



Akash Gupta & Associates
Company Secretaries

FORM No. MGT-13
Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

Insecticides (India) Limited
Chairman

17th Annual General Meeting of the Equity Shareholders of Insecticides (India) Limited held on Friday, 19th September 2014 at 1:00 PM M.P.C.U, Shah Auditorium, Civil Lines, Delhi-110054.

Dear Sir,

I, Akash Gupta, Practicing Company Secretary (Membership No: ACS 30099, CP No: 11038), M/s Akash Gupta & Associates, A/18, Gali No 2, Shyam Nagar, New Govind Pura, Chander Nagar Ext., Delhi-110051, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 17th Annual General Meeting of the Equity Shareholders of Insecticides (India) Limited, held on Friday, 19th September, 2014 at 1:00 P.M. at M.P.C.U. Shah Auditorium, Civil Lines, Delhi -110054, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, Two (2) Ballot Boxes kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:





Akash Gupta & Associates
Company Secretaries

(a) Resolution 1 – Proposed as Ordinary Resolution

Adoption of the Audited Financial Statement of the Company for the financial year ended March 31, 2014 together with the Directors' Report and the Auditors' Report:

(i) Votes in the favour of resolution:

No. of the person present and voting (in person or by proxy)	No. of the votes cast by them	% of number of valid votes cast
69	171,491	100

(ii) Votes against the resolution:

No. of the person present and voting (in person or by proxy)	No. of the votes cast by them	% of number of valid votes cast
0	0	0

(iii) Invalid votes:

No. of the person present and voting (in person or by proxy)	No. of the votes cast by them
16	1,118

(b) Resolution 2 – Proposed as Ordinary Resolution

To appoint a Director in place of Mr. Hari Chand Aggarwal (DIN 00577015) who retires by rotation and being eligible offer himself for reappointment.

(i) Votes in the favour of resolution:

No. of the person present and voting (in person or by proxy)	No. of the votes cast by them	% of number of valid votes cast
68	171,481	100





Akash Gupta & Associates
Company Secretaries

(ii) Votes against the resolution:

No. of the person present and voting (in person or by proxy)	No. of the votes cast by them	% of number of valid votes cast
0	0	0

(iii) Invalid votes:

No. of the person present and voting (in person or by proxy)	No. of the votes cast by them
16	1,118

One (1) Shareholder holding 10 shares have participated in poll but did not vote.

(c) Resolution 3 – Proposed as Ordinary Resolution

Declaration of Final Dividend of Rs.3.00 (30%) per Equity Share for the financial year 2013-14:

(i) Votes in the favour of resolution:

No. of the person present and voting (in person or by proxy)	No. of the votes cast by them	% of number of valid votes cast
69	171,491	100

(ii) Votes against the resolution:

No. of the person present and voting (in person or by proxy)	No. of the votes cast by them	% of number of valid votes cast
0	0	0

(iii) Invalid votes:

No. of the person present and voting (in person or by proxy)	No. of the votes cast by them
16	1,118





Akash Gupta & Associates
Company Secretaries

(d) Resolution 4 – Proposed as Ordinary Resolution

Appointment of Auditor and fixing of their remuneration:

(i) Votes in the favour of resolution:

No. of the person present and voting (in person or by proxy)	No. of the votes cast by them	% of number of valid votes cast
67	1,71,466	99.99

(ii) Votes against the resolution:

No. of the person present and voting (in person or by proxy)	No. of the votes cast by them	% of number of valid votes cast
1	15	0.008

(iii) Invalid votes:

No. of the person present and voting (in person or by proxy)	No. of the votes cast by them
16	1,118

One (1) Shareholder holding 10 shares have participated in poll but did not vote.

(e) Resolution 5 – Proposed as Ordinary Resolution

Appointment of Mr. Navneet Goel (DIN- 01752305) as an Independent Director:

(i) Votes in the favour of resolution:

No. of the person present and voting (in person or by proxy)	No. of the votes cast by them	% of number of valid votes cast
67	1,71,466	99.99





Akash Gupta & Associates
Company Secretaries

(ii) Votes against the resolution:

No. of the person present and voting (in person or by proxy)	No. of the votes cast by them	% of number of valid votes cast
1	15	0.008

(iii) Invalid votes:

No. of the person present and voting (in person or by proxy)	No. of the votes cast by them
16	1,118

One (1) Shareholder holding 10 shares have participated in poll but did not vote.

