

BOARD OF DIRECTORS :

Mr. Pradeep Dave

Chairman & Executive Director
(*was Managing Director till 14/08/2013)

Mrs. Elizabeth Shrivastava

Managing Director
(w.e.f. 14.08.2013**)
(**post Board Meeting)

Mr. Ramgopal Kaja

Non-Executive Director

Mr. Ashit P.Dave

Executive Director

Dr. Samir P.Dave

Executive Director

COMPLIANCE OFFICER

Mrs. Priya Surati

BANKERS

State Bank of India

AUDITORS

M/s Contractor, Nayak & Kishnadwala

Chartered Accountants
5th Floor, Narain Chambers,
M. G. Road, Vile Parle (East),
Mumbai- 400 057.

REGISTERED OFFICE

1/1, MIDC Industrial Area
Lote Parshuram,
Village: Awashi
Taluka: Khed
District: Ratnagiri
Maharashtra 415 707

HEAD OFFICE

Akhand Jyoti, 8th Road,
Santacruz (East),
Mumbai 400 055
Tel. No. 91-22-67604000
Fax No. 91 - 22 67604060/4070
Internet: www.aimcopesticides.com
E-mail: aimco@aimcopesticides.com

FACTORY

Lote Parshuram, Village Awashi
Taluka Khed, District Ratnagiri,
Maharashtra.

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NOTICE

NOTICE is hereby given that the 26th Annual General Meeting of the Members of AIMCO PESTICIDES LIMITED will be held at the Registered Office of the Company at B-1/1, MIDC Industrial Area, Lote Parshuram, Village Awashi, Taluka Khed, District Ratnagiri, Maharashtra 415 707 on Monday, the 30th September, 2013, at 12.00 noon to transact the following business;

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2013 and the Profit & loss Account for the Year ended on that date together with report of Board of Directors and Auditor's thereon.
2. To appoint a Director in place of Dr. Samir P. Dave who retires by rotation and being eligible offers himself for re-appointment.
3. To consider & if thought fit, to pass with or without modification(s), the following resolution an ORDINARY RESOLUTION.

"RESOLVED THAT pursuant to the provisions of Sections 224 and other applicable provisions, if any of the Companies Act, 1956 M/s. Contractor, Nayak & Kishnadwala, Chartered Accountants, Mumbai, Statutory Auditors bearing Registration No. 101961W issued by the Institute of Chartered Accountants of India (ICAI), the retiring auditor of the Company, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on a remuneration as may be mutually agreed between the Board of Directors and the said Auditors and reimbursement of out-of-pocket expenses, travelling and other expenses in connection with the work of audit carried out by them."

4. **SPECIAL BUSINESS:**

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

"RESOLVED THAT Mrs. Elizabeth Shrivastava, who holds office as an additional Director up to the date of this Annual General Meeting pursuant to Articles of Association of the Company read with the Section 260 of the Companies Act, 1956 be and is hereby appointed as a Director of the Company.

"RESOLVED FURTHER THAT pursuant to the provision of section 198, 269, 309, 310, 349 read with Schedule XIII and any other applicable provisions of the Companies Act, 1956 and subject approval of Central Government, if any, wherever necessary, approval of members be and is hereby accorded for ratification of appointment of Mrs. Elizabeth Shrivastava, who was appointed as an Additional Director and designated as Managing Director by the Board of Directors of the Company, the same appointment be and is hereby confirmed and ratified for period of three years starting from 14th August, 2013 to 13th August, 2016, with monthly remuneration not exceeding ₹ 2,50,000/- per month."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to make such changes /modifications in the above mentioned remuneration structure as it may deem necessary or expedient provided that the remuneration payable to Mrs. Elizabeth Shrivastava, as a Managing Director, does not, at any time, exceed ₹ 2,50,000/- per month, during her tenure of appointment.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the currency of tenure of Mrs. Elizabeth Shrivastava, as a Managing Director, the remuneration and perquisites as set out be paid or granted to her to be treated as minimum remuneration and perquisites provided that the total remuneration by way of salary, perquisites, and other allowances shall be read with reference to schedule XIII to the said Act, as may be amended from time to time or equivalent statutory re-enactment thereof for the time being in force.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Registered Office:

B1/1, MIDC Indl. Area,
Lote Parshuram, Vill:Awashi
Taluka:Khed, Dist: Ratnagiri,
Maharashtra 415 707.

