



CIN: L65991DL1996PLC083909

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

investor@insecticidesindia.com

www.insecticidesindia.com

NOTICE OF THE 29TH ANNUAL GENERAL MEETING

Notice is hereby given that the 29th Annual General Meeting ("AGM") of the members of **INSECTICIDES (INDIA) LIMITED ("the Company")** will be held on Wednesday, 12th day of August 2026, at 03:00 PM Indian Standard Time (IST), through Video Conferencing ("VC") facility, to transact the following businesses. The venue of the meeting shall be deemed to be the registered office of the Company at 401-402, Lusa Tower, Azadpur Commercial Complex, Delhi – 110033, Delhi, India.

Ordinary Business:

Item No. 1 - Adoption of Financial Statements

To receive, consider and adopt the Audited standalone and consolidated Financial Statements for the Financial Year ended March 31, 2026 and the Reports of the Board of Directors and Auditors thereon.

Item No. 2 - Confirmation of payment of Interim Dividend as Final Dividend

To confirm the payment of Interim Dividend of Rs. 2/- (Rupees Two only) per equity share having face value of Rs. 10/- (Rupees Ten only) each already paid during the year as the Final Dividend for the financial year ended March 31, 2026.

Item no. 3 - Re-appointment of Shri Anil Kumar Goyal (DIN: 09707818) as a director liable to retire by rotation

To appoint a director in place of Shri Anil Kumar Goyal who retires by rotation and, being eligible, seeks re-appointment.

Explanation: Based on the terms of appointment, Shri Anil Kumar Goyal (DIN: 09707818) is subject to retirement by rotation. Shri Anil Kumar Goyal, who was appointed for the current term on August 20, 2022 for the period of five years and whose office is liable to retire at the ensuing AGM, being eligible, seeks re-appointment. Based on performance evaluation and the recommendation of the nomination, remuneration and ethics committee, the Board recommends his reappointment.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and rules made thereunder (including any statutory modification and re-enactment thereof) and other applicable provisions of the Companies Act, 2013, the approval of members of the

Company, be and is hereby accorded to reappoint Shri Anil Kumar Goyal (DIN: 09707818) as a director, who is liable to retire by rotation."

Special Business:

Item No. 4 - Ratification of remuneration of Cost Auditors for the financial year 2026-27

To consider and if thought fit, to 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 of AGM, to be paid to 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, 2027, be and is hereby ratified.

RESOLVED FURTHER that the Board of Directors (including any Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution."

Item No. 5 – Appointment of Shri Sanskar Aggarwal (DIN:09675297) as Whole-time Director of the Company

To appoint Shri Sanskar Aggarwal as Whole-time Director and, in this regard, to pass, the following resolution as a **Special Resolution**:

"RESOLVED that in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other rules made thereunder and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded for the appointment of Shri Sanskar

Aggarwal (DIN: 09675297), as a Whole-time Director of the Company, liable to retire by rotation, for a term of 5 (five) years w.e.f. May 28, 2026, on the terms and conditions including remuneration as set out in the Statement annexed to this Notice convening this Meeting, with a liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall include the Nomination, Remuneration and Ethics Committee of the Board) to vary the terms and conditions of the said appointment and / or remuneration as it may deem fit;

RESOLVED FURTHER that the Board of Directors (including any Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution."

Item No. 6 - Approval of Insecticides (India) Limited Employees Stock Purchase Scheme 2026

To consider and if thought fit, to pass the following resolutions as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 62(1) (b) of Companies Act, 2013, read with Rule 12 of Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any amendment thereto or re-enactment thereof), Regulation 6(1), Part B of Chapter III and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (**"SEBI (SBEB & SE) Regulations"**), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI (LODR) Regulations"**), relevant provisions of Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines / Circulars in that behalf and subject further to such other approval(s), consent(s), permission(s) and / or sanction(s) as may be necessary from the appropriate regulatory authority(ies) / institution(s) and such conditions and modifications as may be prescribed / imposed by the appropriate regulatory authority(ies) / institution(s) while granting such approval(s), consent(s), permission(s) and/ or sanction(s), the consent of the Members of the Company be and is hereby accorded for approval of Insecticides (India) Limited Employees Stock Purchase Scheme 2026 (**"IL ESPS Scheme 2026/Scheme"**) and the Board of Directors (*hereinafter referred to as the "Board of Directors" which term shall be deemed to include any Committee, including the Nomination Remuneration and Ethics Committee, which the Board of Directors has constituted to exercise its powers, including the powers, conferred by this resolution*) be and is hereby authorised to create, offer, issue and allot under the Scheme, in one or more tranches, 2,00,000 (Two Lakhs) (not exceeding 1%

of the existing paid-up share capital of the Company) Equity Shares (**"Shares"**) (*or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time*) of face value of Rs. 10/- each, to or for the benefit of Employees and Directors of the Company, its Subsidiary Company(ies), in India or outside India of the Company (as defined under the Scheme) and to such other persons as may, from time to time, be allowed to be eligible for the benefits of the Scheme (as permitted under the applicable laws from time to time), on such terms and in such manner as the Board of Directors may decide in accordance with the provisions of the applicable laws and the provisions of the Scheme.