(f) Resolution 6 – Proposed as ordinary Resolution

Appointment of Mr. Gopal Chandra Aggarwal (DIN- 00372830) as an Independent Director:

(i) Votes in the favour of resolution:

No. of the person present and voting (in person or by proxy)	No. of the votes cast by them	% of number of valid votes cast
67	1,71,466	99.99

(ii) Votes against the resolution:

No. of the person present and voting (in person or by proxy)	No. of the votes cast by them	% of number of valid votes cast
1	15	0.008

(iii) Invalid votes:

No. of the person present and voting (in person or by proxy)	No. of the votes cast by them
16	1,118

One (1) Shareholder holding 10 shares have participated in poll but did not vote.





Akash Gupta & Associates
Company Secretaries

(g) Resolution – 7 Proposed as Ordinary Resolution

Appointment of Mr. Navin Shah (DIN- 02701860) as an Independent Director:

(i) Votes in the favour of resolution:

No. of the person present and voting (in person or by proxy)	No. of the votes cast by them	% of number of valid votes cast
67	1,71,466	99.99

(ii) Votes against the resolution:

No. of the person present and voting (in person or by proxy)	No. of the votes cast by them	% of number of valid votes cast
1	15	0.008

(iii) Invalid votes:

No. of the person present and voting (in person or by proxy)	No. of the votes cast by them
16	1,118

One (1) Shareholder holding 10 shares have participated in poll but did not vote.

(h) Resolution 8 – Proposed as Ordinary Resolution

Appointment of Mr. Virjesh Kumar Gupta (DIN- 06382540) as an Independent Director:

(j) Votes in the favour of resolution:

No. of the person present and voting (in person or by proxy)	No. of the votes cast by them	% of number of valid votes cast
67	1,71,466	99.99

(iv) Votes against the resolution:

No. of the person present and voting (in person or by proxy)	No. of the votes cast by them	% of number of valid votes cast
1	15	0.008





Akash Gupta & Associates
Company Secretaries

(v) Invalid votes:

No. of the person present and voting (in person or by proxy)	No. of the votes cast by them
16	1,118

One (1) Shareholder holding 10 shares have participated in poll but did not vote.

(i) Resolution 9 - Proposed as Ordinary Resolution

Appointment of Mr. Anil Kumar Singh (DIN- 02525852) as an Independent Director:

(i) Votes in the favour of resolution:

No. of the person present and voting (in person or by proxy)	No. of the votes cast by them	% of number of valid votes cast
67	1,71,466	99.99

(ii) Votes against the resolution:

No. of the person present and voting (in person or by proxy)	No. of the votes cast by them	% of number of valid votes cast
1	15	0.008

(iii) Invalid votes:

No. of the person present and voting (in person or by proxy)	No. of the votes cast by them
16	1,118

One (1) Shareholder holding 10 shares have participated in poll but did not vote.

(j) Resolution 10 – Proposed as Ordinary Resolution

Alteration in the terms of appointment of Mr. Hari Chand Aggarwal (DIN 00577015),
Whole-time Director:





Akash Gupta & Associates
Company Secretaries

(i) Votes in the favour of resolution:

No. of the person present and voting (in person or by proxy)	No. of the votes cast by them	% of number of valid votes cast
67	1,71,480	100

(ii) Votes against the resolution:

No. of the person present and voting (in person or by proxy)	No. of the votes cast by them	% of number of valid votes cast
0	0	0

(iii) Invalid votes:

No. of the person present and voting (in person or by proxy)	No. of the votes cast by them
16	1,118

Two (2) Shareholder holding 11 shares have participated in poll but did not vote.

(k) Resolution 11 – Proposed as Ordinary Resolution

Alteration in the terms of appointment of Mrs. Nikunj Aggarwal (DIN 06569091),
Whole-time Director:

(i) Votes in the favour of resolution:

No. of the person present and voting (in person or by proxy)	No. of the votes cast by them	% of number of valid votes cast
66	1,71,465	99.99

(ii) Votes against the resolution:

No. of the person present and voting (in person or by proxy)	No. of the votes cast by them	% of number of valid votes cast
1	15	0.008





Akash Gupta & Associates
Company Secretaries

(iii) Invalid votes:

No. of the person present and voting (in person or by proxy)	No. of the votes cast by them
16	1,118

Two (2) Shareholder holding 11 shares have participated in poll but did not vote.

