



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,

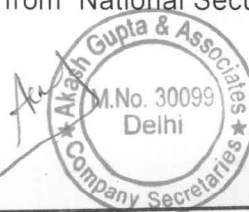
Insecticides (India) Limited
Chairman

Report on the postal ballot notice dated 2nd day of December 2014 of M/s
Insecticides (India) Limited conducted through e-voting and postal ballot as per
provisions of Sec 110 of Companies Act, 2013 read with Rule 22 Companies
(Management & Administration) Rules, 2014.

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 postal ballot taken on the below mentioned resolution(s), of M/s Insecticides (India) Limited, vide postal ballot notice dated 2nd December 2014, I hereby submit the report as under:

1. The Chairman had fixed the time for polling on 1st Jan 2015 (10:00am) to 3rd Jan 2015 (5:00 pm) for the purpose of e-voting. The Last date to receive the postal ballot forms duly completed and signed by the members was 3rd Jan 2015 up to 5:00 pm. The company had sent the postal ballot notice to all the Members of the Company electronically on 8th Dec 2014 & for the other Shareholders, the postal ballot notice has been sent by permitted mode dispatch which was completed on 3rd Dec 2014, whose names appear on the Register of members / list of Beneficial Owners, as received from National Securities



Depository Limited (NSDL) / Central Depository Services Limited (CDSL) on Friday, November 21, 2014 (Cutoff date). I have unblocked the e-voting results and received the postal ballot by 3rd January 2015 at 05:30 pm.

2. The ballot papers were subsequently opened in my presence and papers were diligently scrutinized. The ballot papers were duly verified by the data as provided by the Company/ Registrar and Transfer Agents of the Company and the authorizations lodged with the Company.
3. Particulars of the Postal Ballot Forms received including the votes casted through e-Voting from /by the members have been entered in the register separately maintained for the purpose.
4. The ballot papers which were incomplete, unsigned or incorrectly ticked and/or which were otherwise found defective have been treated as invalid and kept separately.
5. The result of the Postal Ballot is as under:

(a) Resolution 1 – Proposed as Ordinary Resolution

Increase in Authorised Share Capital and consequent alteration of Memorandum of Association of the Company.

(i) Votes in the favour of resolution:

No. of the persons voting through ballot paper (in person)	No. of the votes cast by them	% of number of valid votes cast
37	8058	100

(ii) Votes against the resolution:

No. of the persons voting through ballot paper (in person)	No. of the votes cast by them	% of number of valid votes cast
0	0	0



(iii) Invalid votes:

No. of the persons voting through ballot paper (in person)	No. of the votes cast by them
9	1,429

One (1) Shareholder holding 100 shares have participated in ballot paper but did not vote.

Combined Results of Postal Ballot/ E-Voting

Resolution No. 1.	Particulars of votes cast							
		Electronic Voting		Ballot paper		Voting Results		% of Total Valid Votes cast through paid-up capital
		No.(A)	% of Valid Vote	No.(B)	% of Valid Vote	No. (A+B)	% of total Valid Vote	
Special Business	Ordinary Resolution for Increase in Authorised Share Capital and consequent alteration of Memorandum of Association of the Company.							
	Votes cast in favour	9,129,854	100	8,058	100	9,137,912	100	72.04
	Votes Cast against	0	0	0	0	0	0	0

(b) Resolution 2 – Proposed as Special Resolution

Alteration of Object Clause III of Memorandum of Association of the Company.



(i) Votes in the favour of resolution:

No. of the persons voting through ballot paper (in person)	No. of the votes cast by them	% of number of valid votes cast
36	7978	100

(ii) Votes against the resolution:

No. of the persons voting through ballot paper (in person)	No. of the votes cast by them	% of number of valid votes cast
0	0	0

(iii) Invalid votes:

No. of the persons voting through ballot paper (in person)	No. of the votes cast by them
10	1,509

One (1) Shareholder holding 100 shares have participated in ballot paper but did not vote.