RESOLVED FURTHER THAT the Scheme shall be administered by the Nomination Remuneration and Ethics Committee (**"Committee"**) of the Company who shall have all necessary powers as defined in the Scheme and is hereby designated as Compensation Committee in pursuance of the SEBI (SBEB & SE) Regulations for the purpose of administration and superintendence of the Scheme.

RESOLVED FURTHER THAT the Scheme shall be implemented through direct route, wherein fresh Equity Shares shall be allotted to the Employees in terms of the Scheme.

RESOLVED FURTHER THAT the Shares to be issued and allotted by the Company under the Scheme shall rank pari-passu in all respects with the then existing Shares of the Company and remain lock in for a period of 1 (one) year from the date of allotment.

RESOLVED FURTHER THAT the Company shall conform to the applicable accounting policies, guidelines or accounting standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take requisite steps for listing the Equity Shares allotted under the Scheme, from time to time, on the Stock Exchanges where the Equity Shares of the Company are listed.

RESOLVED FURTHER THAT the Board of Directors and the Compensation Committee, subject to compliance with the SEBI (SBEB & SE) Regulations and other applicable laws, rules and regulations, be and are hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme and to do all such acts, deeds, matters and things as it may in its absolute discretion deems fit for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or

termination of the Scheme and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary including but not limited to appoint Advisors, Merchant Bankers, Consultants or Representatives, being incidental for the effective implementation and administration of the Scheme and to make applications to the appropriate Authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution and for carrying out any or all of the activities that the Board of Directors are authorized to do for the purpose of giving effect to this resolution."

Item No. 7 - Approval of Extending benefit of Insecticides (India) Limited Employees Stock Purchase Scheme 2026 to the Employees of Subsidiary and Associate Company(ies) in India or Outside India.

To consider and, if thought fit, to pass, the following resolutions, as **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 62(1) (b) of Companies Act, 2013, read with Rule 12 of Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013, and Rules framed thereunder (including any statutory modification(s) or re-enactment thereof), Regulation 6(3)(c) and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (**"SEBI (SBEB & SE) Regulations"**), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI (LODR) Regulations"**), Foreign Exchange Management Act, 1999 and the rules or regulations made thereunder as amended, and master circulars or notifications/guidelines as notified by the Reserve Bank of India ("RBI"), relevant provisions of Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines / Circulars in that behalf and subject further to such other approval(s), consent(s), permission(s), and / or sanction(s) as may be necessary from

the appropriate regulatory authority(ies) / institution(s) and such conditions and modifications as may be prescribed / imposed by the appropriate regulatory authority(ies) / institution(s) while granting such approval(s), consent(s), permission(s) and / or sanction(s), the consent of the Members of the Company be and is hereby accorded to the Board of Directors (*hereinafter referred to as the "Board of Directors" which term shall be deemed to include any Committee, including the Nomination Remuneration and Ethics Committee, which the Board of Directors has constituted to exercise its powers, including the powers, conferred by this resolution*), to extend the benefits of Insecticides (India) Limited Employees Stock Purchase Scheme 2026 (**"IIL ESPS Scheme 2026/Scheme"**) including issuance and allotment of Equity Shares (**"Shares"**) thereunder, to or for the benefit of Employees and Directors of the Subsidiary Company(ies) in India or outside India, of the Company and to such other persons as may, from time to time, be allowed to be eligible for the benefits of the Scheme (as permitted under the applicable laws from time to time), on such terms and in such manner as the Board of Directors may decide in accordance with the provisions of the applicable laws and the provisions of the Scheme.

RESOLVED FURTHER THAT the Shares to be issued and allotted by the Company under the Scheme shall rank pari -passu in all respects with the then existing Shares of the Company and remain lock in for a period of 1 (one) year from the date of allotment.

RESOLVED FURTHER THAT the Company shall conform to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary for the effective implementation and administration of the Scheme and to make applications to the appropriate authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution and for carrying out any or all of the activities that the Board of Directors is authorised to do for the purpose of giving effect to this resolution."

Insecticides (India) Limited
CIN: L65991DL1996PLC083909
401-402, Lusa Tower,
Azadpur Commercial Complex,
Delhi – 110033
investor@insecticidesindia.com
www.insecticidesindia.com

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

Sandeep Kumar
Company Secretary & CCO
Delhi, May 28, 2026

Notes:

