

AIMCO PESTICIDES LIMITED

31ST ANNUAL REPORT

2017-2018

BOARD OF DIRECTORS

Mr. Dushyant Patel
(Chairman & Non-Executive, Independent Director)

Mr. Ramgopal Kaja
(Non-Executive, Independent Director)

Mr. B. B. Bhawsar
(Non-Executive, Independent Director)

Mrs. Elizabeth Shrivastava
(Managing Director)

Mr. Pradeep P. Dave
Executive Director

Dr. Samir P. Dave
Executive Director

Mr. Ashit P. Dave
Executive Director

Compliance Officer / Company Secretary #
Mr. Ninad Sahasrabuddhe
 # (w.e.f. September 8, 2017)

AUDITORS

M/s J. Dwarkadas& Co.
Chartered Accountants
12, Kaushik, North South Road No. 1,
Vile Parle (East), Mumbai – 400 056

REGISTERED OFFICE

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

HEAD OFFICE

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

FACTORY

B - 1/1, MIDC Industrial Area,
LoteParshuram, Village: Awashi,
Taluka: Khed, District: Ratnagiri,
Maharashtra 415 707

REGISTRAR & SHARE TRANSFER AGENT

Link Intime India Private Limited
C 101, 247 Park, L.B.S.Marg,
Vikhroli (West), Mumbai - 400083

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NOTICE

NOTICE is hereby given that the 31st (Thirty First) 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 Friday, September 28, 2018, at 11.00 a.m. to transact the following business.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone and Consolidated Statement of Accounts for the Financial Year ended March 31, 2018 together with the reports of the Board of Directors and Auditors thereon.
2. To declare dividend of Re. 1 per equity share of ₹ 10/- each for the financial year ended March 31, 2018.
3. To appoint a Director in place of Dr. Samir Dave (DIN: 00184680) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification(s), the following resolution for appointment and remuneration of M/s N. Ritesh & Associates, Cost Accountant having Firm Registration No: R100675 as an **ORDINARY RESOLUTION**:

   "RESOLVED THAT pursuant to provisions of Section 148(3) of the Companies Act, 2013 ("the Act") read with Rule 14(a) of the Companies (Audit and Auditors) Rules, 2014, recommendation of the Audit Committee and approval by the Board of Directors at its meeting dated May 25, 2018, a remuneration of ₹ 60,000/-p.a. (Rupees Sixty Thousands Only) plus out of pocket expenses and Goods and Service Tax and other taxes as may be applicable for conducting the audit of the cost accounting records of the Company for the financial year 2018-19 to M/s. N. Ritesh & Associates, Cost Accountant having Firm Registration No: R100675, be and is hereby approved.

   RESOLVED FURTHER THAT the Board of Director(s) / Company Secretary of the Company 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."

