insecticides
(INDIA) LIMITED

Corporate Identification Number (CIN): L65991DL1996PLC083909
Registered & Corporate Office: 401-402, Lusa Tower, Azadpur Commercial Complex, Delhi-110033
Website: www.insecticidesindia.com, Email: 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, and in accordance with Clause 35B of the Listing Agreement with Stock Exchanges as amended, the 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 March 15, 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 or Company Secretary of the Company. The result of the Postal Ballot will be announced on March 21, 2015 at the Registered Office of the Company.

Special Business

Item No. 1

FURTHER ISSUE OF SECURITIES

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

"RESOLVED THAT pursuant to the provisions of Sections 41, 42, 54, 55, 62 and 71 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and the applicable rules (thereunder and also including any relevant provisions of the Companies Act, 1956 to the extent that such provisions of the Companies Act, 1956 have not been superseded by the Companies Act, 2013 (the"Act"), the provisions of the Memorandum of Association and Articles of Association of the Company and in accordance with any other applicable law or regulation, in India or outside India, including without limitation, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "SEBI ICDR Regulations"), the Listing Agreements entered into with the respective stock exchanges where the shares of the Company are listed (the "Stock Exchanges"), the provisions of the Foreign Exchange Management Act, 1999, as amended, including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended, the Depository Receipts Scheme, 2014, the Consolidated Foreign Direct Investment Policy and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued from time to time by the Government of India ("GOI"), the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI"), the Registrar of Companies (the "ROC"), the Stock Exchanges, and/ or any other competent authorities and subject to any required approvals, consents, permissions and/or

sanctions of the Ministry of Finance (Department of Economic Affairs), the Ministry of Commerce & Industry (Foreign Investment Promotion Board / Secretariat for Industrial Assistance), the SEBI, the ROC, the RBI and any other appropriate statutory, regulatory or other authority and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and /or sanctions, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called the "Board" which term shall be deemed to include any committee which the Board has constituted or may hereinafter constitute to exercise its powers including the power conferred by this Resolution) to create, issue, offer and allot (including with provisions for reservation on firm and /or competitive basis, of such part of issue and for such categories of persons including employees of the Company, as may be permitted), either in India or in the course of international offering(s) in one or more foreign markets, equity shares of the Company with a face value of ₹ 10/- each (Rupees Ten Only) (the "Equity Shares"), Global depository receipts ("GDR"), American depository receipts ("ADR"), Foreign currency convertible bonds ("FCCB") and/or other financial instruments convertible into or exercisable for Equity Shares (including warrants, or otherwise, in registered or bearer form), compulsorily convertible preference shares, optionally convertible preference shares, fully convertible debentures, partly convertible debentures, non-convertible debentures with warrants and/or any security convertible into Equity Shares with or without voting / special rights and/ or securities linked to Equity Shares (all of which are hereinafter collectively referred to as the "Securities") or any combination of Securities, in one or more tranches, whether rupee denominated or denominated in foreign currency, through private placement basis or otherwise, including without limitation through a qualified institutions placement or any combination thereof or by issue of prospectus and/or placement document and/ or other permissible / requisite offer document to any eligible person(s), including but not limited to qualified institutional buyers (as defined in the SEBI ICDR Regulations) in accordance with Chapter VIII of the SEBI ICDR Regulations, or otherwise, foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (Foreign or Indian), alternative investment funds, foreign institutional investors, foreign portfolio investors, Indian and/or Bilateral and/or Multilateral financial institutions, Non-resident Indians, stabilizing agents, state industrial development corporations, insurance companies, provident funds, pension funds and / or any other eligible categories of investors whether or not such investors are members of the Company (collectively referred to as the "Investors"), as may be decided by the Board at its discretion and permitted under applicable laws and regulations for an aggregate amount not exceeding ₹ 200 Crore (Rupees Two Hundred only) or equivalent thereof in any foreign currency, inclusive of such premium as may be fixed on such Securities at such a time or times, in such a manner and on such terms and conditions including security, rate of interest, discount (as permitted under applicable law) etc., as may be deemed appropriate by the Board in its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/ or underwriter(s), rating agencies, custodian, Registrars and/or other advisor(s) for such issue. The number and/or price of Securities shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate restructuring.