1. In terms of latest General Circular No. 03/2025 dated September 22, 2025 and earlier circulars issued in regard to AGM through VC/OAVM by the Ministry of Corporate Affairs ("MCA circular") read with the Circulars issued from time to time by SEBI and in compliance with the provisions of the Companies Act, 2013 ("Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation, 2015 ("Listing Regulations"), has permitted the holding of the Annual General Meeting ("AGM") through VC/ OAVM, without the physical presence of the Members at a common venue. The 29th Annual General Meeting (AGM) of the members of the Company is being conducted through VC/OAVM on Wednesday, August 12, 2026 at 03:00 p.m. The deemed venue of the proceedings of the 29th AGM shall be the Registered Office of the Company situated at 401-402, Lusa Tower, Azadpur Commercial Complex, Delhi – 110033.
2. An Explanatory statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM is annexed hereto.
3. The relevant details, pursuant to Regulation 36(3) and other applicable provisions of the Listing Regulations and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment/re-appointment at this AGM is annexed hereto.
4. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC / OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THE 29TH AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP ARE NOT ANNEXED TO THIS NOTICE.**
5. Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned certified copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization/POA etc., authorizing its representative to attend the AGM through VC on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through its registered e-mail address to associatemd@gmail.com with a copy marked to investor@insecticidesindia.com and evoting@cdslindia.co.in and upload by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login at www.evotingindia.com or sent through post to the registered office of the company.
8. Company is convening its 29th AGM through VC hence no physical presence of members, directors, auditors and other eligible persons shall be required at the deemed venue.
9. In line with the MCA Circulars, the Notice of the AGM along with the Annual Report 2025-26 is being sent by electronic mode to those Members whose email addresses are registered with the Company/Depository Participants, unless any Member has requested for a physical copy of the same. The Company shall send a physical copy of the Annual Report 2025-26 to those Members who request the same at investor@insecticidesindia.com mentioning their Folio No. / DP ID and Client ID. The Notice convening the 29th AGM has been uploaded on the website of the Company at www.insecticidesindia.com under 'Investors' section and can also be accessed on the websites of the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL at <https://evotingindia.com>
10. The Register of directors and key managerial personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents

referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. August 12, 2026. Members who wish to inspect such documents can send their request to the Company at investor@insecticidesindia.com by mentioning name and Folio number/DPID and Client ID.

11. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before August 09, 2026 through e-mail on investor@insecticidesindia.com. The same will be replied by the Company suitably.

12. The **"Cut-off Date"** for determining eligibility of the members for the purpose of remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting during the AGM is Tuesday the 05th day of August, 2026.

13. TDS on Dividend paid or distributed:

In term of the provisions of the Income Tax Act, 1962, dividend paid or distributed by the company shall be taxable in the hands of the Shareholders and the Company is required to deduct TDS from dividend paid to the Members at rates prescribed in the Income Tax Act, 1961. In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, Permanent Account Number ('PAN'), Category as per the IT Act with their Depository Participants ('DPs') or in case shares are held in physical form, with the Company/Alankit Assignments Limited, Registrar and Transfer Agent ('Registrar' or 'RTA' or 'AAL') by sending documents through email. The detailed process is available on the website of the Company at: <https://www.insecticidesindia.com>

Updation of mandate for receiving dividends directly in bank account through Electronic Clearing System or any other means in a timely manner:

Shares held in physical form: Members are requested to send the following documents in original to AAL.

- i. Form ISR-1 along with the supporting documents. The said form is available on the website of the Company at <https://www.insecticidesindia.com/wp-content/uploads/2022/01/ISR-1.pdf>.

- ii. original cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly. In case name of the holder is not available on the cheque, kindly submit the following documents:-

- cancelled cheque in original.
- bank attested legible copy of the first page of the Bank Passbook / Bank Statement bearing the names of the account holders, address, same bank account number and type as on the cheque leaf and the full address of the Bank branch.

- iii. self-attested photocopy of the PAN Card of all the holders; and

- iv. self-attested photocopy of any document (such as Aadhaar Card, Driving Licence, Election Identity Card, Passport) in support of the address of the first holder as registered with the Company.

Shares held in electronic form: Members may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not be able to accede to any direct request from such Members for change/addition/deletion in such bank details. Accordingly, the Members holding shares in demat form are requested to ensure that their DPs update their Electronic Bank Mandate.

Further, please note that instructions, if any, already given by the Members in respect of shares held in physical form will not be automatically applicable to the dividend paid on shares held in electronic form.

For Members who are unable to receive the dividend directly in their bank accounts through Electronic Clearing Service or any other means due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant/demand draft to such Members.

14. Unpaid/Unclaimed Dividend

Pursuant to the provisions of Section 124 of the Act, the dividend which remains unpaid/unclaimed for a period of seven consecutive years from the date of transfer to the unpaid dividend account of the Company is required to be transferred to the Investor Education and Protection Fund

('IEPF') established by the Central Government. Members are also requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, the shares in respect of such unclaimed dividends are also liable to be transferred to the DEMAT account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The due date for transfer of unclaimed / unpaid dividend or shares to IEPF is available on the website of the company at https://insecticidesindia.com/wp-content/uploads/2026/06/List-of-Shares-to-be-transferred-to-IEPF_2.pdf. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in

The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3 November, 2021.

15. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25 January, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website.
16. MEMBERS HOLDING EQUITY SHARES OF THE COMPANY IN PHYSICAL FORM ARE REQUESTED TO KINDLY GET THEIR EQUITY SHARES CONVERTED INTO DEMAT/ELECTRONIC FORM TO GET INHERENT BENEFITS OF DEMATERIALISATION AND ALSO CONSIDERING THAT PHYSICAL TRANSFER OF EQUITY SHARES/ISSUANCE OF EQUITY SHARES IN PHYSICAL FORM HAVE BEEN DISALLOWED BY SEBI. SEBI HAS MADE IT MANDATORY FOR ALL COMPANIES TO USE THE BANK ACCOUNT DETAILS FURNISHED BY THE DEPOSITORIES AND THE BANK ACCOUNT DETAILS MAINTAINED BY THE RTA FOR PAYMENT OF DIVIDEND TO MEMBERS ELECTRONICALLY. THE COMPANY HAS EXTENDED THE FACILITY OF ELECTRONIC CREDIT OF DIVIDEND DIRECTLY TO THE RESPECTIVE BANK ACCOUNTS

OF THE MEMBER(S) THROUGH ELECTRONIC CLEARING SERVICE (ECS)/NATIONAL ELECTRONIC CLEARING SERVICE (NECS)/AUTOMATED CLEARING HOUSE (ACH)/REAL TIME GROSS SETTLEMENT (RTGS)/DIRECT CREDIT/ IMPS/NEFT ETC.

