



Corporate Identification Number (CIN): L65991DL1996PLC083909  
Registered & Corporate Office: 401-402, Lusa Tower, Azadpur Commercial Complex, Delhi-110033  
Website: [www.insecticidesindia.com](http://www.insecticidesindia.com), Email: [investor@insecticidesindia.com](mailto:investor@insecticidesindia.com)  
Telefax: +91 – 11 – 27679700 – 04

## Postal Ballot Notice

Dear Shareholders,

**Notice** is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, Company seeks approval of its Members for the proposed resolutions by way of Postal Ballot/E-voting. A statement setting out material facts pursuant to Section 102 of the Act is annexed to this notice.

The Company has appointed M/s Akash Gupta & Associates, Practising Company Secretary (ACS No.30099 and CP No.11038), as Scrutinizer for conducting the Postal Ballot in fair and transparent manner.

Please read carefully the instructions printed on Postal Ballot Form and return the form duly completed in all aspects in the enclosed self-addressed pre-paid postage envelope, so as to reach the Scrutinizer on or before Saturday, January 3, 2015.

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the notice and instructions overleaf the Form. References to Postal Ballots in this notice include votes received electronically. Upon completion of the scrutiny of Postal Ballots, the Scrutinizer will submit his report to the Chairman of the Company. The result of the Postal Ballot will be announced on Saturday, January 10, 2015 at the Registered Office of the Company.

### Special Business

#### **Item No. 1**

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

To consider, and if thought fit, to pass with or without the modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant Rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the provisions of the Memorandum and Articles of Association of the Company, the existing Authorised Share Capital of the Company of Rs. 15,00,00,000 (Rupees Fifteen Crore only) divided into 1,50,00,000 (One Crore Fifty Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each be and is hereby increased to Rs. 25,00,00,000 (Rupees Twenty Five Crore only) comprising of 2,50,00,000 (Two Crore Fifty Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each ranking pari-passu in all respect with the existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** the Memorandum of Association of the Company be altered in the following manner i.e. existing Clause V of the Memorandum of Association be substituted with the following new Clause V:

**V. The Authorised Share Capital of the Company is Rs. 25,00,00,000 (Rupees Twenty Five Crore only) divided into 2,50,00,000 (Two Crore Fifty Lacs) Equity Shares of face value of Rs. 10/- (Rupees Ten) each.**

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard, as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

#### **Item No. 2**

#### **Alteration of the Objects Clause III of Memorandum of Association of the Company**

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, (hereinafter referred to as "the Act"), including any statutory modification(s) or re-enactment (s) thereof for the time being in force, read with Section 110 of the Act and the Rules made thereunder and subject to such other requisite approvals, if any, in this regard from appropriate authorities and subject to such further term(s), condition(s), amendment(s) or modification(s) as may

be required or suggested by any of such appropriate authorities, which term(s), condition(s), amendment(s) or modification(s), the Board of Directors (hereinafter referred to as "the Board" which term shall include any Committee or one or more Directors) is authorized to accept as it may deem fit, consent of the Members of the Company be and is hereby given for alteration of the main Object Clause of Memorandum of Association of the Company by substitution of the existing Clause III(A)(1) of the Objects Clause of the Memorandum of Association of the Company with the following new Clause III(A)(1):

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), and subject to necessary approval(s) if any, from the competent authorities, the other Objects Clause of the Memorandum of Association of the Company be removed by completely deleting the clause III (C)(1) to III(C).

**RESOLVED FURTHER THAT** the existing Memorandum of Association of the Company, duly modified as aforesaid, or as suggested by any appropriate authority and accepted by the Board, be adopted as the Memorandum of Association of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board, be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary and settle any or all questions/matters arising with respect to the above matter, and to execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to this resolution and take such further incidental and ancillary steps as may be considered desirable or expedient by the Board.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers, herein conferred to any Committee of Directors or the Chairperson or any other Director(s) or Officer(s) of the Company to give effect to this resolution."

