



REGD. OFFICE: 401-402, LUSA TOWER, AZADPUR COMMERCIAL COMPLEX, DELHI - 110033

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 16TH ANNUAL GENERAL MEETING OF THE MEMBERS OF **INSECTICIDES (INDIA) LIMITED** WILL BE HELD ON TUESDAY, 27TH DAY OF AUGUST, 2013 AT 9.30 A.M. AT M. P. C. U. SHAH AUDITORIUM, CIVIL LINES, DELHI - 110 054, TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at March 31, 2013 and the Statement Profit & Loss for the year ended on that date together with the Directors' Report and the Auditors' Report.
2. To declare final dividend of ₹ 3.00 (30%) per Equity Share for the year 2012-13.
3. To appoint a Director in place of Mr. Anil Kumar Singh, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Navin Shah, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Statutory Auditors who shall hold office from conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification(s) the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to Section 224 of the Companies Act, 1956, Messrs MOHIT PAREKH & CO., Chartered Accountants, Delhi (Firm Regd. No. 002067N) be and are hereby reappointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS

6. To consider and if thought fit to pass, the following resolution as an **ORDINARY RESOLUTION** of which due notice in writing under Section 257 of the Companies Act, 1956, has been received by the Company from a member:

"RESOLVED THAT Mr. Virjesh Kumar Gupta, who was appointed by the Board of Directors as an Additional Director of the Company w.e.f. 25.09.2012 and who holds office upto the date of this Annual General Meeting of the Company under Section 260 of the Companies Act, 1956 and in respect of whom a notice under Section 257 of the Companies Act, 1956 has been received from a member signifying his intention to propose Mr. Virjesh Kumar Gupta as a candidate for the office of Director of the Company be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation."

7. 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 198, 269, 309, 310, and 317 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956, ("the Act") or any statutory modification(s) or the relevant provisions of the Articles of Association of the Company, approval of the members be and is hereby accorded to the re-appointment of Mr. Hari Chand Aggarwal as a Whole-time Director of the Company, for a period 5 (Five) years with effect from October 1, 2012 on terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter and vary the terms and conditions of re-appointment and/or remuneration, subject to the same not exceeding the limits specified under Schedule XIII to the Companies Act, 1956 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable."

8. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 198, 269, 309, 310, and 317 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956, ("the Act") or any statutory modification(s) or the relevant provisions of the Articles of Association of the Company, approval of the members be and is hereby accorded to the appointment of Mrs. Nikunj Aggarwal as a Whole-time Director of the Company, for a period 5 (Five) years with effect from May 2, 2013 on terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter and vary the terms and conditions of appointment and/or remuneration, subject to the same not exceeding the limits specified under Schedule XIII to the Companies Act, 1956 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable"

Registered Office:

401-402, Lusa Tower,
Azadpur Commercial Complex,
Delhi - 110033
E-mail: Investor@insecticidesindia.com

By Order of the Board

(Pankaj Gupta)

Company Secretary

Date : July 26, 2013

NOTICE 2012-13 **1**



NOTES:

1. **A member entitled to attend and vote at the Annual General Meeting (the meeting) is entitled to appoint a proxy to attend and vote on a poll instead of him and the proxy need not be a member of the Company. The instrument appointing proxy should, however, be deposited at the Registered Office of the Company not less than forty-eight hours before the scheduled time of the meeting.**
2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
3. An Explanatory Statement pursuant to Section 173 (2) the Companies Act, 1956, relating to special business to be transacted at the meeting is annexed hereto.
The relevant Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956, in respect of Item No. 6 to 8 of the notice is also annexed hereto.
4. Members / Proxies are requested to bring duly filled in attendance slips sent herewith for attending the meeting.
5. 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.
6. The Statutory Registers and relevant documents referred to in accompanying Notice are open for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and Holidays) between 11:00 a.m. to 1:00 p.m up to the date of Annual General Meeting.
7. The Register of Members and Share Transfer Book of the Company shall remain closed from August 19, 2013 to August 27, 2013 (Both days inclusive) for determining the names of Members eligible for dividend on Equity Shares, if any, declared at the meeting.
8. Members are requested to contact the Registrar and Share Transfer Agent of the Company (Alankit Assignments Limited) for recording any change of address or nominations and for redressal of complaints or contact the Company Secretary at the Registered Office or by email at investor@insecticidesindia.com.
All investors related communication may be addressed to Alankit Assignments Limited, Alankit House, 2E/21, Jhandewalan Extension, New Delhi - 110 055.
9. Members holding shares in Electronic Form are hereby informed that bank particulars registered against their respective depository accounts will be used by the company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in Electronic Form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.
10. As per the provisions of the Companies Act, 1956 facility for making nomination is available for the Members in respect of the shares held by them. Nomination forms can be obtained from the Company's Share Registrar and Transfer Agent.
Dividend on Equity Shares, if declared at the meeting, shall be paid to the shareholders whose names appear on the Register of Members of the Company on August 19, 2013.
Shareholders who have not encashed/received dividend for the financial years ended March 31, 2008 to March 31, 2012 may please approach the Company and/or Alankit Assignments Limited for payment of such unpaid dividend.
11. Pursuant to Clause 49 of the Listing Agreement with Stock Exchanges, it is informed that Mr. Anil Kumar Singh and Mr. Navin Shah retires by rotation in accordance with the Articles of Association of the Company at the ensuing Annual General Meeting and being eligible, have offered themselves for re-appointment. The particulars of the Directors are as follows:

Item No. 3

Mr. Anil Kumar Singh, age 37 years, is a Company Secretary by qualification. Presently, he is a Practicing Company Secretaries and based in Delhi. He has more than 10 years of experience. He is a reputed person in his community and has vast knowledge of Legal and Corporate Consultancy. He is holding nil shares of the Company. He is not a director in any other company and chairmanship & membership in any committee of other company. He is holding 50% Equity Shares in AKS Consultancy Private Limited.

Item No. 4

Mr. Navin Shah, aged 70 years, belongs to a business family of Delhi. He started his business career in plastic industries. Mr. Navin Shah has more than 42 years experience in manufacturing in PVC compound. Mr. Navin Shah was appointed as Additional Director of the Company with effect from June 23, 2009 and appointed as Director by the shareholders in the Annual General Meeting held on August 12, 2009. He is holding nil shares of the Company. He is neither a director nor a holding of shares in any other company. He is also not a chairmanship & membership in any committee of other company.



Explanatory Statement pursuant to Section 173 (2) of Companies Act, 1956, annexed to the notice convening the Annual General Meeting to be held on August 27, 2013.

Item No.6

Mr. Virjesh Kumar Gupta, age 66 years, is a graduate by qualification. He is a highly experienced professional with in depth understanding and hands on experience in diverse business fields for over 35 years. He is specialized in general management covering almost all aspects of day to day business activities. Presently, he is associated with various Educational and Charitable Societies.

He is holding nil shares of the Company.

Mr. Virjesh Kumar Gupta was co-opted as an Additional Director of the Company pursuant to Section 260 of the Companies Act, 1956, with effect from September 25, 2012. Mr. Virjesh Kumar Gupta, holds the office of director up to the date of ensuing Annual General Meeting. The Company has received notice in writing from a member along with the requisite fee for the office of Director under the provisions of Section 257 of the Companies Act, 1956. He is neither a director nor a holding of shares in any other company. He is also not a chairmanship & membership in the committee of any other company.

The Board recommends that the resolution be passed.

None of directors, except Mr. Virjesh Kumar Gupta, are directly or indirectly concerned or interested in this resolution.

Item No. 7

Mr. Hari Chand Aggarwal, aged 66 years, belongs to Delhi based business family. He has more than 3 decades of experience in pesticides business. He was appointed as Director of the Company with effect from October 12, 2001 and he is providing his services continuously.