17. AS PER REGULATION 40 OF SEBI LISTING REGULATIONS, AS AMENDED, SECURITIES OF LISTED COMPANIES CAN BE TRANSFERRED ONLY IN DEMATERIALIZED FORM WITH EFFECT FROM, APRIL 1, 2019, EXCEPT IN CASE OF REQUEST RECEIVED FOR TRANSMISSION OR TRANSPOSITION OF SECURITIES. IN VIEW OF THIS AND TO ELIMINATE ALL RISKS ASSOCIATED WITH PHYSICAL SHARES AND FOR EASE OF PORTFOLIO MANAGEMENT, MEMBERS HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO CONSIDER CONVERTING THEIR HOLDINGS TO DEMATERIALIZED FORM. MEMBERS CAN CONTACT THE COMPANY OR COMPANY'S REGISTRARS AND TRANSFER AGENTS, ALANKIT ASSIGNMENTS LIMITED ("AAL").
18. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to AAL in case the shares are held by them in physical form.
19. **Nomination facility:** 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 SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or Form SH-14 as the case may be. The said forms can be downloaded from the website of the Company at www.insecticidesindia.com Members are requested to submit the requisite form to their DPs in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, quoting their folio no.
20. **Members may contact AAL at rameshk1@alankit.com for any assistance relating to the shares of the Company.**
21. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as

possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DPs and holdings should be verified from time to time.

22. Process for registering email addresses to receive the credentials for remote e-Voting along with this Notice:

Member, whose email address is not registered with the Company/RTA or with their respective DPs and who wish to receive the credentials for remote e-Voting along with the Notice of the 29th AGM and the Annual Report 2025-26 can get their email address registered by sending a request to the Company at investor@insecticidesindia.com on or before 5.00 p.m. (IST) on August 05, 2026.

23. Registration of email addresses permanently with the Company / DPs:

To support the Green initiative, Members are requested to register their email addresses with their concerned DPs, in respect of electronic holding and with AAL, in respect of physical holding. Further, those members who have already registered their email addresses are requested to keep their email addresses validated/updated with their DPs/ AAL for all future communications.

24. In terms of the provisions of Section 152 of the Act, Shri Anil Kumar Goyal, Whole-time Director of the Company, retire by rotation at this Meeting. Nomination, Remuneration and Ethics Committee and the Board of Directors of the Company recommended his re-appointment. The details of Shri Anil Kumar Goyal, Whole Time Director, seeking re-appointment, pursuant to Regulation 36(3) of the SEBI Listing Regulations, 2015 and other applicable provisions are annexed herewith this notice. The Company has received the requisite consents/declarations for the appointment/re-appointment under the Companies Act, 2013 and the rules made thereunder.

25. The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting during the AGM. The process and instructions for remote e-voting are provided in the subsequent pages. Such remote e-voting facility is in addition to voting that will take place at the 29th AGM being held through VC.

26. Instructions for electronic voting and joining the AGM through Video Conferencing (VC)

(i) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the

Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), read with SEBI circulars and MCA Circulars the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

(ii) The Members can join the AGM in the VC mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination Remuneration and Ethics Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

(iii) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

(iv) In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.insecticidesindia.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

(v) The AGM has been convened through VC in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars.

- (vi) Pursuant to MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC and cast their votes through e-voting.
- (vii) 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. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or e-voting during the AGM. Those who are not Members on the cut-off date should accordingly treat this Notice as for information purposes only
- (viii) Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if he/she is already registered with CDSL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
- (ix) Members who hold shares in the certificate form or who have not registered their e-mail addresses with the Company or with the Depositories and wish to receive the AGM Notice and the Report and Accounts, or participate in the AGM, or cast their votes through remote e-voting or e-voting during the meeting, are required to register their e-mail addresses on the Company's corporate website under the section 'Investor's desk'. Alternatively, Members may send a letter requesting for registration of their e-mail addresses, mentioning their name and DP ID & Client ID / folio number, by post to the registered office of the company or scanned copy thereof through e-mail at investor@insecticidesindia.com.
- (x) Members who would like to express their views or ask questions with respect to the agenda items of the meeting will be required to register themselves as speaker by sending e-mail to the Company at investor@insecticidesindia.com from their registered e-mail address, mentioning their name, DP ID & Client ID / folio number and mobile number. Only those Members

who have registered themselves as speaker by August 05, 2026 will be able to speak at the meeting. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time, for smooth conduct of the AGM.

(xi) **The process and manner for remote e-voting and joining virtual meetings are as under:**

- a) The voting period begins on **August 08, 2026 at 09:00 AM and ends on August 11, 2026 at 05:00 PM. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 05, 2026** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- b) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- c) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

d) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with

Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdEasDirectReg.jsp. 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- e) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
 - 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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. 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.