BY ORDER OF THE BOARD OF DIRECTORS

For AIMCO PESTICIDES LIMITED

Place : MUMBAI
Date : 14th August, 2013

Pradeep P. Dave
(CHAIRMAN)

AIMCO PESTICIDES LIMITED

NOTES:

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND TO VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- Proxies, in order to be effective, must be lodged with the Company not less than 48 hours before the time of the meeting.
- The Register of Members and Share Transfer Books of the Company shall remain closed from 27th September, 2013 to 30th September 2013 (both days inclusive).
- The Equity Shares of the Company are mandated for trading in the compulsory demat mode. The ISIN No. allotted for the Company's shares is INE008B01013.
- Members are requested to notify any change(s) in their address to the Company's R & T Agents, Link Intime India Pvt. Ltd. (formerly known as Intime Spectrum Registry Limited), C-13, Pannalal Silk mills Compound, LBS Road, Bhandup (W), Mumbai-400 078. (Email- mumbai@linkintime.co.in)
- Members / Proxies are requested to bring the copies of Annual Report and attendance slip duly filled while attending the Meeting.
- Members holding shares in physical form are requested to advise any change of address immediately to the Secretarial Department at the Head Office of the Company.
- Details of re-appointment of director

At the ensuing Annual General Meeting, Dr. Samir P. Dave Executive Director of the Company who retires by rotation and being eligible offers himself for re-appointment. The details pertaining to the Director required to be provided pursuant to clause 49 of listing agreement is furnished in the statement on Corporate Governance published elsewhere in the Annual Report.

Registered Office:
B1/1, MIDC Indl. Area,
Lote Parshuram, Vill:Awashi
Taluka:Khed, Dist: Ratnagiri,
Maharashtra 415 707.
Place : Mumbai
Date : 14.08.2013

BY ORDER OF THE BOARD OF DIRECTORS
For AIMCO PESTICIDES LIMITED

Pradeep P. Dave
(CHAIRMAN)

Agenda item no. 2

Name of the Director	Dr. Samir P. Dave
Date of Birth	15.01.1967
Date of Appointment	30.05.1995
Qualification	Ph.D in Organic Chemistry (University of Mumbai)
Expertise in specific Functional areas	Wide experience and research in organic synthesis and process development
Name(s) of other Public companies in which Directorship held	Amisco Agro-Chem Limited Aimco Ecoscience Limited Agriculture Skill Council Of India
Name(s) of other Companies in which Committee Membership(s) / Chairmanship(s) held (as per Clause 49 of the Listing Agreement with the Stock Exchange)	NIL

Explanatory Statement pursuant to Section 173(2)

ITEM NO. 4

The Board of Directors at its meeting held on 14th August, 2013, appointed Mrs. Elizabeth Shrivastava, as an additional Director in pursuance of section 260 of the Companies Act, 1956. Mrs. Elizabeth Shrivastava holds her office as a Director up to the date of this meeting. A Notice under section 257 of the Companies Act, 1956 has been received from a Member signifying his intention to propose the candidature of Mrs. Elizabeth Shrivastava for the office of Director. The required deposit of Rs.500/- has been received.

Based on the recommendation of the Remuneration Committee held earlier on that date, the Board of Directors appointed Mrs. Elizabeth Shrivastava as Managing Director for a term of three years from 14th August, 2013 to 13th August, 2016, subject to shareholders' approval and said appointment shall not liable to retire by rotation.

Mrs. Elizabeth Shrivastava, aged 60, till the date of appointment as additional director of the Company was heading international business and export Division of the Company. She has done her Master's in Biochemistry from University of Mumbai and possesses varied, rich experience of more than 30 years in the Agrochemical Industry.

The appointment and remuneration proposed is pursuant to provisions of section 198, 269, 309 and pursuant to the conditions prescribed in part B, Section 2, Part II of Schedule XIII of the Companies Act, 1956, with such modifications as may be made by virtue the Companies Bill 2012, already passed by Lok Sabha, which is now awaiting nod of upper house and the accord of President of India. The appointment is subject to the approval of Shareholders at the ensuing annual general meeting of the Company as well subject to requisite permission from the Central Government, if any.

The proposed remuneration may exceed the prescribed limit under the Companies Act, 1956 and hence an application would be made, in due course of time to the Central Government for seeking necessary permission for payment of the proposed remuneration, if any.