Mr. Hari Chand Aggarwal was appointed as Whole-time Director of the Company effective from October 1, 2007. In recognition of his extensive exposure and experience, the Board of Directors of the Company ("the Board"), at its meeting held on September 25, 2012, has re-appointed him as a Whole-time Director of the Company for a further period of 5 (Five) years with effect from October 1, 2012 subject to the approval of the members. The Board is of the opinion that his re-appointment as a Whole-time Director of the Company would be in the best interest of the Company. The Board has no hesitation in recommending his re-appointment.

The remuneration payable to Mr. Hari Chand Aggarwal shall be determined by the Remuneration Committee of the Board and approved by the Board from time to time within, however, the maximum limit prescribed under Schedule XIII of the Companies Act, 1956.

Broad particulars of the terms of re-appointment of and remuneration payable to Mr. Hari Chand Aggarwal are as under:

Basic Salary

₹ 600000/- (Rupees Six Lacs only) per month or ₹ 7200000/- (Rupees Seventy Two Lacs only) per annum (Inclusive of Dearness Allowance).

Perquisites

a) Use of company's car alongwith the driver.

The above perquisites shall be evaluated as per Income-tax Rules, wherever applicable.

Provident Fund, Superannuation/Annuity Fund and Other Benefits

Mr. Hari Chand Aggarwal shall be entitled to the Company's contribution to Provident Fund and Superannuation or Annuity Fund to the extent these either singly or together are not taxable under the Income Tax Act, Bonus and other benefits as per rules of the Company.

Minimum Remuneration

During the tenure in any financial year, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, perquisites as specified above, subject to the provisions of Schedule XIII of the Companies Act, 1956.

The above terms may be varied, altered, increased, enhanced or widened from time to time by the Remuneration Committee or Board as it may in its discretion deem fit, within the maximum amounts payable in accordance with the provisions of the Companies Act, 1956 or any amendments made hereafter in this regard.

The Explanatory Statement shall service the purpose of the notice required under Section 302 of the Companies Act, 1956.

The Board of Directors accordingly recommends the resolution set out at item no.7 of the accompanying. Notice for approval of the Shareholders. He is holding 615600 shares in the Company.

Mr. Hari Chand Aggarwal as it concern himself is deemed to be concerned or interested in this resolution and Mr. Rajesh Aggarwal and Mrs. Nikunj Aggarwal, being relative of Mr. Hari Chand Aggarwal are also deemed to be considered or interested in the said resolution.

Item No. 8

Mrs. Nikunj Aggarwal, aged 40 years, belongs to Delhi based business family. She is a graduate by qualification from Hans Raj College, New Delhi. She has experienced in business fields for over 7 years. Presently, she is involved in general management covering almost all aspects of day to day business activities.



The Board of Directors ("the Board") at their meeting held on May 2, 2013 appointed Mrs. Nikunj Aggarwal as a Whole-time Director of the Company for a period of 5 (Five) years with effect from May 2, 2013 on terms of appointment as mentioned in the agreement. A copy of which (as has also been duly approved by the Board) will be placed before the meeting and is subject to approval of the shareholders and other approval, if any, as may be necessary. The Board is of the opinion that her appointment as a Whole-time Director of the Company would be in the best interest of the Company. The Board has no hesitation in recommending her appointment.

The remuneration payable to Mrs. Nikunj Aggarwal shall be determined by the Remuneration Committee of the Board and approved by the Board from time to time within, however, the maximum limit prescribed under Schedule XIII of the Companies Act, 1956.

Broad particulars of the terms of appointment of and remuneration payable to Mrs. Nikunj Aggarwal are as under:

Basic Salary

₹ 100000/- (Rupees One Lac only) per month or ₹ 12 Lac (Rupees Twelve Lac only) per annum (Inclusive of Dearness and Other Allowances).