### **Item No. 3**

#### **Issue of Bonus Shares**

To consider and, if thought fit to pass, with or without the modification(s), the following resolution as a Special Resolution:

**“RESOLVED THAT** in accordance with Section 63 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013, read together with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time and other applicable regulations/guidelines issued by the Securities and Exchange Board of India (SEBI) in this behalf and pursuant to Articles of Association of the Company and all other provisions of applicable laws and subject to such approvals, consents, permissions and sanctions as may be necessary from appropriate authorities, consent and approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company, including any Committee thereof (hereinafter referred to as “the Board”) for capitalization of a sum not exceeding Rs. 19,03,50,000 /- (Rupees Nineteen Crore Three Lacs Fifty Thousand only) from the Securities Premium Account, Free Reserves or any other permitted reserves/ surplus of the Company as may be decided by the Board of Directors for the purpose of issue of Bonus Shares of Rs. 10/- (Rupees Ten) each, credited as fully paid-up to the holders of the Equity Shares of the Company, whose names appear on the Register of Members or in the respective beneficiary account with their respective Depository Participants, on the 'Record Date' to be determined by the Board, in the proportion of 1 (One) Bonus Equity Share of Rs. 10/- (Rupees Ten) each, for every 2 (Two) fully paid-up Equity Share of Rs. 10/- (Rupees Ten) each held by Member and that the Bonus Shares so distributed shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such Member.”

**RESOLVED FURTHER THAT** the Bonus Shares so allotted shall rank pari-passu in all respects including dividend with the existing equity shares of the Company;

**RESOLVED FURTHER THAT** the Bonus Shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company;

**RESOLVED FURTHER THAT** in the case of Members who hold equity shares in dematerialized form, the Bonus Shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participants and in the case of Members who hold equity shares in physical form, the share certificates in respect of the Bonus Shares shall be dispatched, within such time as prescribed by law and the relevant authorities;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board, be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary and settle any or all questions/matters arising with respect to the above matter, and to execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to this resolution and take such further incidental and ancillary steps as may be considered desirable or expedient by the Board.

#### **Item No. 4**

##### **Approval under Section 180(1)(a) of the Companies Act, 2013**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

**“RESOLVED THAT** in supersession of the resolution passed at 17th Annual General Meeting of the Company held on 19th September, 2014 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and other Rules made thereunder, subject to such approval, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (which herein after referred to as “the Board”) to sell, lease, mortgage, hypothecate and/or charge in addition to the existing sell, lease, mortgages, hypothecation, charges created by the Company on such terms and conditions as the Board may deem fit, on all/any part of movable and/or immovable properties of the Company, wherever situated, both present and future, and/or the whole or substantially the whole of the undertaking of the Company in favour of Banks, Financial Institutions, Corporate Bodies and/ or Lending Agencies or other persons to secure the loans and other credit facilities together with interest, cost, charges, expenses and any other money payable by the Company upto a sum not exceeding Rs. 800 Crore (Rupees Eight Hundred Crore only).

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to finalize with such Banks, Financial Institutions, Lending Agencies and/or any other person the documents for creating or modifying the aforesaid mortgage, charge and/or hypothecation and to do all such acts, matters, deeds and things as may be necessary or expedient, for giving effect to this resolution and also to agree to any amendments, changes, variations thereto from time to time as it may think fit.”

#### **Item No. 5**

##### **Approval under Section 186 of the Companies Act, 2013**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

**“RESOLVED THAT** in supersession of earlier passed the resolution in this regard and subject to the provisions of Section 186 of the Companies Act, 2013 and any Rules made thereunder, and subject to such approvals, consents, sanctions and permissions, as may be necessary, approval of the Company be and is hereby accorded to (a) give loan to any person or body corporate (s) (b) acquire any guarantee or provide security in connection with a loan made by any body corporate (s) or person; and (c) acquire by way of subscription, purchase or otherwise, securities of any body corporate (s) exceeding (i) 60% of the aggregate of paid-up share capital, free reserves and securities premium account; or (ii) 100% of free reserves and securities premium account, whichever is more provided that the aggregate amount of such loan, guarantee, security or acquisition outstanding at any time shall not exceed Rs.50 Crore (Rupees Fifty Crore only).

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as “the Board”) or a Committee appointed by it or any person authorized by the Board or such Committee shall be entitled to decide and finalize the terms and conditions (including the amount or limit in respect of each transaction) in connection with such loan, guarantee, security or acquisition within the limit approved as aforesaid.