RESOLVED FURTHER THAT if any issue of Securities is made by way of a Qualified Institutions Placement in terms of Chapter VIII of the SEBI ICDR Regulations (hereinafter referred to as "Eligible Securities" within the meaning of the SEBI ICDR Regulations), the allotment of the Eligible Securities, or any combination of Eligible Securities as may be decided by the Board shall be completed within 12 (Twelve) months from the date of approval of the shareholders of the Company by way of a special resolution for approving the above said issue of Securities or such other time as may be allowed under the SEBI ICDR Regulations from time to time at such a price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations, provided that the Board may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on such price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations. The Eligible Securities shall be allotted on a fully paid basis (subject to allottees having the option to pay either full or part consideration for warrants, with the balance consideration being payable at or by the time of exercise of such warrants, where the tenure of any convertible or exchangeable Eligible Securities shall not exceed 60 months from the date of allotment) and the aggregate of all qualified institutions placements made by the Company in the same financial year shall not exceed five times the net worth of the Company as per the audited balance sheet of the previous financial year.

RESOLVED FURTHER THAT in the event that the Equity Shares are issued to qualified institutional buyers under Chapter VIII of the SEBI ICDR Regulations, the "relevant date" for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares and in the event that convertible securities (as defined under the SEBI ICDR Regulations) are issued to qualified institutional buyers under Chapter VIII of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of such securities, shall be the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities are entitled to apply for Equity Shares or such other time as may be permitted by the SEBI ICDR Regulations, subject to any relevant provisions of applicable laws, rules, regulations as amended from time to time, in relation to the proposed issue of the Specified Securities.

RESOLVED FURTHER THAT the Equity Shares to be offered and allotted shall be in dematerialized form.

RESOLVED FURTHER THAT the relevant date for the determination of applicable price for the issue of any other Securities shall be as per the regulations/guidelines prescribed by the SEBI, the Ministry of Finance, the RBI, the GOI through their various departments, or any other regulator and the pricing of any Equity Shares issued upon the conversion of the Securities shall be made subject to and in compliance with the applicable rules and regulations.

RESOLVED FURTHER THAT in pursuance of the aforesaid resolutions:

a) the Securities to be so offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and

b) any Equity Shares that may be created, offered, issued and allotted by the Company shall rank pari passu with the existing Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to the applicable laws, rules, regulations and guidelines and subject to the approvals, consents and permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approvals, consents or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets including but not limited to the terms and conditions for issue of additional Securities and the Board be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose of such Securities that are not subscribed.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the offering, all such Equity Shares ranking pari passu with the existing Equity Shares in all respects.

RESOLVED FURTHER THAT in addition to all applicable Indian laws, the Securities issued pursuant to this Resolution shall also be governed by all applicable laws of any foreign jurisdiction where such Securities are or are proposed to be marketed or listed, or that may in any other manner apply in this relation.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolutions described above, the Board or Committee thereof be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things including but not limited to finalization and approval of the preliminary as well as final offer document(s), determining the form and manner of the issue, including the class of investors to whom the Securities are to be issued and allotted, number of Securities to be allotted, issue price, face value, discounts permitted under applicable law (now or hereafter), premium amount on issue/conversion of the Securities, if any, rate of interest, execution of various agreements, deeds, instruments and other documents, including the private placement offer letter, creation of mortgage/ charge in accordance with the provisions of the Companies Act in respect of any Securities as may be required either on pari passu basis or otherwise, as it may in its absolute discretion deem fit, necessary, proper or desirable, and to give instructions or directions and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilization of the issue proceeds and to accept and to give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by the SEBI, the ROC, the lead managers, or other authorities or agencies involved in or concerned with the issue of Securities and as the Board or Committee

thereof may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise, and that all or any of the powers conferred on the Company and the Board vide this Resolution may be exercised by the Board or Committee thereof as the Board has constituted or may constitute in this behalf, to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this Resolution, and all actions taken by the Board or any committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT the Board or Committee thereof be and is hereby authorized to engage / appoint the merchant bankers, lead managers, underwriters, guarantors, depositories, custodians, registrars, stabilizing agent, trustees, bankers, advisors and all such agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents etc. with such agencies and to seek the listing of such Securities on one or more national and/ or international stock exchange(s).