Perquisites

- a) Free use of telephone facility at the residence.
- b) Payment of mobile phone bill on actual basis used by herself.
- c) Use of company's car alongwith the driver.

The above perquisites shall be evaluated as per Income-tax Rules, wherever applicable.

Provident Fund, Superannuation/Annuity Fund and Gratuity

Mrs. Nikunj Aggarwal shall be entitled to the Company's contribution to Provident Fund and Superannuation or Annuity Fund to the extent these either singly or together are not taxable under the Income Tax Act, Bonus, Gratuity payable and other benefits as per rules of the Company.

Minimum Remuneration

During the tenure in any financial year, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, perquisites as specified above, subject to the provisions of Schedule XIII of the Companies Act, 1956.

The above terms may be varied, altered, increased, enhanced or widened from time to time by the Remuneration Committee or Board as it may in its discretion deem fit, within the maximum amounts payable in accordance with the provisions of the Companies Act, 1956 or any amendments made hereafter in this regard.

The Explanatory Statement shall service the purpose of the notice required under Section 302 of the Companies Act, 1956.

The Board of Directors accordingly recommends the resolution set out at item no.8 of the accompanying Notice for approval of the Shareholders. She is holding 750000 shares in the Company.

Mrs. Nikunj Aggarwal as it concern herself is deemed to be concerned or interested in this resolution and Mr. Hari Chand Aggarwal and Mr. Rajesh Aggarwal, being relative of Mrs. Nikunj Aggarwal are also deemed to be considered or interested in the said resolution.

Registered Office:

401-402, Lusa Tower,
Azadpur Commercial Complex,
Delhi - 110033
E-mail: Investor@insecticidesindia.com

By Order of the Board

(Pankaj Gupta)

Company Secretary

Date : July 26, 2013



REGD. OFFICE: 401-402, LUSA TOWER, AZADPUR COMMERCIAL COMPLEX, DELHI - 110033

ATTENDANCE SLIP

Regd. Folio No.

**D.P.I.D.....

**Client I.D.....

16TH ANNUAL GENERAL MEETING - AUGUST 27, 2013

I Certify that I am a member/proxy for the member of the Company.

I hereby record my presence at the **16th Annual General Meeting** of the Company held on Tuesday, August 27, 2013 at 9.30 a.m. at M. P. C. U. Shah Auditorium, Civil Lines, Delhi - 110 054.

.....
***Member's / Proxy's Name in Block Letter**

.....
***Member's / Proxy's Signature**

Note:

1. Member/Proxy must bring the Attendance Slip to the Meeting and hand it over, duly signed, at the registration counter.

* Strike out whichever is not applicable



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REGD. OFFICE: 401-402, LUSA TOWER, AZADPUR COMMERCIAL COMPLEX, DELHI - 110033

PROXY FORM

Regd. Folio No.

**D.P.I.D.....

**Client I.D.....

16TH ANNUAL GENERAL MEETING - AUGUST 27, 2013

I/We of
..... being
a member/members of Insecticides (India) Limited, hereby appoint
..... of or
failing him/her of
..... as my/our Proxy
to attend and vote for me/us on my/our behalf at the **16th Annual General Meeting** of the Company to be held on
Tuesday, August 27, 2013 at 9.30 a.m. at M. P. C. U. Shah Auditorium, Civil Lines, Delhi - 110 054, and at any
adjournment thereof.

Signed this..... day of 2013

Signature

Affix
Revenue
Stamp

Note:

1. Proxy need not be a member.
2. Proxy form, complete in all respects, should reach the Company's Registered Office at 401 - 402, Lusa Tower, Azadpur Commercial Complex, Delhi - 110033, not less than 48 hours before the scheduled time of the meeting.