An abstract of the terms of appointment together with the memorandum of concern or interest of the Directors therein, in pursuance of Section 302 of the Companies Act, 1956, is set out below:

The material terms and conditions of appointment of Mrs. Elizabeth Shrivastava are as follows:

- 1) Period of appointment: Three Years (14th August, 2013 to 13th August, 2016).
- 2) Mrs. Elizabeth Shrivastava may be entrusted with substantial powers of management subject to the supervision and control of the Board of Directors.
- 3) Remuneration
 - a. By way of Salary and Perquisites (hereinafter referred to as "remuneration") at a maximum ceiling of ₹ 2.5 lakh (Two lakhs Fifty Thousand) per month or ₹ 30 Lakhs (Thirty Lakhs) per annum as the context may require.
 - b. The Perquisites shall include furnished /non furnished accommodation and / or house rent allowance, gas, electricity, water, medical reimbursement, leave travel concession for self and family, club fees, medical insurance, personal accident insurance, Company maintained car, telephone and such other perquisites in accordance with the rules applicable to management staff as may be agreed between the Company and Mrs. Elizabeth Shrivastava, the monetary value of such perquisites to be determined in accordance with the Income tax Rules, 1962, as framed from time to time.
 - c. Company's contribution to Provident Fund, Gratuity and encashment of leave at the end of the tenure are as per rules applicable to Company's management staff shall not be included in the computation of ceiling on remuneration and perquisites as aforesaid.

- d. In the event of absence or inadequacy of profits in any financial year, the approved remuneration shall be payable to Mrs. Elizabeth Shrivastava as minimum remuneration provided the same is within the limits prescribed in Schedule XIII of the Companies Act, 1956 or the modified limits as per Companies Bill 2012 as and when it becomes an Act, applicable at the relevant time, any amount drawn in excess of such limit on minimum remuneration shall be refundable by Mrs. Elizabeth Shrivastava to the Company.
- e. Provision, if any, for use of Company car for official duties and telephone(s) at residence, mobile phones (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.
- 4. The Board of Directors during the term of appointment, may, within the overall ceiling, fix such salary and perquisites and vary the same from time to time, as it may, in its sole discretion, deem appropriate after taking into consideration all the relevant factors.
- 5. The payment of remuneration is approved by a resolution passed by the Remuneration Committee taking into account, financial position of the company, trend in the industry, appointee's qualification, experience, past performance, past remuneration, etc.
- 6. The appointment may be terminated by either party giving to the other three months' notice.
- 7. Mrs. Elizabeth Shrivastava shall not be entitled to supplement her earnings with any buying and selling commission. She shall also not become interested or otherwise concerned, directly or indirectly in any selling agency of the Company without the prior approval of the Central Government.

None of the Directors, except Mrs. Elizabeth Shrivastava, is concerned or interested in the appointment. Mrs. Elizabeth Shrivastava holds 15,826 equity shares in dematerialized mode in the Company.

In view of the requirements of Part B, Section 2, Part II of Schedule XIII of the Companies Act, 1956, the resolution is proposed as a Special Resolution. The prescribed information is as per Annexure A to this explanatory statement.

ANNEXURE A

STATEMENT OF PRESCRIBED INFORMATION REFERRED AT ITEM 4 OF THE EXPLANATORY STATEMENT.

I. General Information

1. Nature of industry

The Company operates in the segment of Agrochemicals.

2. Date or expected date of commencement of commercial production

The Company is engaged in the business for over two decades therefore this clause is NOT APPLICABLE.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.

NOT APPLICABLE

4. Financial performance based on given indicators:

Financial performance of the Company in the last three years is given here under:

Financial Year	Gross Revenue	Profit before Tax	(Amount ₹ in Lakhs)
			Dividend with Corporate Tax
2010-11	4899.32	(604.08)	NIL
2011-12 (18 months)	19861.53	(863.60)	NIL
2012-13 (6 months)	4574.92	647.49	NIL

Export performance and net foreign exchange Collaborations:

Export performance of the Company in the last three financial years is given here under:

Financial Year	(Amount ₹ in Lakhs)
	Total (F O B Value)
2010-11	2369
2011-12	6112
2012-13	1676

There is no foreign collaboration involving foreign exchange during the last 3 financial years.