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate (to the extent permitted by law) all or any of the powers herein conferred to any committee of directors or any whole-time Director or directors or any other officer or officers of the Company to give effect to the aforesaid resolutions."

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

Pankaj Gupta
(Company Secretary)

Place: Delhi
Date : January 30, 2015

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 January 30, 2015.
3. The Record Date for the purpose of sending Postal Ballot Notice is January 30, 2015 during the e-voting period, Shareholders of the Company, holding shares in physical form and dematerialized form, as on January 30, 2015 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. Incomplete, Unsigned, Incorrectly tick 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 March 15, 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 and on the website of the CDSL - 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 "EVSN" (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 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. Incase 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 **March 12, 2015 (10.00 a.m.) and ends on March 14, 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;

l. **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 with a copy marked to 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 Heights, 1E/13, 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
150203008	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 or on 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 Heights, 1E/13, 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 January 30, 2015.

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 or Company Secretary on **March 21, 2015 at 12.30 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 hosted on the website of the Company www.insecticidesindia.com and on the website of CDSL - 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

Pursuant to the relevant Sections of the Companies Act, including without limitation, Section 42 of the Companies Act, 2013, any offer or issue of securities in the Company to persons other than members of the Company on private placement basis or otherwise requires prior approval of the members by way of Special Resolution. The Listing Agreement executed by the Company with the Stock Exchanges also provide that the Company shall, in the first instance, offer all securities for subscription pro-rata to the Shareholders, unless the Shareholders in a general meeting decide otherwise.

Your Directors draw your attention to the fact that the Company may require additional capital in future to meet the needs of its growing business including for long-term working capital requirements, repayment of existing debts, expansion/modernization of existing business. While it is expected that the internal generation of funds would partially finance the need for equity and debt raising would be another source of funds, it is proposed to create, offer, follow on offer, issue and allot securities as stated in the resolution at such price or prices, at a discount or premium to market price or prices in such manner and on such terms and conditions including security, rate of interest, etc. as may be deemed appropriate by the Board/ Committee at its discretion including the discretion to determine the categories of eligible investors in the domestic/international markets to whom the offer, issue and allotment shall be made at the time of such offer, issue and allotment considering the market conditions and other relevant factors and wherever necessary in consultation with lead managers and other advisors and intermediaries, either in foreign currency or equivalent Indian Rupees inclusive of such premium as may be determined by the Board/ Committee, in any convertible foreign currency, as the Board/ Committee at its absolute discretion may deem fit and appropriate. The Company intends to issue securities for aggregate amount not exceeding ₹ 200 Crore (Rupees Two Hundred only) or its equivalent in one or more foreign currencies. This is an enabling Resolution and the Company will issue new Securities, subject to applicable law and necessary compliances.

This Special Resolution among other things, seeks to enable the Board of Directors (including any Committee thereof) to undertake a Qualified Institutions Placement with Qualified Institutional Buyers in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements) Regulations, 2009, amended (" the SEBI ICDR Regulations"). The Board of Directors/ Committee may adopt this mechanism, as prescribed under Chapter VIII of the SEBI ICDR Regulations [in order to facilitate and meet capital expenditure and working capital needs for the ongoing and future business as well as for repayment of existing debt], without the need for fresh approval from the shareholders.