** Applicable only in case of investors holding shares in Electronics form.



insecticides
(INDIA) LIMITED

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Hari Chand Aggarwal, Chairman
Mr. Rajesh Aggarwal, Managing Director
Mrs. Nikunj Aggarwal, Whole-time Director
Mr. Virjesh Kumar Gupta, Director
Mr. Navneet Goel, Director
Mr. Gopal Chandra Agarwal, Director
Mr. Navin Shah, Director
Mr. Anil Kumar Singh, Director

COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Pankaj Gupta

AUDITORS

M/s Mohit Parekh & Co.
Chartered Accountants, Delhi

COST AUDITORS

M/s A. G. S. & Associates
Cost Accountants, Delhi

INTERNAL AUDITORS

M/s Devesh Parekh & Co.
Chartered Accountants, Delhi

INTERNAL AUDITORS (SYSTEM)

M/s Deloitte Haskins & Sells
Chartered Accountants, New Delhi

BANKERS

Punjab National Bank
Citi Bank N.A
Standard Chartered Bank
Yes Bank Ltd.
HDFC Bank Ltd.
ING Vysya Bank Ltd.
The Hongkong Shanghai Banking Corporation Ltd. (HSBC)
IndusInd Bank Ltd.

REGISTRAR & TRANSFER AGENT

Alankit Assignments Ltd.
Alankit House,
2E/21, Jhandewalan Extension,
New Delhi – 110 055

REGISTERED & CORPORATE OFFICE

401-402, Lusa Tower,
Azadpur Commercial Complex,
Delhi – 110 033

WORKS

E – 442, RIICO Industrial Area,
Chopanki, (Bhiwadi) – 301 707 (Raj.)

E – 443 – 444, RIICO Industrial Area,
Chopanki, (Bhiwadi) – 301 707 (Raj.)

SIDCO Industrial Growth Centre,
Samba – 184 121 (J&K)

II D, Centre Battal Ballian,
Udhampur – 182 101 (J&K)

CH-21, GIDC Industrial Estate, Dahej, Dist.
Bharuch – 392 130 (Gujarat)

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INVESTING FOR SMILING TOMORROW

Agriculture is the dominant sector of Indian economy, which determines the growth and sustainability. About 65 per cent of the population still relies on agriculture for employment and livelihood. To bring happiness to the larger segment, IIL has always strived to bring latest technologies within the reach of the farmers. Company has touched more than 4 Lac farmers in person to help them in getting the best harvest out of their efforts. Apart from acquiring new technologies and making tie-ups with globally successful brands, IIL is keen to develop new agrochemical molecules through R&D.



Financial Summary

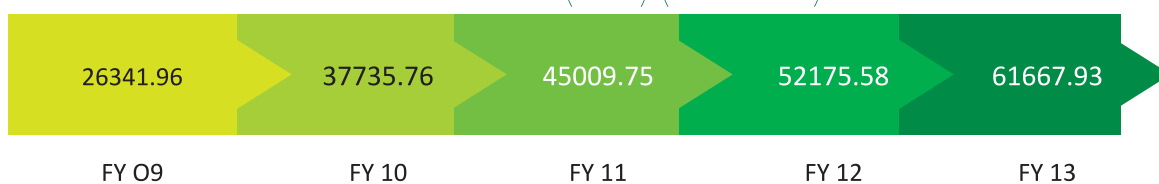
(Amount in Lacs, except EPS)