By Order of the Board of Directors

For AIMCO PESTICIDES LIMITED

Sd/-
Ninad Sahasrabuddhe
ACS No. 52226
Company Secretary and Compliance Officer

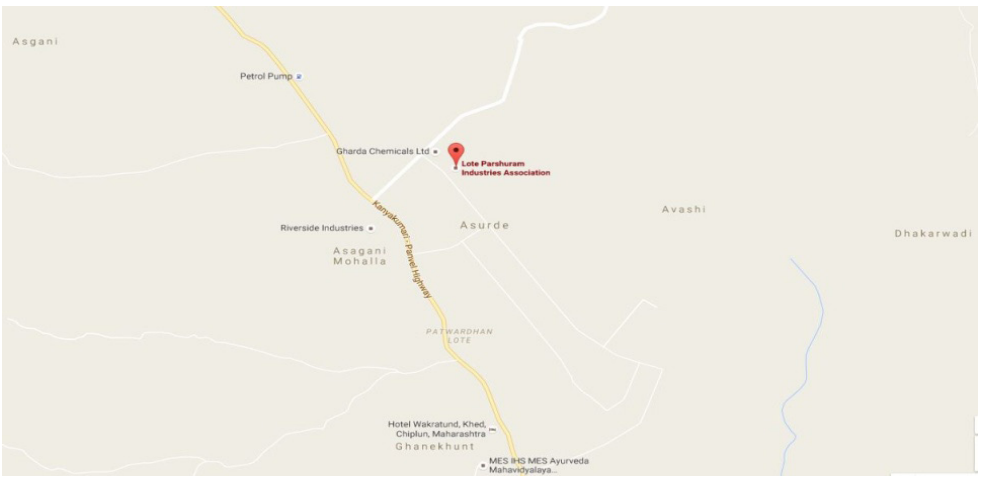
Place: Mumbai
Date: August 14, 2018

Registered Office:
B- 1/1, MIDC Industrial Area,
Lote Parshuram, Village: Awashi Taluka: Khed,
District: Ratnagiri, Maharashtra 415 707.

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DULY COMPLETED, STAMPED AND SIGNED AND SHOULD BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

   A person can act as a proxy on behalf of the Members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. A proxy form is sent herewith. Proxies submitted on behalf of the Companies, societies etc., must be supported by an appropriate resolution/authority, as applicable. The Proxy-holder shall prove his identity at the time of attending the Meeting.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business as set out above is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 22, 2018 to Friday, September 28, 2018 (both days inclusive).
4. Map of venue of the AGM is given hereunder.



5. The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) is M/s. Link Intime India Private Limited having their Registered Office at C 101, 247 Park, L.B.S.Marg, Vikhroli (West), Mumbai - 400083.
6. Members are requested to furnish/ update the details of their address, e-mail address, bank account details, relevant information for availing various approved/permissible modes of electronic funds transfer facilities viz. Electronic Clearing Services (ECS), National Electronic Funds Transfer (NEFT), Real Time Gross Settlement (RTGS), etc. to prevent fraudulent encashment of dividend warrants, whenever issued:
   (i) to their Depository Participants (DPs) in respect of their shareholdings in electronic (demat) form, and
   (ii) to the Company's Registrar & Share Transfer Agents namely, ***M/s. Link Intime India Private Limited*** in respect shareholdings in physical form.
7. Members are requested to:
   (i) send all share transfer lodgements (Physical mode) / correspondence to the Registrar and Share Transfer Agent upto the date of book closure.

(ii) write to the Compliance Officer of the Company for their queries or if desirous of obtaining any information(s), concerning the accounts and operations of the Company, at the Company's Registered Office at least seven days before the date of the Annual General Meeting in order to enable the management to keep the information ready at the meeting.

(iii) quote Registered Folio Number or DP ID/ Client ID in all the correspondence.

8. For the convenience of the Members, attendance slip is enclosed in the Annual Report. Members/ Proxy Holders/Authorized Representatives are requested to fill in and sign at the space provided therein and submit the same at the venue of the Meeting. Proxy/Authorized Representatives of Members should state on the attendance slip as 'Proxy' or 'Authorized Representative', as the case may be. Further, those who hold shares in demat form are requested to write their Client Id and DP Id and those who hold shares in physical forms are requested to write their folio number on the attendance slip for easy identification at the meeting.
9. Corporate Members intending to send their representatives to attend the Meeting are requested to send to the Company a Certified True copy of the Board Resolution authorizing their representatives to attend and vote at the Meeting on their behalf.
10. As per the provisions of Section 72 of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 facility for making nominations is available for shareholders in respect of the physical shares held by them. Form SH-13 for making nomination can be obtained from RTA. The duly filled in nomination form shall be sent to Link Intime India Private Limited at the above mentioned address. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
11. Members, who are holding Shares in identical order of names in more than one Folio, are requested to apply to the Company/ RTA along with the relevant Share Certificates for consolidation of such Folios in one Folio.
12. Members are informed that in case joint holders attend the Meeting, only such joint holder who is higher in the order of names in the Register of Members/Beneficial Holders will be entitled to vote.

    Dr. Samir Dave (DIN 00184680), an Executive Director [Whole Time Director],who retires by rotation at the Annual General Meeting and being eligible, offers himself for re-appointment.