Basis or Justification of Price: The pricing of the Securities to be issued to Qualified Institutional Buyers pursuant to Chapter VIII of the SEBI ICDR Regulations shall be determined by the Board subject to such a price not being less than the price calculated in accordance with Chapter VII the SEBI ICDR Regulations. The "Relevant Date" for this purpose, in case of allotment of Equity Shares, will be the date when the Board or the Committee thereof decides to open the issue or in case of convertible securities, either the date of the meeting in which the Board or a Committee thereof decides to open the issue of the convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares as provided under Chapter VIII of the SEBI ICDR Regulations. The resolution enables the Board of Directors to, in accordance with applicable laws, offer a discount of not more than 5% or such percentage as permitted under the provisions of the Companies Act, 2013 and other applicable law on the price determined pursuant to the SEBI ICDR Regulations.

The Special Resolution also enables the Board/ Committee to issue Securities in tranches, at such times, at such prices and to such person(s) including institutions, bodies incorporated and/or individuals or otherwise as the Board/ Committee deem fit. The Company with this resolution intends to retain the right and flexibility to issue securities including but not limited to GDRs, ADRs, FCCBs and Equity Shares and other equity linked instruments.

The detailed terms and conditions for the offer will be determined by the Board/ Committee in consultation with the Lead Managers and such other authorities as may be required considering the market conditions and in accordance with the applicable provisions of law. The Equity Shares allotted or arising out of conversion of any Securities will be listed on recognized stock exchanges subject to the availability of regulatory approvals. The offer/issue/allotment/conversion/redemption would be subject to the availability of regulatory approvals, if any. The conversion of securities held by foreign investors into Equity Shares would be subject to applicable ceiling on foreign investment in the Company. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the stock exchanges as may be required under the provisions of the Listing Agreement.

Section 42 read with 62 of the Companies Act, 2013 and the provisions of Listing Agreements entered into with the stock exchanges, provide, inter alia, that where it is proposed to increase the subscribed share capital of the Company by allotment of further shares, such further shares may be offered to the person other than members of the Company, if authorized by the members pursuant to a Special Resolution. The Special Resolution seek the consent and authorization of the members to the Board/ Committee to make the proposed issue of Securities, in consultation with the lead managers, advisors and other intermediaries and in the event it is decided to issue Securities convertible into equity shares, to issue to the holders of such convertible Securities in such manner and such number of equity shares on conversion as may be required to be issued in accordance with the terms of the issue, keeping in view the prevailing market conditions and in accordance with the applicable rules & regulations or guidelines.

In case of QIP issuance the Special Resolution has a validity period of 12 months before which allotments under the authority of said resolution should be completed.

The Board of Directors of the Company recommends the resolution as set out at Item No. 1 of the accompanying Notice for approval of the members by way of a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the resolution.

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

Pankaj Gupta
(Company Secretary)

Place: Delhi
Date : January 30, 2015

insecticides (INDIA) LIMITED

Corporate Identification Number (CIN): L65991DL1996PLC083909
Registered & Corporate Office: 401-402, Lusa Tower, Azadpur Commercial Complex, Delhi-110033
Website: www.insecticidesindia.com, Email: 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 Special Resolution 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 Resolution by placing (✓) mark at the appropriate place boxes below:

Item No. Description	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
Item No. 1 Special Resolution under Sections 41, 42, 54, 55, 62 and 71 of the Companies Act, 2013 for issue of further securities on private placement basis or otherwise upto an amount of ₹ 200 Crore (Rupees Two Hundred Crore)			

Place :
Date :

(Signature of the Shareholder)

ELECTRONIC VOTING PARTICULARS

EVEN (E-voting event number)	User ID	Password / PIN
150203008	Folio No.	PAN

NOTE:

a) Please read carefully the instructions printed overleaf before filling the Ballot Form.

b) 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 March 15, 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 March 15, 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. Their 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 Resolution 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 January 30, 2015.
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 March 21, 2015 at 12.30 p.m. at the Registered Office of the Company at 401-402, Lusa Tower, Azadpur Commercial Complex, Delhi - 110033. The results will be posted on the Company's website www.insecticidesindia.com and on the website of CDSL - www.evotingindia.co.in besides communicating to the Stock Exchanges where the Company's shares are listed.