Description	FY 13	FY 12	FY 11	FY 10	FY 09	FY 08	FY 07
STATEMENT OF PROFIT AND LOSS							
Revenue from Operations (Net)	61667.93	52175.58	45009.75	37735.76	26341.96	19742.26	16801.83
Other Income	20.62	8.52	14.71	128.53	145.78	178.95	25.63
Total Revenue	61688.55	52184.10	45024.46	37864.29	26487.74	19921.21	16827.46
Increase/Decrease in Stocks	192.31	4669.48	1641.97	1135.98	2332.73	689.80	559.30
Expenditure	56856.23	43219.93	45321.32	37669.46	29515.11	21340.47	17982.02
Earnings before Depreciation, Interest and Tax (EBDITA)	6951.66	5644.78	4521.10	3653.55	2944.40	1969.94	1223.68
EBDITA Margins (%)	11.27	10.82	10.04	9.68	11.18	9.98	7.28
Profit before Tax	4640.01	4294.69	4126.11	3281.86	2415.34	1676.62	1011.47
Tax	1108.24	993.17	904.50	460.17	336.01	249.84	154.57
Profit after Tax (PAT)	3531.77	3301.52	3221.61	2821.69	2079.33	1426.78	856.90
Pat Margins (%)	5.7	6.3	7.2	7.5	7.9	7.2	5.1
Dividend - Equity	380.49	317.07	317.07	253.66	253.66	190.24	-
Tax on Distributed Profit	64.66	51.44	51.44	42.13	43.11	32.33	-
Retained Earnings	3086.62	2933.01	2853.10	2525.90	1782.55	1204.21	856.9
BALANCE SHEET							
Equity Capital	1268.3	1268.3	1268.30	1268.30	1268.30	1268.30	947.27
Share Application Money	-	-	-	-	-	-	-
Reserve & Surplus	19953.97	16948.41	14206.31	11353.22	8813.45	7030.89	2455.90
Net Worth	20858.75	17851.86	15125.43	12259.75	9,709.94	7,915.47	3,402.34
Borrowings	20005.57	15340.06	3804.22	2189.75	1379.78	1495.94	1378.98
Deferred Tax Liability (Net)	1018.11	289.81	204.92	168.11	139.83	101.87	58.21
Total Capital Employed	41882.43	33481.73	19134.57	14617.61	11229.55	9513.28	4839.53
Net Fixed Assets	18521.66	14322.44	9062.82	3259.01	2528.26	2005.75	1258.55
Investments	-	-	5.21	499.62	1717.24	1837.89	9.94
Miscellaneous Expenditure (to the extent not written-off)	363.52	364.85	349.18	361.77	371.81	383.72	0.83
Earning Per Share (Basics & Diluted)	27.85	26.03	25.40	22.25	16.37	11.75	9.05
Book Value	164.46	140.75	119.26	96.66	76.56	62.41	35.92

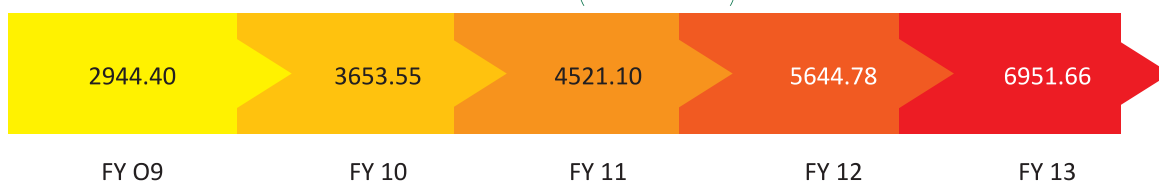


Financial Summary

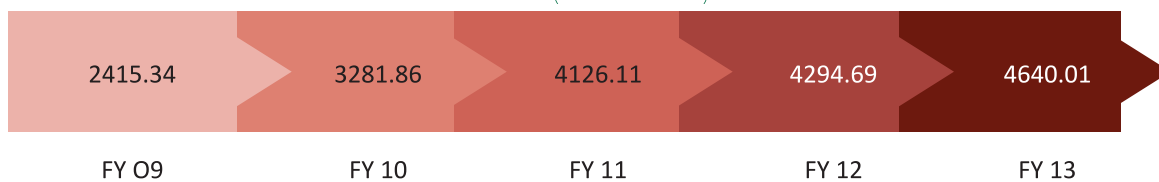
TURNOVER (NET) (₹ In Lacs)



EBDITA (₹ In Lacs)



PBT (₹ In Lacs)



PAT (₹ In Lacs)



EPS (₹)