    Pursuant to the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 and as mandated under Secretarial Standards- 2 issued by the Institute of Company Secretaries of India (ICSI) effective from July 01, 2015, brief resume of the Directors seeking appointment or re-appointment at the forthcoming Annual General Meeting, nature of their expertise in specific functional areas, names of the Companies in which they hold Directorships and the Memberships/ Chairmanships of Committees of the Board and their shareholding in the Company, are annexed hereto. The Directors have furnished the relevant consents, declarations, etc. for their appointment/ reappointment.
13. All documents referred to in the accompanying notice are open for inspection at the Registered Office of the Company between 10.00 a.m. and 12.00 (Noon) on any working day except on Public Holiday, Saturday & Sunday, up to and including the date of the ensuing Annual General Meeting of the Company.
14. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Shareholders are, therefore, requested to kindly bring their copies at the time of attending the Meeting.

    The Company has designated an exclusive email-id viz. investors@aimcopesticides.com to enable investors to register the complaints, if any.
15. As per Sections 101,136 and other applicable provisions of the Act, read with the rules made there under and circulars issued by the Ministry of Corporate Affairs, Companies can now send various reports, documents, communications, including but not limited to annual report to its members through electronic mode at their registered e-mail addresses. The Company believes in green initiative and is concerned about the environment. Hence, Annual Report including inter alia the Report of the Board of Directors, Auditors' Report, Balance Sheet, Statement of Profit and Loss, Cash Flow Statement, Notice of this AGM, instructions for e-voting, attendance slip, proxy form, etc. is being sent by electronic mode to all Members

whose e-mail addresses are registered with the Company/ RTA / depositories unless a Member has requested for a hard copy of the same. For Members who have not registered their e-mail addresses, physical copies of the relevant documents are being sent by the permitted mode.

To support "Green initiative", members who have not registered their e-mail addresses, so far, are requested to register their e mail addresses with their depository participants, in respect of electronic holdings. Members holding shares in physical form are requested to kindly register their e-mail addresses with the Company's R&TA at their above mentioned address. Annual Report is also available on the Company's website at www.aimcopesticides.com and made available for inspection at the Registered Office of the Company during the business hours.

16. Payment of dividend as recommended by the Board of Directors, if declared at the Meeting, will be made on or after Monday, the 28th September, 2018, to the Members whose names stand on the Company's Register of Members on Thursday, the 21st September, 2018 and to the Beneficial Owner(s) as per the Beneficiary List at the close of business hours on Thursday, the 21st September, 2018, provided by the National Securities and Depository Limited and Central Depository Services (India) Limited.

    Payment of dividend will be made through National Electronic Clearing Service (NECS) at the RBI Centres by crediting the dividend amount to the Bank Accounts of the shareholders wherever relevant information is made available to the Company. Members holding shares in physical form and covered under the RBI Centers who have not furnished the requisite information and who wish to avail of the NECS facility to receive dividend from the Company, may furnish the information to M/s. Link Intime India Private Limited, the Registrars and Transfer Agents. Members holding shares in electronic form may furnish the information to their depository participants in order to receive dividend through the NECS mechanism.

17. Voting through electronic means:

    A. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members the facility to exercise their right to vote at the 31st Annual General Meeting (AGM) by electronic means. The Company has appointed Central Depository Services Limited (CDSL) for facilitating e-voting.

    B. Members are requested to note that the Company is providing facility for remote e-voting and the business as given in the notice of 31st AGM may be transacted through electronic voting system. It is hereby clarified that it is not mandatory for a Member to vote using the remote e-voting facility. The members shall note that the facility for voting shall also be provided at the meeting through poll paper and the members (as on cut-off date) attending the meeting who has not casted their vote by remote e-voting shall be able to exercise their voting rights at the meeting. If the members have already cast their vote by remote e-voting prior to the meeting they may attend the meeting but shall not be entitled to cast their vote again and Vote cast by them at the meeting, if any, shall be treated as invalid.

    C. A Member may avail of the facility at his/her/its discretion, as per the instructions provided herein:

        (i) The voting period begins on Tuesday, September 25, 2018 at (9:00a.m. IST) and ends on Thursday, September 27, 2018 (05:00 p.m. IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, September 21, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

        (ii) The shareholders should log on to the e-voting website www.evotingindia.com.

        (iii) Click on Shareholders Tab.

