of Experience in Agro Chemical Industry. Please refer Company's website: www.inceticidesindia.com for detailed profile.	More than 10 years of experience of Administration in Agro Chemical Industry. Please refer Company's website: www.inceticidesindia.com for detailed profile.
Remuneration last drawn	As mentioned in Corporate Governance Report		
Number of meeting of Board attended during the year (2017-2018)	5	4	4
Shareholding in Insecticides (India) Limited	5292900 Equity Shares	923400 Equity Shares	1125000 Equity Shares
Relationship with other Directors / KMPs	Son of Shri Hari Chand Aggarwal, Chairman & Whole-time Director and Spouse of Smt. Nikunj Aggarwal, Whole-time Director and not related to any other Director / Key Managerial Personnel	Father of Shri Rajesh Aggarwal, Managing Director and Father-in-Law of Smt. Nikunj Aggarwal, whole-time Director and not related to any other Director / Key Managerial Personnel	Spouse of Shri Rajesh Aggarwal, Managing Director and Daughter-in-Law of Shri Hari Chand Aggarwal, chairman and Whole-time Director and not related to any other Director / Key Managerial Personnel
Terms and conditions of re-appointment and remuneration	As per the resolution at item no. 3 and 7 of the Notice convening this Meeting read with explanatory statement thereto, Shri Rajesh Aggarwal is proposed to be re-appointed in term of Section 152 (6) of the Act, who was re-appointed as Managing Director at the AGM held on August 08, 2017 is liable to retire by rotation	As per the resolution at item no. 5 of the Notice convening this Meeting read with explanatory statement thereto, Shri Hari Chand Aggarwal is proposed to be re-appointed as Chairman and Whole-time Director	As per the resolution at item no. 6 of the Notice convening this Meeting read with explanatory statement thereto, Smt. Nikunj Aggarwal is proposed to be re-appointed as Whole-time Director
Directorships of other Boards as on March 31, 2018	1. OAT & IIL India Laboratories Private Limited 2. Emroyal Shiksha Private Limited	Crop Care Federation of India	Nil
Membership / Chairmanship of committees of other Boards as on March 31, 2018	Nil	Nil	Nil

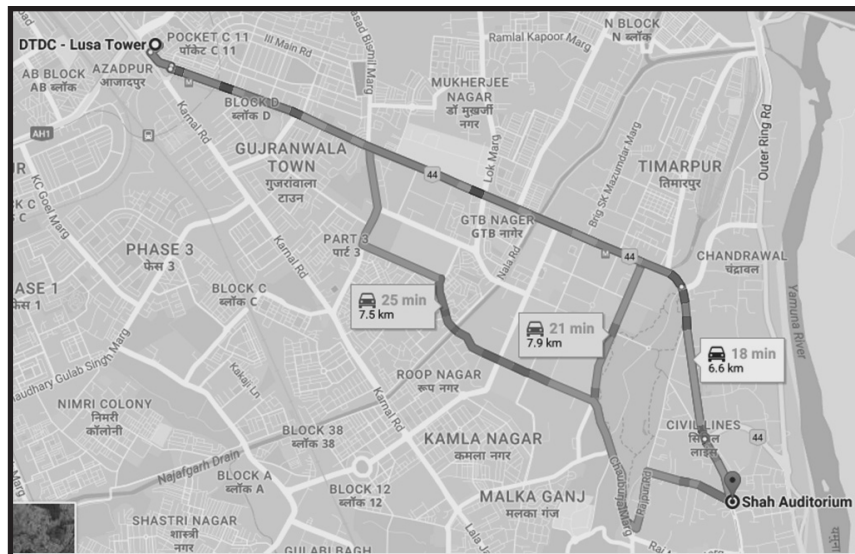
ROUTE MAP TO THE AGM VENUE

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

Date & Time : Wednesday, August 08, 2018 at 12:30 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;

Website: www.insecticidesindia.com; E-mail: investor@insecticidesindia.com;

Telefax: +91 – 11 – 2769700 – 04

ATTENDANCE SLIP

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

Joint shareholders may obtain additional slip at the venue of the Meeting

DP Id*

Folio No.

Client Id*

No. of Shares

NAME AND ADDRESS OF THE SHAREHOLDER:

I/We hereby record my/ our presence at the 21st Annual General Meeting of the members of the Company held on Wednesday, August 08, 2018 at 12:30 p.m. at M.P.C.U. Shah Auditorium, Civil lines, Delhi-110 054

*Applicable for investors holding shares in electronic form

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.

Member's /Proxy's Signature



INSECTICIDES (INDIA) LIMITED

CIN: L65991DL1996PLC083909

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

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Telefax: +91 – 11 – 2769700 – 04

PROXY FORM

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

Name of the Member(s)

Folio No. / Client ID

DP ID

Reg. Address

Email ID

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

1of..... having E-mail Id:.....or failing him;

2of..... having E-mail Id:.....or failing him;

3of..... having E-mail Id:.....or failing him;

and whose signature(s) are appended below as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 21st Annual General Meeting of the members of the Company, to be held on Wednesday, August 08, 2018 at 12:30 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:

** I wish my above proxy to vote in the manner as indicated in the box below:

Resolution		**Optional	
		For	Against
Ordinary Business			
1	Consider and adopt: a. Audited Financial Statement for the financial year ended March 31, 2018 and the Reports of the Board of Directors and Auditors thereon b. Audited Consolidated Financial Statement for the financial year ended March 31, 2018 and the Report of Auditors thereon		
2	Declaration of dividend on Equity Shares for FY Ended March 31, 2018.		
3	Re-appointment of Shri. Hari Chand Aggarwal (DIN: 00577015), a director retiring by rotation.		

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		**Optional	
Special Business			
4	Ratification of remuneration of Cost Auditors for the financial year ending March 31, 2019		
5	Re-appointment of Shri. Hari Chand Aggarwal (DIN: 00577015) as Chairman and Whole-time Director		
6	Re-appointment of Smt. Nikunj Aggarwal (DIN: 06569091) as Whole-time Director.		
7	Revision of Remuneration of Shri Rajesh Aggarwal (DIN: 00576872), Managing Director of the Company		

Signed thisday of.....2018.

Signature of the Shareholder

Affix
Revenue
Stamp

Signature of First proxy holder

Signature of Second proxy holder

Signature of Third proxy holder

Note:

- 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.**
- A proxy need not be a member of the Company and shall prove his identity at the time of attending the Meeting.**
- A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder
- For the Resolutions, Explanatory Statement and Notes, Please refer to the Notice of the 21st Annual General Meeting.
- **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.
- Appointing a proxy does not prevent a member from attending the Meeting in person if he / she so wishes. When a Member appoints a Proxy and both the Member and Proxy attend the Meeting, the Proxy will stand automatically revoked.
- In the case of jointholders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.
- This form of proxy shall be signed by the appointer or his attorney duly authorized in writing, or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it.
- This form of proxy will be valid only if it is duly complete in all respects, properly stamped and submitted as per the applicable law. Incomplete form or form which remains unstamped or inadequately stamped or form upon which the stamps have not been cancelled will be treated as invalid.
- Undated proxy form will not be considered valid.
- If Company receives multiple proxies for the same holdings of a member, the proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies will be treated as invalid.