(I) Resolution 12 – Proposed as Ordinary Resolution

Approval of the remuneration of the Cost Auditors for the financial year 2014-15:

(i) Votes in the favour of resolution:

No. of the person present and voting (in person or by proxy)	No. of the votes cast by them	% of number of valid votes cast
67	1,71,474	99.99

(ii) Votes against the resolution:

No. of the person present and voting (in person or by proxy)	No. of the votes cast by them	% of number of valid votes cast
1	7	0.004

(iii) Invalid votes:

No. of the person present and voting (in person or by proxy)	No. of the votes cast by them
16	1,118

One (1) Shareholder holding 10 shares have participated in poll but did not vote.

(m) Resolution 13 – Proposed as Special Resolution

Authorizing the borrowing up to Rs.800 Crore under Section 180(1)(c) of the Companies Act, 2013:





Akash Gupta & Associates
Company Secretaries

(i) Votes in the favour of resolution:

No. of the person present and voting (in person or by proxy)	No. of the votes cast by them	% of number of valid votes cast
63	1,71,446	99.98

(ii) Votes against the resolution:

No. of the person present and voting (in person or by proxy)	No. of the votes cast by them	% of number of valid votes cast
4	34	0.0198

(iii) Invalid votes:

No. of the person present and voting (in person or by proxy)	No. of the votes cast by them
16	1,118

Two (2) Shareholders holding 11 shares have participated in poll but did not vote.

(n) Resolution 14 – Proposed as Special Resolution

Authorizing for creation of mortgage/charge over the property (ies) of the Company of Section 180(1)(a) of the Companies Act, 2013:

(i) Votes in the favour of resolution:

No. of the person present and voting (in person or by proxy)	No. of the votes cast by them	% of number of valid votes cast
63	1,71,446	99.98

(ii) Votes against the resolution:

No. of the person present and voting (in person or by proxy)	No. of the votes cast by them	% of number of valid votes cast
4	34	0.0198





Akash Gupta & Associates
Company Secretaries

(iii) Invalid votes:

No. of the person present and voting (in person or by proxy)	No. of the votes cast by them
16	1,118

Two (2) Shareholders holding 11 shares have participated in poll but did not vote.

(o) Resolution 15 – Proposed as Special Resolution

Authorization for related party transactions under Section 188 (1) of the Companies Act, 2013:

(i) Votes in the favour of resolution:

No. of the person present and voting (in person or by proxy)	No. of the votes cast by them	% of number of valid votes cast
66	1,71,465	99.99

(ii) Votes against the resolution:

No. of the person present and voting (in person or by proxy)	No. of the votes cast by them	% of number of valid votes cast
1	15	0.008

(iii) Invalid votes:

No. of the person present and voting (in person or by proxy)	No. of the votes cast by them
16	1,118

Two (2) Shareholders holding 11 shares have participated in poll but did not vote.

(p) Resolution 16 – Proposed as Special Resolution

Adoption of new Article of Association of the Company containing regulation in conformity with the Companies Act, 2013:





Akash Gupta & Associates
Company Secretaries

(j) Votes in the favour of resolution:

No. of the person present and voting (in person or by proxy)	No. of the votes cast by them	% of number of valid votes cast
64	1,71,463	99.99

(iv) Votes against the resolution:

No. of the person present and voting (in person or by proxy)	No. of the votes cast by them	% of number of valid votes cast
1	15	0.008

(v) Invalid votes:

No. of the person present and voting (in person or by proxy)	No. of the votes cast by them
16	1,118

Four (4) Shareholders holding 13 shares have participated in poll but did not vote.

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking You,
Yours faithfully,

Place: Delhi
Date: 22nd September 2014



Akash Gupta
(Scrutinizer)
M. No.: 30099
CP.No.: 11038
Add: A-18, Gali No. 2,
Shyam Nagar, New
Gobind Pura,
Chander Nagar Ext., Delhi-110051