Combined Results of Postal Ballot/ E-Voting

Resolution No. 2	Particulars of votes cast						
	Electronic Voting		Ballot paper		Voting Results		% of Total Valid Votes cast through paid-up capital
	No.(A)	% of Valid Vote	No.(B)	% of Valid Vote	No. (A+B)	% of total Valid Vote	



Special Business	Special Resolution for Alteration of Object Clause III of Memorandum of Association of the Company.							
	Votes cast in favour	9,129,854	100	7,978	100	9,137,832	100	72.04
	Votes Cast against	0	0	0	0	0	0	0

(c) Resolution 3 – Proposed as Special Resolution

Issue of Bonus Shares:

(i) Votes in the favour of resolution:

No. of the persons voting through ballot paper (in person)	No. of the votes cast by them	% of number of valid votes cast
36	7978	100

(ii) Votes against the resolution:

No. of the persons voting through ballot paper (in person)	No. of the votes cast by them	% of number of valid votes cast
0	0	0

(iii) Invalid votes:

No. of the persons voting through ballot paper (in person)	No. of the votes cast by them
10	1,509



One (1) Shareholder holding 100 shares have participated in ballot paper but did not vote.

Combined Results of Postal Ballot/ E-Voting

Resolution No. 3	Particulars of votes cast							
		Electronic Voting		Ballot paper		Voting Results		% of Total Valid Votes cast through paid-up capital
		No.(A)	% of Valid Vote	No.(B)	% of Valid Vote	No. (A+B)	% of total Valid Vote	
Special Business	Special Resolution for Issue of Bonus Shares							
	Votes cast in favour	9,129,854	100	7978	100	9,137,832	100	72.04
	Votes Cast against	0	0	0	0	0	0	0

(d) Resolution 4 – Proposed as Special Resolution

Approval under Sec 180(1)(a) of the Companies Act, 2013

(i) Votes in the favour of resolution:

No. of the persons voting through ballot paper (in person)	No. of the votes cast by them	% of number of valid votes cast
29	7,663	96.65

(ii) Votes against the resolution:



No. of the persons voting through ballot paper (in person)	No. of the votes cast by them	% of number of valid votes cast
6	265	3.34

(iii) **Invalid votes:**

No. of the persons voting through ballot paper (in person)	No. of the votes cast by them
10	1,509

Two (2) Shareholder holding 150 shares have participated in ballot paper but did not vote.

Combined Results of Postal Ballot/ E-Voting

Resolution No. 4	Particulars of votes cast							
		Electronic Voting		Ballot paper		Voting Results		% of Total Valid Votes cast through paid-up capital
		No.(A)	% of Valid Vote	No.(B)	% of Valid Vote	No. (A+B)	% of total Valid Vote	
Special Business	Special Resolution for Approval under Sec 180(1)(a) of the Companies Act, 2013							
	Votes cast in favour	9,129,848	99.99	7,663	96.65	9,137,511	99.99	72.04
	Votes Cast against	6	0.00006	265	3.34	271	0.002	0.002



(e) Resolution 5 – Proposed as Special Resolution

Approval under Sec 186 of the Companies Act, 2013

(i) Votes in the favour of resolution:

No. of the persons voting through ballot paper (in person)	No. of the votes cast by them	% of number of valid votes cast
28	4663	94.62

(ii) Votes against the resolution:

No. of the persons voting through ballot paper (in person)	No. of the votes cast by them	% of number of valid votes cast
6	265	5.37

(iii) Invalid votes:

No. of the persons voting through ballot paper (in person)	No. of the votes cast by them
11	4,509

Two (2) Shareholder holding 150 shares have participated in ballot paper but did not vote.



Combined Results of Postal Ballot/ E-Voting

Resolution No. 5	Particulars of votes cast							
		Electronic Voting		Ballot paper		Voting Results		% of Total Valid votes cast through paid-up capital
		No.(A)	% of Valid Vote	No.(B)	% of Valid Vote	No. (A+B)	% of total Valid Vote	
Special Business	Special Resolution for Approval under Sec 186 of the Companies Act, 2013							
	Votes cast in favour	9,129,854	100	4,663	94.62	9,134,517	99.99	72.02
	Votes Cast against	0	0	265	5.37	265	0.002	0.002

6. 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.
7. The ballot 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: 9th January 2015



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(Scrutinizer)
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