

AIMCO PESTICIDES LIMITED

(AN ISO 9001 : 2015, 14001 : 2015, 45001 : 2018 CERTIFIED)

H. O.: "AIMCO HOUSE", 8th Road, P.B. NO. 6822, Santacruz (E), Mumbai - 400 055. (India)

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CIN NO. L 24210MH1987PLC044362



Ref.: APL/CO/BSE/01/2024-25

April 11, 2024

To,
The Department of Corporate Services
BSE Limited
P. J. Towers, 1st Floor,
Dalal Street, Mumbai - 400 001

Subject: Minutes of Resolution(s) passed by way of Postal Ballot through remote e-voting process.

Reference: Aimco Pesticides Limited (Script Code: 524288)

Dear Sir/Madam,

With reference to the captioned subject, please find the enclosed minutes of resolutions passed by way of Postal Ballot through remote e-voting process. The results of the Postal Ballot were announced vide our earlier intimation dated March 29, 2024.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For Aimco Pesticides Limited

Reema Manoj Vara
Company Secretary and Compliance Officer
ACS No. 71824

Encl.: as above



AIMCO PESTICIDES LIMITED
Regd. Office : B1/1, M.I.D.C. Industrial Area, Lote Parshuram, P.B. No. 9,
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Phone : (02356) 272136 / 272137 / 272138



MINUTES OF THE RESOLUTIONS PASSED BY WAY OF POSTAL BALLOT (BY WAY OF REMOTE EVOTING PROCESS) BY MEMBERS OF AIMCO PESTICIDES LIMITED ON 28TH MARCH, 2024, RESULTS OF WHICH WERE DECLARED ON 29TH MARCH, 2024.

The Board of Directors of the Company at its Board Meeting held on February 13, 2024, approved the proposal to conduct a Postal Ballot by remote e-voting process pursuant to Sections 108 and 110 of the Companies Act, 2013, Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and various circulars issued by Ministry of Corporate Affairs ("MCA") i.e. General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 03/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 (collectively referred to as "MCA Circulars") to seek approval of the Members on the following special business, as set out in the notice of the Postal Ballot dated February 13, 2024:

Sr. No.	Particulars	Type of Resolution
1.	To consider and approve, the change in designation of Mrs. Elizabeth Chandraprakash Shrivastava (DIN: 00184865), aged 70 years, from Managing Director to Executive Whole-Time Director of the Company.	Special
2.	To consider and approve, the change in designation of Dr. Samir Pradip Dave (DIN: 00184680), aged 57 years, from Executive Whole-Time Director to Managing Director of the Company.	Special

The Board appointed M/s. Sahasrabuddhe Parab & Co. LLP, Practicing Company Secretaries as the Scrutinizer for conducting the Postal Ballot through the e-voting process in a fair and transparent manner. The Company had provided remote e-voting facility to its Members through Link Intime India Private Limited.

The Scrutinizer submitted his report on postal ballot by remote e-voting process to the Chairman/Board of Directors of the Company on March 29, 2024. The summary of the Scrutinizer's Report is as under:

1. The Postal Ballot Notice together with explanatory statement, dated February 13, 2024 was sent through email, to those Members whose names appeared in the Register of Members or in the Register of Beneficial Owners maintained by Depositories as on Cut-off Date i.e. February 23, 2024 and whose e-mail addresses were registered with the Company/ Depositories on the said date.
2. The remote e-voting period commenced on Wednesday, February 28, 2024 (9.00 a.m. IST) and ended on Thursday, March 28, 2024 (5.00 p.m. IST), both days inclusive.
3. Post conclusion of the remote e-voting period on March 28, 2024, based on the analysis of votes, the Scrutinizer submitted his report dated March 29, 2024, addressed to the Chairman/Board of Directors of the Company. Based on the Report,

the resolutions set out in the Postal Ballot Notice were declared as passed with requisite majority on March 28, 2024.