**RESOLVED FURTHER THAT** the Board or Committee or the person authorized as aforesaid shall be entitled to exercise all such powers and authorities and to execute all deeds, documents and other writings and to do all such acts, deeds, matters and things, as may be necessary, relevant, usual, customary and/or expedient for implementing and giving effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** so long as the aggregate outstanding amounts of the loan, guarantee, security or acquisition are at any time within the limit aforesaid, nothing herein contained shall be deemed to restrict the power of the Board to give fresh loans, guarantees or securities or to make fresh acquisitions without the need for any further prior approval for any fresh or additional loan, guarantee, security or acquisition or any variation, extension or renewal thereof or any alteration of any term or condition thereof.”

**By order of the Board of Directors  
Insecticides (India) Limited**

**Pankaj Gupta  
(Company Secretary)**

Place: Delhi

Date: December 2, 2014

## **Notes:**

1. Pursuant to Section 102 of the Companies Act, 2013, the Explanatory Statement setting out material facts and reasons for the proposed Special Business are appended herein.

2. The Postal Ballot Notice is being sent to all the Members of the Company, whose names appear on the Register of Members/list of Beneficial Owners, as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) on Friday, November 21, 2014.

3. The Record Date for the purpose of sending Postal Ballot Notice is Friday, November 21, 2014 during the e-voting period, Shareholders of the Company, holding shares in physical form and dematerialized form, as on Friday, November 21, 2014 may cast their vote electronically.

4. Members while exercising their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the attached postage pre-paid self-addressed envelope. Unsigned Postal Ballot Form(s) will be rejected. Postage will be borne and paid by the Company. However, Postal Ballot Form(s), if sent by courier or by registered post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon. The duly completed Postal Ballot Form(s) should reach the Scrutinizer on or before Saturday, January 3, 2015 at 5.00 p.m. to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member(s).

5. The Notice of Postal Ballot will be available on the Company's website at [www.insecticidesindia.com](http://www.insecticidesindia.com) and on the website of the CDSL – [www.evotingindia.co.in](http://www.evotingindia.co.in) for inspection and downloading by the Shareholders of the Company.

Business to be transacted at the meeting may be transacted through electronic voting system and the Company is providing facility for voting by electronic means.

6. The Company also offers e-voting facility. In compliance with Clause 35B of Listing Agreement and provisions of Section 108 and 110 of the Act read with the Companies (Management and Administration), Rules, 2014, the Company is pleased to offer **e-voting facility** as an alternate, for all the Shareholders of the Company. For this purpose, the Company has entered into an agreement with Alankit Assignments Limited for facilitating e-voting to enable the Shareholders to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional.

The instructions for Shareholders for E-voting are as under:

### **In case of Shareholder(s) receiving e-mail from CDSL:**

a. For Shareholder(s) whose email address is registered- open the attached PDF file "IIL e-voting.pdf" by giving your Client Id (in case you are holding share(s) in demat mode) or Folio No. (in case you are holding shares in physical mode) as default password which contains your "User Id" and "Password" for e-voting;

b. For Shareholders who have not registered their email ids: please refer to the **user id and password printed on the Postal Ballot Form**;

c. Please note that the password is an initial password;

d. Open internet browser by typing the URL: <https://evotingindia.co.in>

e. Click on Shareholder – Login;

f. Put user ID and password as initial password noted in step (a) above and click Login;

g. Password change menu appears. Change the password with new password of your choice with minimum 8 characters consisting of atleast one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Note your new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential;

h. Home page of e-voting opens. Click on e-voting: Active Voting Cycles;

i. Select "EVSNS" (i.e. E-Voting Sequence Number) of Insecticides (India) Limited;

- Now Enter your User ID (For CDSL: 16 digit beneficiary ID, For NSDL: 8 Character DP ID followed by 8 digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.
- If you are holding shares in Demat form and had logged on to [www.evotingindia.co.in](http://www.evotingindia.co.in) and casted your vote earlier for EVSN of any company, then your existing password is to be used. If you are a first time user follow the steps given below.
- Now, fill up the following details in the appropriate boxes:

PAN*	Enter your 10 digit alpha-numeric ‘ PAN issued by Income Tax Department (in Capital) (Applicable for both demat shareholders as well as physical shareholders)
DOB**	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
DIVIDEND** BANK DETAILS	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.