- f) After entering these details appropriately, click on “SUBMIT” tab.
- g) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- h) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- i) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

- j) 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.
- k) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- l) 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.
- m) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- n) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- o) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- p) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- q) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - 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 will be mapped automatically & can be delink in case of any wrong mapping.

- It is Mandatory that, 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.
- Alternatively non-individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investor@insecticidesindia.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

27. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES:

- 1) For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by e-mail to Company/RTA email id.
- 2) For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
- 3) For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

28. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting

will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investor@insecticidesindia.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investor@insecticidesindia.com. These queries will be replied to by the company suitably by e-mail.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
10. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
11. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting

through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

29. Other Instructions

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evotingindia.com to reset the password.
2. If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 2109911.
3. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.
4. The Board of Directors has appointed Mr. Mayank Dubey, Practicing Company Secretary (Membership No. F9203; CP 10819), as the scrutinizer ("Scrutinizer") to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
5. 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, 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.

6. The facility for joining the AGM shall open 30 minutes before the scheduled time for commencement of the AGM and shall be closed after the expiry of 30 minutes after such schedule time.
7. 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 after the declaration of Results by the Chairman or a person authorized by him. 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.

Insecticides (India) Limited

CIN: L65991DL1996PLC083909

401-402, Lusa Tower,
Azadpur Commercial Complex,
Delhi – 110033investor@insecticidesindia.comwww.insecticidesindia.com

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

Sandeep Kumar
Company Secretary & CCO
Delhi, May 28, 2026

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

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 4 to 7 of the accompanying Notice dated May 28, 2026:

Item No. 4

Ratification of remuneration of Cost Auditors for the financial year 2026-27

Pursuant to Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company is required to have the audit of its cost records conducted by a Cost Accountant in practice. Further, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board, must be ratified by the Members of the Company.

Aggarwal Ashwani K. & Associates, Cost Accountant, Firm Registration No. 100191, have furnished certificates regarding their eligibility for appointment as Cost Auditors of the Company.

The Board of Directors at its meeting held on May 28, 2026, on the recommendation of the Audit Committee, has approved the appointment and remuneration of Aggarwal Ashwani K & Associates, Cost Accountant, Firm Registration No. 100191, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2027, at a remuneration of Rs. 6,95,000/- (Rupees Six Lakhs Ninety-Five Thousand Only) plus applicable taxes and out of pocket expenses.

Accordingly, consent of Members is sought by way of an Ordinary Resolution as set out at Item No. 4 of the Notice for the ratification of the remuneration amounting to Rs. 6,95,000 plus applicable taxes and out-of-pocket expenses payable to the Cost Auditors for the financial year ending March 31, 2027.

None of the Directors or Key Managerial Personnel ('KMP') of the Company and their respective relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the accompanying Notice.

Item No. 5

Appointment of Shri Sanskar Aggarwal (DIN:09675297) as Whole-time Director of the Company

The Board of Directors of the Company, pursuant to the recommendation of the Nomination, Remuneration and Ethics committee ("NREC Committee"), has appointed Shri Sanskar

Aggarwal (DIN:09675297) as Whole-time Director (Additional) of the Company, liable to retire by rotation, at its meeting held on May 28, 2026. His appointment is for a term of five (5) years with effect from May 28, 2026 and is subject to the approval of the members of the Company.

Broad particulars of the terms of appointment and remuneration payable to Shri Sanskar Aggarwal are as under:

I. Basic Salary:

Rs. 3,00,000/- (Rupees Three lakhs) per month the scale of Rs. 3,00,000 – 4,00,000/- per month

The annual increments which will be effective from April 01, of each year, (starting from April 01, 2027) as may be decided by the Board on the recommendation of Nomination, Remuneration and Ethics Committee as such based on the merit and performance of the Director and also after taking into account the overall performance of the Company.

II. Perquisites / Allowances:

In addition to basic salary the Director shall also be entitled to the Rent-free residential accommodation (furnished or otherwise) with the Company bearing the cost of repairs, maintenance, society charges and utilities (e.g. gas, electricity and water charges) for the said accommodation or House Rent, House Maintenance and Utility Allowances aggregating 85% of the annual basic salary in case residential accommodation is not provided by the Company. Medical Reimbursement, Leave, Leave Travel Concession, Personal Accident Insurance, conveyance, Car, Driver, Contribution to Provident Fund, Superannuation Fund or Annuity Fund and Gratuity Fund as per the Rules of the Company and other allowances / perquisites as per policy of the Company.

Expenses incurred for travelling, boarding and lodging including his attendant(s) during business trips and provision of car(s) for use on Company's business and communication expenses at residence shall be reimbursed at actuals and not considered as perquisites.

The Company will take an appropriate Directors' and Officers' Liability Insurance Policy and pay the premiums for the same. It is intended to maintain such insurance cover for the entire Term, subject to the terms of such policy in force for time to time.

III. Remuneration based on net profits:

In addition to the salary, perquisites and allowances as set out above, Shri Sanskar Aggarwal shall be entitled to receive remuneration based on net profits. Such remuneration shall not be more than 1% of the Company's net profit for each financial year as calculated in accordance with Section 198 of the Companies Act, 2013 subject to the overall ceiling laid down in Sections 197 of the Companies Act, 2013.