5. Foreign Investments or Collaborators, if any

There is no foreign investment or collaboration

II. INFORMATION ABOUT Mrs. Elizabeth Shrivastava.

1. Background details

Mrs. Elizabeth Shrivastava was heading international business and export division of the Company, has now been appointed a Member of the Board and Managing Director w.e.f. 14th August 2013. Mrs. Shrivastava, who is a qualified M.Sc. in BioChemistry from University of Mumbai, joined the Company on 12.08.1987. Mrs. Shrivastava possess over 30 years of rich experience in the AgroChemicals and related Industries. Her last association was as Managing Director of Savitri Pesticides & Agrochem Limited, the Company which got amalgamated with Aimco Pesticides Limited. She has more than 30 years experience.

2. Past remuneration

The Annual Remuneration drawn by Mrs. Shrivastava, as head Export division of the Company, before his elevation as a Member of the Board and appointment as Managing Director is as under:

Financial Year	Salary	Perquisites	Commission	(Amount ₹ in Lakhs)
				Total Remuneration
2010-11	—	—	11.40	11.40
2011-12 (18months)	5.29	3.53	14.10	22.92
2012-13 (06months)	5.29	3.53	—	8.82

3. Recognition or awards

Mrs. Elizabeth Shrivastava, during her tenure has carried out activities beneficial to development of agro chemicals industry. Her leadership ability paved way for enhancement of exports to eastern and western countries of the world.

4. Job profile and his suitability

Mrs. Shrivastava been entrusted with substantial powers of management subject to the supervision and control of the Board of Directors. Mrs. Shrivastava along with her technical team, has been instrumental in steering the growth in the business of the Company with plans for further future growth. Her role is worth appreciable as a leader of the management team as well of executor, in achieving overall performance under the present industrial and global scenario. The Company's future plans and steps being taken to maintain its competitive position in the market both in terms of revenues and profits.

1. Remuneration proposed

Remuneration

- a. By way of Salary and Perquisites (hereinafter referred to as "remuneration") at a maximum ceiling of ₹ 2.50 lakhs (Two Lacs Fifty Thousand) per month or ₹ 30.00 Lakhs (Thirty Lacs) per annum as the context may require.
 - b. The Perquisites shall include furnished /non furnished accommodation and / or house rent allowance, gas, electricity, water, medical reimbursement, leave travel concession for self and family, club fees, medical insurance, personal accident insurance, Company maintained car, telephone and such other perquisites in accordance with the Rules applicable to management staff as may be agreed between the Company and Mrs. Shrivastava, the monetary value of such perquisites to be determined in accordance with the Income tax Rules, 1962, as framed from time to time.
 - c. Company's contribution to Provident Fund, Gratuity and encashment of leave at the end of the tenure as per Rules applicable to Company's management staff shall not be included in the computation of ceiling on remuneration and perquisites as aforesaid.
 - d. The remuneration as proposed is payable as minimum remuneration subject to the limits prescribed in Part B, Section II, Part II of Schedule XIII of the Companies Act, 1956 as may be amended by any new or modified legislation that may become applicable during the tenure of appointment of Mrs. Shrivastava. Any amount that may be drawn by Mrs. Shrivastava in excess of such statutory limit will be, subject to the approval as may be granted by the Central Government on Company's application.
2. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of its origin)
- Comparative remuneration in the industry of the stature of Mrs. Elizabeth Shrivastava is over ₹ 40 Lacs. In case of Bhagiradha Chemicals & Industries Ltd. Annual Remuneration to Managing Director consist of Salary of ₹ 30 Lacs p.a. plus other benefits and ₹ 57 Lacs p.a. in respect of Bharat Rasayan Limited.
3. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

Mrs. Elizabeth Shrivastava does not have any pecuniary relationship directly or indirectly except the remuneration drawn by her in the capacity as a Managing Director & shareholding held by her in the Company.

III Other information

1. Reasons of loss or inadequate profits

The Company's business is directly related to agriculture sector of the economy. During year under review, rainfall in India was erratic. There was delay in the arrival of the monsoon, adversely

affecting the kharif crops. Although in the later part, the monsoon picked up which turned out to be favorable for the rabi crops. However, in most parts of the country, there was drought-like situation. Due to water shortage, cotton and rice acreage in the country decreased. The area which is posing real challenge is the volatile fluctuation in the prices of key ingredients of agro chemicals which would make the planning of purchases, stock levels and production a tough task.