\*Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name. Eg. If your name Amit Kumar with sequence number 1 then enter AM00000001 in the PAN field.

\*\*Please enter any one of the details in order to login. In case either of the details are not recorded with the depository, please enter the demat ID/folio number as above mention in the Dividend Bank details field.

j. Now you are ready for e-voting as Cast Vote page opens. Voting period commences on **Thursday, January 1, 2015 (10.00 a.m.) and ends on Saturday, January 3, 2015 (5.00 p.m.)**.

k. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted. Upon confirmation, the message “Vote cast successfully” will be displayed. Once you have voted on the resolution, you will not be allowed to modify your vote;

**1. Institutional Shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to send scanned copy (in PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at [investor@insecticidesindia.com](mailto:investor@insecticidesindia.com) with a copy marked to [evotingindia.co.in](http://evotingindia.co.in);**

m. In case Shareholders desiring split voting i.e. voting FOR and AGAINST on the same resolution, can do so by downloading Postal Ballot Form from the link <https://evotingindia.co.in> or by obtaining duplicate Form from the Company’s Registrar and Share Transfer Agent, Alankit Assignments Limited, Alankit House, E/21, Jhandewalan Extension, New Delhi – 110 055.

**In case of Shareholders receiving Postal Ballot Form by Post:**

i) Initial password is provided as below, at the bottom of the Postal Ballot Form;

EVSN (E Voting Event Number)	USER ID	PASSWORD/PIN
141124011	Folio No.	PAN

ii) Please follow all steps from Sl. No. (a) to (k) mentioned above, to cast vote.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) and e-voting user manual for Members available at the website of E-voting Platform Provider viz. <https://evotingindia.co.in> under help section or write an email to CDSL on

[helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or on [investor@insecticidesindia.com](mailto:investor@insecticidesindia.com). If you are already registered with Alankit Assignments Limited for e-voting then you can use your existing user ID and password for casting your vote.

7. Shareholders who have registered their e-mail IDs for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent Notice of Postal Ballot by e-mail and others are sent by post along with Postal Ballot Form. Shareholders who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from the link <https://www.insecticidesindia.com> or seek duplicate Postal Ballot Form from **M/s Alankit Assignments Limited, Alankit House, E/21, Jhandewalan Extension, New Delhi – 110 055 or Insecticides (India) Limited, 401-402, Lusa Tower, Azadpur Commercial Complex, Azadpur, Delhi – 110 033**, fill in the details and send the same to the Scrutinizer.

8. Kindly note that the Shareholders can opt **ONLY ONE MODE OF VOTING**, i.e., either by Physical Ballot or E-voting. If you are opting for E-voting, then do not vote by Physical Ballot also and vice versa. **However, in case Shareholders cast their vote by Physical Ballot and E-voting, then voting done through Physical Postal Ballot shall prevail and voting done by e-voting will be treated as invalid.**

9. Shareholders desiring to exercise vote by Physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self addressed business reply envelope to the Scrutinizer. The postage cost will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered/speed post at the expense of the Shareholders will also be accepted.

10. The voting rights of Shareholders shall be in proportion to their shares of the Paid-up Equity Share Capital of the Company as on Friday, November 21, 2014

11. M/s Akash Gupta & Associates, Practising Company Secretary (ACS No.30099 and CP No.11038) has been appointed as Scrutinizer to scrutinize the e-voting and Postal Ballot process in a fair and transparent manner.

12. The Scrutinizer shall, within a period of not exceeding three working days from the conclusion of the e-voting period, unlock the votes in the presence of at least two witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour of, or against, if any, forthwith to the to the Chairman of the Company.

13. The result of the Postal Ballot shall be declared by the Chairman, or in his absence by any other person, so authorized by the Chairman on **Saturday, January 10, 2014 at 2.00 p.m. at the Registered Office of the Company at , 401-402, Lusa Tower, Azadpur Commercial Complex, Azadpur, Delhi – 110 033**, and the resolution will be taken as passed effectively on the date of announcement of the result by the Chairman, if the results of the Postal Ballots indicates that the requisite majority of the Shareholders had assented to the Resolution. Members who wish to be present at the venue at the time of declaration of the result are welcome to do so. The result of the Postal Ballot shall also be announced through a newspaper advertisement and hosted on the website of the Company [www.insecticidesindia.com](http://www.insecticidesindia.com) and on the website of CDSL – [www.evotingindia.co.in](http://www.evotingindia.co.in) within two days of passing of resolution and will be communicated to the Stock Exchange where the Company's shares are listed.