IV. Minimum Remuneration:

In the event of absence or inadequacy of profits of the Company in any financial year, Shri Sanskar Aggarwal will be entitled to receive the same remuneration, perquisites and benefits as aforesaid, subject to the compliance with the applicable provisions of Schedule V of the Act.

In addition to the above, he may be provided benefits, allowances or perquisites as may be determined by the Board of Directors or Nomination, Remuneration and Ethics Committee within the overall ceiling limit of Schedule V of the Act. The Board of Directors or Nomination, Remuneration and Ethics Committee is authorized to fix, alter and/or vary from time to time the quantum / periodicity / composition of the remuneration payable to the Whole Time Director, including the modes of payment, in such manner and to such extent not exceeding the limits specified in the Act and Schedule V thereto or such other provisions as may be applicable in this regard, as in force from time to time.

V. General:

- i. The Whole-time Director shall perform such duties as shall from time to time be entrusted to him by the Board / Managing Director, subject to superintendence, guidance and control of the Managing Director / Board.
- ii. The 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 Whole-time Director shall adhere to the Company's Code of Conduct.
- iv. The office of the Whole-time Director may be terminated either by the Company or by the Whole-time Director by giving 3 (three) months' prior written notice to the other party. Notwithstanding the above, the Board of Directors shall have the discretion to waive the notice period, in whole or in part, as it may

deem fit.

Shri Sanskar Aggarwal, serves as a director on the Board of its subsidiaries IIL Biologicals Limited and Kaeros Research Limited (formerly known as "Kaeros Research Private Limited"). He has been a part of the IIL since 2022, he has been a passionate leader, joined his family business, IIL, after completing his graduation from the United States. With a global perspective and deep-rooted commitment to Indian agriculture. Shri Sanskar Aggarwal envisions delivering complete, integrated solutions to farmers, addressing their evolving needs through innovation and accessibility.

Over the past four years, even before formally taking charge, Shri Sanskar Aggarwal has been the driving force behind IIL's technological transformation, playing a key role in introducing cutting-edge advancements aimed at improving productivity. His strategic approach blends modern agri-tech solutions with grassroots-level understanding, positioning IIL as a forward-thinking, farmer-first organization.

His core strengths include Visionary Leadership with Global Perspective, Strategic Marketing & Sales Acumen, Technology-Driven Transformation, Innovation & Future Readiness, Farmer-First Approach.

Shri Sanskar Aggarwal satisfies all the conditions set out in part I of the Schedule V to the Act as also conditions set out under Section 196(3) of the Act for his appointment. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act and the Board confirms that Shri Sanskar Aggarwal is not debarred from holding the office of director pursuant to any SEBI order or any other authority.

The remuneration payable to Shri Sanskar Aggarwal is in line with the provisions of Schedule V to the Companies Act, 2013, as may be amended from time to time.

The above may be treated as a written memorandum setting out the terms of appointment of Shri Sanskar Aggarwal under Section 190 of the Act.

Details of Shri Sanskar Aggarwal pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this notice.

Shri Sanskar Aggarwal is interested in the resolution set out at item no. 5 with regard to his appointment. Shri Hari Chand

Aggarwal, Chairman and Shri Rajesh Kumar Aggarwal, Managing Director, being related to Shri Sanskar Aggarwal may be deemed to be interested in the resolution set out at Item No. 5 of this Notice. The other relatives of Shri Hari Chand Aggarwal and Shri Rajesh Kumar Aggarwal may be deemed to be interested in the resolution 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 Board of Directors recommend the said resolution, as set out in the item no. 5 of the Notice, for your approval.

Item No. 6 and 7

Approval of Insecticides (India) Limited Employees Stock Purchase Scheme 2026 and extending its benefit to the Employees of Subsidiary and Associate Company(ies) in India or Outside India.

Employee Stock Purchase Schemes (ESPS) are an effective tool to attract, retain and motivate talent by rewarding performance and aligning employees' personal goals with the Company's objectives through participation in ownership. The Board of Directors of your Company understands the need to enhance the employee engagement, to reward the employees for their association and performance as well as to motivate them to contribute to the growth and profitability of the Company.

In order to reward and retain the employees and to create a sense of ownership and participation amongst them, the Board of Directors has in its meeting held on May 28, 2026 approved Insecticides (India) Limited Employees Stock Purchase Scheme 2026 ("**Scheme**") to or for the benefit of such Employee as defined in the Scheme.

In terms of Regulation 6(1) and Part B of Chapter III of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**SEBI (SBEB & SE) Regulations**") and Section 62(1)(b) and other applicable provisions of the Companies Act, 2013, issue of Equity Shares ("**Shares**") to Employees of the Company under an Employee Stock Purchase Scheme requires an approval of the Members by way of Special Resolution.

The Special Resolution set out at Item No. 6 is seeking your approval for the said purpose. Further, as per Regulation 6(3)(c) of SEBI (SBEB & SE) Regulations, approval of the shareholders by way of separate Special Resolution is also required for issuance and allotment of Shares, to

Employees of Subsidiary Company(ies), in India or outside India, of the Company. The Special Resolution set out at Item No. 7 is seeking your approval for the said purpose.