The forecasts for the year 2013-14 by the Industry experts association for agrochemicals is positive. During the year, it was heartening to note that apart from the northern states of the country, the Eastern states are also being classified as food baskets for the country with improved production of many food and vegetable crops. This is a good sign for the country which can take credit for being one of the leading producers of the world for soya bean, cotton, sugarcane, rice and certain cereals.

Overall recessionary situation affected industrial growth. Most companies were forced to change their strategy from growth to survival and maintaining market share in an already squeezed market. This in turn resulted in stiff competition affecting margins and ultimately resulting in lower profits. We were able to maintain our market share at a lower profitability.

2. Steps taken or proposed to be taken for improvement

Appropriate strategies would be devised to improve profitability of the Company.

IV. Disclosures:

1. The shareholders of the company shall be informed of the remuneration package of the managerial person. [Has been disclosed at appropriate place].
2. The following disclosures shall be mentioned in the Board of directors' report under the heading "Corporate Governance", if any, attached to the annual report : -

- i) All elements of remuneration package such as salary, benefits, bonuses, stock options, pension etc. of all the directors;

Disclosed at appropriate place

- ii) Details of fixed component and performance linked incentives along with the performance criteria;

Disclosed at appropriate place

- iii) Service contracts, notice period, severance fees;

In terms of the Agreement entered between the Company and Mrs. Elizabeth Shrivastava the appointment is for a period of 3 years w.e.f.14.8.2013 to 13.8.2016 with a notice period of 3 months on either side.

- iv) Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.

The Company does not have any scheme of Stock option; hence this clause is NOT APPLICABLE.

All the relevant documents including the resolution of the Board of Directors, Copy of the Agreement between the Company and Mrs. Elizabeth Shrivastava are available for inspection at the Registered Office of the Company during office hours, except on Saturdays, Sundays and Holidays.

AIMCO PESTICIDES LIMITED

DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present the Twenty Sixth Annual Report together with the Audited Accounts of the Company for the year ended 31st March, 2013.

FINANCIAL HIGHLIGHTS

	(₹ In lacs)	
	6 months Ended on 31/03/2013	18 Months Ended on 30/09/2012*
Total turnover/income from Operations	4,574.93	19,861.53
Other Income	49.17	204.48
Total Revenue	4,624.10	20,066.02
Profit/(loss) before Tax	(1,647.99)	(556.55)
Add : Exceptional Items	2,295.48	NIL
Profit Before Tax	647.49	(556.55)
Provision for Taxation Current Tax	4.26	NIL
Add: Deferred Tax	142.50	(306.95)
Add: MAT Credit Entitlement	4.26	NIL
Profit /(loss)After Tax	790.00	(863.50)
Add: Balance b/f from earlier year	(1,692.16)	(1,658.24)
Less: Transfer from Capital Reserve	NIL	30.00
Balance carried to Balance Sheet	(902.16)	(1692.16)

**Note: The previous year's financial statements have been prepared for the period of eighteen months covering period from 01.04.2011 to 30.09.2012, read with permission granted by the Registrar of Companies (ROC), Mumbai, Maharashtra. Accordingly, the figures for the current period (01.10.2012 to 31.03.2013) are not comparable with figures of the previous year ended 30.09.2012*

OPERATIONS:

On account of variation of periodicity of financial statement of current year and that of last year, the figures are not absolutely comparable. During the period under review, the income recorded from operations was ₹ 4,574.93 lacs [during FY 2012-13, consisting of 6 months period], representing a healthy sign of business growth of as compared to previous period. After offsetting all expenses/ credits, company generated profit after tax of ₹ 790 Lacs. The Company has continued to enhance its business operations during the financial year period under review. The Management has committed to enhance business operations by adding new molecules to sustain market volatility. Your Company has attempted to capture untapped foreign markets with new product line and as result volume of sales would see momentum in succeeding years.

We are pleased to inform you that, during the financial year under review, State Bank of India, Company's principle lender have sanctioned its accord for one time settlement (OTS) plan submitted by the Company earlier with minor modification.

The management's business development plan has contributed in terms of development of new markets as well as launching of newer products in local and foreign markets. Under given challenging global business surroundings and draught like conditions in few states in India during last financial year, stalled management's efforts to bring turnaround on fast track, but we are working at our full capacity to improve in net worth of the Company. Your directors are hopeful of smooth execution of the revival plan and present