        (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • 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 8 digits of the sequence number in the PAN Field. • In case the sequence number is less than 8 digits enter the applicable number of O's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1then enter RA00000001 in the PAN Field.
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. • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)

(viii) After entering these details appropriately, click on "SUBMIT' tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN of **Aimco Pesticides Limited** to vote.

(xii) 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.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Non-Individual Shareholders and Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to and register themselves as Corporates.
- 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and E-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

D. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Friday, September 21, 2018.

E. E-voting period will commence from Tuesday, September 25, 2018 at (9:00a.m. IST) and will end on Thursday, September 27, 2018 (05:00 p.m. IST).

F. Mr. Rahul Sahasrabuddhe (FCS: 6254 and CP: 13578), Practising Company Secretary has been appointed as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner, whose email address is compliance@sprscs.com

G. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least Two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

H. The Chairman or the authorised person shall declare the results of the voting forthwith and the results declared along with the report of the scrutinizer shall be placed on the website of the Company i.e. and on the website of CDSL i.e. www.evotingindia.co.in. The Company shall also simultaneously forward the results to BSE where its shares are listed.

A brief profile and other details of Directors being appointed/ re-appointed as required under Securities Exchange Board of India (Listing obligation & Disclosure Requirements), Regulations, 2015

Name of the Director	Dr. Samir P. Dave
Director Identification Number	00184680
Date of Birth	15/01/1967
Date of joining the Board	30/05/1995
Qualification	Ph. D. in Synthetic Organic Chemistry, (Bombay University)
Profile of the Director	- Dr. Samir Dave has wide experience in organic synthesis, research and process development with over 20 years of extensive proficiency in the industry of pesticides. Currently he heads the R&D and production activities of the Company. -Dr. Samir Dave has been instrumental in introducing various new molecules in last decade. He is also founder Director of Agrocare a Global Agrochemical Association registered at Belgium. Also a Board Member of "Agriculture Skill Council of India" (Govt. of India.)
Directorship in other Companies (excluding Private and Foreign Companies)	1.Amisco Agro-Chem Limited 2. Aimco Ecoscience Limited 3. Agriculture Skill Council of India
Directorships and Committee memberships in other companies	NIL
Relationships between Directors interested	NIL

By Order of the Board of Directors
For AIMCO PESTICIDES LIMITED

Sd/-
Ninad Sahasrabuddhe
ACS No. 52226
Company Secretary and Compliance Officer

Place: Mumbai
Date: August 14, 2018

Registered Office:
B- 1/1, MIDC Industrial Area,
Lote Parshuram, Village: Awashi Taluka: Khed,
District: Ratnagiri, Maharashtra 415 707.

Explanatory Statement pursuant to Section 102(2) of the Companies Act, 2013

Item No: 4

The Board of Directors, at its meeting held on May 25, 2018, based on recommendation of the Audit Committee, approved the appointment of M/s. N. Ritesh & Associates, Cost Accountants having Firm Registration No: R100675, as the Cost Auditor of the Company for the Financial Year 2018-19 at a fees of ₹ 60,000/- p.a. (Rupees Sixty Thousand Only) plus out of pocket expenses, Goods and Service Tax and other taxes as may be applicable for conducting the audit of the cost accounting records.

Section 148(3) of the Companies Act, 2013 ("the Act") read with Rule 14(a) of the Companies (Audit and Auditors) Rules, 2014, requires the Board to appoint an individual, who is a Cost Accountant in Practice or a firm of Cost Accountants in Practice, as Cost Auditor on the recommendations of the Audit committee, which shall also recommend remuneration for such Cost Auditor and such remuneration shall be considered and approved by the Board of Directors and ratified subsequently by the shareholders.

The resolution contained in Item no.4 of the accompanying notice; accordingly, seek members' ratification for fixation of remuneration of Cost Auditor of the Company for the financial year 2018-19.

None of the Directors of the Company is in anyway concerned or interested in the proposed resolution.

By Order of the Board of Directors
For AIMCO PESTICIDES LIMITED

Sd/-
Ninad Sahasrabuddhe
ACS No. 52226
Company Secretary and Compliance Officer

Place: Mumbai
Date: August 14, 2018

Registered Office:
B- 1/1, MIDC Industrial Area,
Lote Parshuram, Village: Awashi, Taluka: Khed,
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