The salient features and other details of the Scheme as required pursuant to Regulation 6(2) of SEBI (SBEB & SE) Regulations are as under:

1. Brief Description of the Scheme:

The Scheme shall be called as Insecticides (India) Employees Stock Purchase Scheme 2026

The Purpose of the Scheme includes the following:

- To reward and incentivize the Employees for their association and past performance in the Company.
- To motivate the Employees to contribute to the growth and profitability of the Company.
- To achieve sustained growth and the creation of shareholder value by aligning the interests of the Employees with the long-term interests of the Company.
- To encourage a performance-driven work environment by linking rewards to individual and collective achievements.

2. The total number of ~~Stock Options to be granted/~~ Shares to be offered under the Scheme:

The maximum number of Shares that may be offered, issued and allotted under the Scheme shall not exceed 2,00,000 (Two Lakhs) fully paid-up Shares of face value Rs. 10/- each.

If any Share offered under the Scheme, lapses or is forfeited or surrendered under any provisions of the Scheme, such Share shall be available for further Offer under the Scheme unless otherwise determined by the Committee.

Further, the maximum number of the Shares that can be offered shall stand adjusted in case of Corporate Action (as defined in the Scheme).

3. Identification of classes of Employees entitled to participate in the Scheme:

- An Employee as designated by the Company, who is exclusively working in India or outside India; or
- A Director of the Company, whether a Whole Time Director or not, including a non-executive Director who is not a Promoter or member of the Promoter Group, but excluding an Independent Director; or

- (c) an employee as defined in sub-clauses (a) or (b), of a Subsidiary Company, in India or outside India

but does not include

- (a) An Employee who is a Promoter or a person belonging to the Promoter Group; or
- (b) A Director who either himself or through his Relative or through any Body Corporate directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company.

4. Requirement of Vesting and period of Vesting:

Not Applicable, as the present Scheme is an Employee Stock Purchase Scheme.

5. Maximum period within which the Options shall be vested:

Not Applicable, as the present Scheme is an Employee Stock Purchase Scheme.

6. Exercise Price/ Offer Price or Pricing Formula:

Under this Scheme, the Offer Price will be determined by the Committee at the time of Offer and will be linked with the Market Price of the Company, which shall be intimated by the Company through Offer Letter.

The Committee shall provide a discount on such price as arrived above. However, in any case the Offer Price shall not go below the face value of Share of the Company.

7. Exercise period and process of Exercise/ Subscription of Offer and process of Subscription:

The Offer can be subscribed, either wholly or partly by submitting the prescribed Subscription Application to the Committee or any of its authorized representatives, along with the Offer Price, applicable taxes and other charges, if any, within the Offer Period which shall be maximum of 30 (Thirty) days from the date of issuing of the Offer Letter.

The mode and manner of the Subscription shall be communicated to the Offerees individually.

8. Appraisal process for determining the eligibility of the Employees to the scheme:

The Committee may on the basis of all or any of the following criteria, decide on the Employees who are eligible for the Offer under the Scheme, and the terms and conditions thereof.

➤ **Loyalty:** It will be determined on the basis of tenure of employment of an Employee in the Company/ Subsidiary/Associate Company.

➤ **Performance of Employee:** Employee's past performance in the Company/Subsidiary/Associate Company based on decided parameters.

➤ **Performance of Company:** Performance of the Company as per the standards set by the Committee / Board of Directors.

➤ Any other criteria as decided by the Compensation Committee in consultation with Board of Directors from time to time.

9. The Maximum number of Options / Equity Shares to be granted / offered per Employee and in aggregate:

The maximum number of Shares that may be offered, issued and allotted under the Scheme shall not exceed 2,00,000 (Two Lakhs) fully paid-up Shares of face value Rs. 10/- each.

Subject to availability of Shares in the pool under the Scheme, the maximum number of Shares that can be offered to any eligible Employee during any one year shall not be equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of Offer. The Committee may decide to Offer such number of Shares equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) to any eligible Employee as the case may be, subject to the separate approval of the shareholders in a general meeting.

10. The Maximum quantum of benefits to be provided per Employee under the scheme:

The maximum quantum of benefits that will be provided to every eligible Employee under the Scheme will be the difference between the market value of Company's Share on the Recognized Stock Exchanges as on the date of Subscription of Offer and the Offer Price paid.

11. Whether the Scheme(s) is to be implemented and administered directly by the Company or through a Trust:

The Scheme shall be implemented through direct route for extending the benefits to the eligible Employees by the way of fresh allotment and will follow cash mechanism.

Subject to Applicable Laws and the framework laid down by the Board of Directors, the Scheme shall be administered by the Committee which may delegate some or all of its administrative power to any other sub – committee or persons for proper administration of the Scheme.

12. Whether the Scheme involves new issue of shares by the company or secondary acquisition by the Trust or both:

The Scheme involves new issue of Shares by the Company.

13. The amount of loan to be provided for implementation of the Scheme by the Company to the Trust, its tenure, utilization, repayment terms, etc.:

Not applicable, since the Scheme is proposed to be implemented by direct route.

14. The Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the Trust for the purposes of the Scheme:

Not applicable, since the Scheme is proposed to be implemented by direct route.