14. A copy of the documents referred to in the accompanying Explanatory Statement is open for inspection at the Registered Office of the Company on all working days, except Saturday & Sunday, between 11.00 a.m. and 1.00 p.m. up to the date of declaration of the result of Postal Ballot.

15. Once, the vote on a resolution is cast by the Shareholder, the Shareholder shall not be allowed to subsequently change it.

## **EXPLANATORY STATEMENT**

(Pursuant to the provisions of Section 102 of the Companies Act, 2013)

### **Item No. 1**

Presently, the existing Authorised Share Capital of the Company is Rs. 15,00,00,000 (Rupees Fifteen Crore only) divided into 1,50,00,000 (One Crore Fifty Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each. In order to augment further capital raise, it is necessary to increase the Authorised Share Capital to Rs.25,00,00,000 (Rupees Twenty Five Crore only) comprising of 2,50,00,000 (Two Crore Fifty Lacs) Equity Shares of Rs.10/- (Rupees Ten) each.

The alteration to the Capital Clause of Memorandum of Association of the Company is consequent upon increase in the Authorised Share Capital.

In order to accommodate the increased Paid-up Capital consequent to the proposed Bonus Issue, the Authorised Share Capital of the Company needs to be increased. A change to the Authorised Share Capital of the Company necessitates an amendment to Clause V of the Memorandum of Association of your Company.

As per the provisions of the Companies Act, 2013, any increase in Authorised Share Capital and consequent amendment to the Memorandum of Association of the Company requires consent and approval of the Members of the Company.

The Board of Directors recommend the Resolution to be passed as an Ordinary Resolution as set out in Item No.1 of the Notice for approval by the Members. None of the Promoters, Directors, Key Managerial Personnel or their relatives are interested in the Ordinary Resolution of the accompanying Notice.

The Memorandum of Association referred herein above shall be open for inspection at the Registered Office of the Company on all working days except Saturday & Sunday, between 11.00 a.m. to 1.00 p.m. up to the date of declaration of the result of Postal Ballot.

### **Item No. 2**

Your Company is engaged in manufacturing and marketing of all kinds of technical grade pesticides, formulation grade pesticides, agro chemicals.

Further, In order to comply with the provisions of Section 4(1)(c), 13 and other applicable provisions, if any, of the Companies Act, 2013, the Company needs to delete the other Objects Clause from the Memorandum of Association. The modification in the Memorandum of Association is carried out to give effect to the provisions of the Companies Act, 2013

The alteration of the main Object Clause and deletion of other Object Clause of the Memorandum of Association of the Company needs approval of Shareholders of the Company.

The Board of Directors of the Company recommends the resolution to be passed as a Special Resolution as set out in Item No. 2 of the accompanying Notice for approval of the Members through Postal Ballot.

None of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned in the said Special Resolution.

Further, revised set of Memorandum of Association after incorporating above amendment as approved by the Board is available for inspection at the Registered Office of the Company on all working days, except Saturday & Sunday, between 11.00 a.m. and 1.00 p.m.

### **Item No. 3**

The proposal for issuance of Bonus Shares is made to provide liquidity to the Equity Shares by increasing the available number of Equity Shares in the market and also to reward the Members by allotting Bonus Shares.

The Board of Directors of the Company in their meeting held on October 30, 2014, have recommended for the consent and approval of the Members, for the issue of Bonus Shares to the holders of Equity Share/s of the Company in the ratio of 2:1 (i.e., One Bonus Equity Share of Rs.10/- (Rupees Ten) each, for every two fully paid up Equity Share of Rs.10/- (Rupees Ten) each held by increasing the existing Issued, Subscribed and Paid-up Share Capital of the Company by a sum not exceeding Rs.19,03,50,000 /- (Rupees Nineteen Crore Three Lacs Fifty Thousand only).