15. Disclosure and accounting policies:

The Company shall comply with the disclosures requirements and the accounting policies prescribed under regulation 15 of the SEBI (SBEB & SE) Regulations or as may be prescribed by regulatory authorities from time to time.

16. The method which the Company shall use to value its Options:

Under the said Scheme, the Company proposes to allot the Shares and as such the valuation of Options is not applicable.

However, the Company shall comply with the requirements of IND – AS 102 and shall use Fair value method and the fair value of Shares would be calculated as per the prescribed method under the applicable regulations.

17. Statement with regard to Disclosure in Director's Report:

As the company is adopting fair value method, presently there is no requirement for disclosure in director's report. However, if in future, the Company opts for expensing of share-based employee benefits using the intrinsic value, then the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report.

18. Period of lock-in:

The Shares to be issued and allotted to the Offerees under this Scheme shall remain lock in for a period of 1(one) year from the date of allotment.

19. Terms & conditions for buyback, if any, of specified securities:

The Committee has the powers to determine the procedure for buy-back of Offer in accordance with the Applicable Laws.

None of the Directors, Manager, Key Managerial Personnel of the Company, and any relatives of such Director, Manager, Key Managerial Personnel are in anyway concerned or interested in the resolution except to the extent of Equity Shares held by them in the Company or the Shares that may be offered under the Scheme.

Insecticides (India) Limited Employees Stock Purchase Scheme 2026 and other documents referred to in the aforesaid resolutions are available for inspection at the registered office of the Company or at the website of the Company.

The Board of Directors recommend the resolutions as set out at Item no. 6 and 7 of the notice, for your approval as Special Resolutions.

Insecticides (India) Limited
CIN: L65991DL1996PLC083909
401-402, Lusa Tower,
Azadpur Commercial Complex,
Delhi – 110033
investor@insecticidesindia.com
www.insecticidesindia.com

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

Sandeep Kumar
Company Secretary & CCO
Delhi, May 28, 2026

Annexure to the Notice dated May 28, 2026

Information of Director retiring by rotation and the Directors seeking appointment and re-appointment at the Annual General Meeting pursuant to Regulation 36 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	Shri Anil Kumar Goyal	Shri Sanskar Aggarwal
Age	60 Years	26 Years
DIN	09707818	09675297
Designation / Category of Director	Whole-time Director	Whole-time Director
Date of Birth	November 23, 1965	October 12, 2000
Date of First Appointment on the Board	August 20, 2022	May 28, 2026
Background, Expertise and Qualification	Shri. Anil Kumar Goyal has a distinguished corporate career of 39 years. He has joined Insecticides (India) Limited in the Year 2009, he has been assigned with various roles and responsibilities in the Company, he has led various portfolios in Operations and Administration. Shri. Anil Kumar Goyal is production oriented passionate people manager, driving production in focus and performance improvement. Other areas of his expertise includes sales, business planning, strategy development and innovation Shri Anil Kumar Goyal is Commerce Graduate from Delhi University.	Shri. Sanskar Aggarwal, born into a family of passionate leader, joined his family business, ILL, after completing his graduation from the United States. With a global perspective and deep-rooted commitment to Indian agriculture, Sanskar ji envisions delivering complete, integrated solutions to farmers, addressing their evolving needs through innovation and accessibility. Over the past four years, even before formally taking charge, Sanskar ji has been the driving force behind ILL's technological transformation, playing a key role in introducing cutting-edge advancements aimed at improving productivity. His strategic approach blends modern agri-tech solutions with grassroots-level understanding, positioning ILL as a forward-thinking, farmer-first organization.
Number of Equity Shares held in the Company including shareholding as beneficial owner as on date of notice	NIL	4,00,000 Equity shares
Term and Condition of Appointment / Re-appointment	Liabe to retire by rotation	Liabe to retire by rotation
Details of remuneration last drawn during FY 2026 (including sitting fees, if any)	Kindly refer the Corporate Governance Report section of this Annual Report	Not Applicable
Details of remuneration sought to be paid	As approved by the Members of the Company at the 25 th Annual General Meeting of the Company held on September 23, 2022	Kindly refer item no. 5 of the Explanatory Statement of Notice of AGM
Number of meetings of Board attended during the year (2025-2026)	4	Not Applicable
Relationship with other Directors / KMPs	Not related to any of the Director or KMP of the Company	Grand Son of Shri Hari Chand Aggarwal, Chairman & Whole-time Director, Son of Shri Rajesh Kumar Aggarwal, Managing Director and not related to any other Director / Key Managerial Personnel.
Names of the Companies in which person holds Directorship (excluding foreign companies)	(i) Insecticides (India) Limited (ii) ILL Biologicals Limited (iii) Kaeros Research Limited	(i) Insecticides (India) Limited (ii) ILL Biologicals Limited (iii) Kaeros Research Limited w.e.f June 18, 2026
Membership /Chairmanship of committees of other Boards as on March 31, 2026	Not Applicable	Not Applicable
Names of listed Companies in which person ceased to be a director in past three years	None	None
List of core skills/ expertise/ competencies identified by the Board and those actually available	Kindly refer the Corporate Governance Report section of this Annual Report	His core strengths include Visionary Leadership with Global Perspective, Strategic Marketing & Sales Acumen, Technology-Driven Transformation, Innovation & Future Readiness, Farmer-First Approach.