The existing Issued, Subscribed and Paid-up Share Capital of the Company shall be increased after capitalization of a sum not exceeding Rs. 19,03,50,000 /- (Rupees Nineteen Crore Three Lacs Fifty Thousand only) from the Securities Premium Account, Free Reserves or any other permitted reserves/ surplus as per the Audited Accounts of the Company.

The fully paid-up Bonus Shares shall be distributed to the Members of the Company, whose names appear on its Register of Members or in the respective beneficiary account with their relative Depository Participants on the 'Record Date' for issue of Bonus Shares to determine the eligibility of Shareholders entitled to receive the Bonus Shares which will be intimated to the Stock Exchanges and advertised in the News Paper. The Bonus Shares so allotted shall rank pari-passu in all respects with the existing equity shares of the Company.

The proposal for issuance of Bonus Shares is beneficial to the Members of the Company as well as to the Company.

In terms of Articles of Association of the Company, any capitalization of Reserves will require the approval of Shareholders.

The proposed issue of Bonus Shares will be made in accordance with the provisions of Companies Act, 2013 and guidelines issued by the Securities Exchange Board of India from time to time and subject to such approvals, if required, from the statutory authorities.

Further, it is necessary to authorize the Board of Directors to complete all the regulatory formalities prescribed by SEBI, Stock Exchanges on which the shares of the Company are listed and / or any other regulatory or statutory authority in connection with the issue of Bonus Shares.

The Board recommend the Special Resolution as set out in item No.3 of the Notice for the approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned in the proposed Special Resolution, except to the extent of equity shares that will be allotted to them pursuant to the Bonus Issue.”

#### **Item No. 4**

Your Company is exploring various opportunities for all round growth of the Company through expansion, diversification by taking up various projects in India. With a view to meet the capital expenditure and other funds requirement for above purposes, the Company would be required to borrow funds from time to time by way of loans and/or issue of Bonds, Debentures or other Securities from various lenders. The borrowing facilities

would also be required to be secured by selling, leasing, creation of mortgage, hypothecation and/or charge in favour of the lenders on such movable and immovable properties of the Company, present and future, as may be decided/mutually agreed with the lenders. Therefore, your Directors propose to pass a resolution under Section 180 (1)(a) of the Companies Act, 2013 for creation of mortgage, hypothecation and/or charge for an amount not exceeding the borrowing limit of Rs. 800 Crore (Rupees Eight Hundred Crore only). The Board recommended the Special Resolution for your approval.

None of the Directors, Key Managerial Personnel of the Company and their relatives is any way concerned or interested, financially or otherwise, in the proposed Special Resolution.”

#### **Item No. 5**

The Company has passed the resolution in previous years under Section 372A of the Companies Act, 1956 and had authorized to the Board of Directors to advance loan/make investment/give guarantee/ security up to 60% of the paid-up share capital and free reserves of the Company or 100% of free reserves of the Company, whichever is more.

Section 372A(a) under the Companies Act, 1956 has been now replaced by Section 186 of the Companies Act, 2013 effective from April 1, 2014.

The proposed resolution is therefore placed for the purpose of fulfilling the conditions laid down in Section 186 of the Companies Act, 2013 and authorizing to make loan and investments up to Rs.50 Crore.

The Board recommended the resolution for your approval.

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

**By order of the Board of Directors  
Insecticides (India) Limited**

**Pankaj Gupta  
(Company Secretary)**

**Place: Delhi**

**Date: December 2, 2014**





Corporate Identification Number (CIN): L65991DL1996PLC083909  
Registered & Corporate Office: 401-402, Lusa Tower, Azadpur Commercial Complex, Delhi-110033  
Website: [www.insecticidesindia.com](http://www.insecticidesindia.com), Email : [investor@insecticidesindia.com](mailto:investor@insecticidesindia.com)  
Telefax: +91 – 11 – 27679700 – 04

**POSTAL BALLOT FORM**

Serial No. :

1. Name(s) (in block letters) :  
of the Shareholder(s)
2. Names of the Joint Member(s), if any
3. Registered address of the :  
Sole/First named Shareholder
4. Registered Folio No./ :  
DP ID No./Client ID No.\*
5. Number of Equity Shares held :
6. I/We hereby exercise my/our vote in respect of the Ordinary Resolution(s) or Special Resolution(s) to be passed through Postal Ballot in respect of business stated in the Notice of the Company by sending my/our assent or dissent to the said Resolutions by placing (√) mark at the appropriate place boxes below:

Description	No. of Shares	I/We assent to the Resolution (For)	I/We Dissent to the Resolution (Against)
<b>Item No. 1</b> Ordinary Resolution under Section 13, 61, 64 of the Companies Act, 2013 for increase the Authorised Share Capital of the Company from Rs.15 Crore to Rs.25 Crore and consequent alteration in MOA			
<b>Item No. 2</b> Special Resolution under Section 13 of the Companies Act, 2013 for amending Object Clause III in the Memorandum of Association of the Company.			
<b>Item No. 3</b> Special Resolution under Section 63 of the Companies Act, 2013 for issue of Bonus Shares.			
<b>Item No. 4</b> Special Resolution under Section 180(1)(a) of the Companies Act, 2013 for sale, lease, mortgage, hypothecate or create charge on its property of the Company.			
<b>Item No. 5</b> Special Resolution under Section 186 of the Companies Act, 2013 for inter-corporate loans, investments, guarantees and provide securities.			

Place:

Date:

(Signature of the Shareholder)

**ELECTRONIC VOTING PARTICULARS**

EVSN (E Voting Event Number)	USER ID	PASSWORD/PIN
141124011	Folio No.	PAN

**Note:**

1. Please read carefully the instructions printed overleaf before filling the Ballot Form.
2. Please tear of the portion as indicated on the form and send your Postal Ballot in the printed envelop enclosed herewith, so as to reach on or before January 3, 2015.

## NOTES / INSTRUCTIONS

1. Shareholders desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to M/s Akash Gupta & Associates, Practising Company Secretary (ACS No.30099 and CP No.11038), in the attached pre-Paid self-addressed envelope at the address mentioned therein. Postage in born and paid by the Company. However, envelopes containing postal ballot, if sent by courier or any other mode at the expenses of the registered shareholders will also be accepted.
2. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours (5.00 p.m.) on January 3, 2015. All Postal Ballot Forms received after this date will be strictly treated as if no reply has been received from the Member.
3. A Member may request for a duplicate Postal Ballot Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under instruction No.2 above
4. There shall be one Postal Ballot for every folio, irrespective of the number of joint holders. A proxy shall not exercise the Postal Ballot. Voting rights be reckoned on the paid-up value of shares registered in the name of the Shareholders on the date of dispatch of this notice.
5. Members have option to vote either through Postal Ballot Form or through e-voting. If a member has opted for Physical Postal Ballot, then he/she should not vote by e-voting and vice versa. However, in case Shareholders cast their vote through both physical Postal Ballot and e-voting, then vote cast through e-voting shall prevail and vote cast through Physical Postal Ballot shall be considered as invalid.
6. Any query in relation to the Resolutions proposed to be passed by Postal Ballot may be addressed to Mr. Pankaj Gupta, Company Secretary.
7. The Scrutinizer's decision on the validity of a Postal Ballot/e-voting shall be final and binding.
- 8 . The Shareholder/s are requested to put tick mark (√) at the appropriate box given at the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
- 9 . This form should be completed and signed by the Shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named Shareholder and in his absence, by the next named Shareholder.
10. Voting in the Postal Ballot/e-voting cannot be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorised representatives with proof of their authorization, as stated below.
11. In case, shares are held by the companies, trusts, societies etc. The duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authorisation.
12. Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name of the Member as on Friday, November 21, 2014.
13. Members are requested not to send any other paper along with the Postal Ballot Form. They are also requested not to write anything in the Postal Ballot Form except giving their assent or dissent and putting their signature. If any such other paper is sent, the same will be destroyed by the Scrutinizer.
14. Incomplete, unsigned or incorrectly ticked Postal Ballot Forms will be rejected.
15. The results of the voting on Resolution will be announced on Day, Date and Time. at the Registered Office of the Company. The results will be posted on the Company's website [www.insecticidesindia.com](http://www.insecticidesindia.com) and on the website of CDSL – [www.evotingindia.co.in](http://www.evotingindia.co.in) besides communicating to the Stock Exchanges where the Company's shares are listed.