4. Votes cast through electronic means upto 5:00 p.m of March 28, 2024 being the date and time of conclusion fixed by the Company for voting through electronic means were considered for scrutiny.
5. Since the voting on Postal Ballot process was conducted only through e-voting, reporting on finding of defaced or mutilated ballot paper does not arise.

The results were declared on March 29, 2024, and were also simultaneously intimated to Stock Exchange i.e. BSE Limited and uploaded on website of the Company on the same day.

The details of voting on the resolutions as per the Scrutinizer's Report are as under:

1. **To consider and approve, the change in designation of Mrs. Elizabeth Chandraprakash Shrivastava (DIN: 00184865), aged 70 years, from Managing Director to Executive Whole-Time Director of the Company.**

Nature of Resolution – **Special Resolution**

“RESOLVED THAT in continuance of earlier resolution(s) passed in this regard and pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013, (“Act”), read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Articles of Association & Schedule V to the Act (including any statutory modification(s) or reenactment(s) thereof, for time being in force) and all guidelines for managerial remuneration issued by the Central Government from time to time, and subject to such other consent(s)/approval(s) as may be required, the consent of the members of the Company be and is hereby accorded for change in designation of Mrs. Elizabeth Chandraprakash Shrivastava (DIN: 00184865), who is of the age of 70 years, from “Managing Director” to “Executive Whole-Time Director”, liable to retire by rotation with effect of February 14, 2024, for the remaining period of her tenure of directorship i.e. upto August 13, 2025 on such terms and conditions as set out in the agreement executed between the Company and Mrs. Elizabeth Chandraprakash Shrivastava on a monthly remuneration of Rs. 5,00,000 per month or such higher amount as approved by Nomination and Remuneration Committee, from time to time, to be finalised on such parameters as may deem fit and appropriate in the assessment, but an amount not exceeding Rs. 10,00,000 per month or Rs. 1,20,00,000 per annum, as the case may be, which is exclusive of payment of allowable retirement benefits to Mrs. Elizabeth Chandraprakash Shrivastava, at par with other Company's employees/ executives.

RESOLVED FURTHER THAT the Board of Director(s) of the Company or Nomination and Remuneration Committee thereof, be and is hereby authorized to make such change(s)/modification(s) in the above mentioned remuneration structure, from time to time, as it may deem necessary or expedient provided that the monthly or annual remuneration payable to Mrs. Elizabeth Chandraprakash Shrivastava, as the Executive Whole-Time Director which, shall not to exceed Rs. 10,00,000 per month or Rs. 1,20,00,000 per annum, as the case may be.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the period of tenure of Mrs. Elizabeth Chandraprakash Shrivastava, as the Executive Whole Time Director, the remuneration and perquisites set out as aforesaid be paid or granted to her as minimum remuneration and perquisites, and deemed to be the applicable ceiling limit in terms of Section 197 and Schedule V of the said Act and the

Listing Regulations as may be amended from time to time or equivalent statutory reenactment thereof for the time being in force read with the present resolution.

RESOLVED FURTHER THAT the Board of Director(s) / Company Secretary of the Company be and is / are hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Result of voting through Postal Ballot by remote e-voting was as follows:

Type of Voting	No. of voted shares	No. of valid votes in favour	No. of valid votes against	% of valid votes in favour	% of valid votes against	No. of Invalid votes
Remote e-Voting	51,71,525	49,16,736	18,021	99.63%	0.37%	2,36,768

Resolution passed by requisite majority.

- To consider and approve, the change in designation of Dr. Samir Pradip Dave (DIN: 00184680), aged 57 years, from Executive Whole-Time Director to Managing Director of the Company.**

Nature of Resolution – **Special Resolution**

"RESOLVED THAT in continuance of earlier resolution(s) passed in this regard and pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013, ("Act"), read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Articles of Association & Schedule V to the Act (including any statutory modification(s) or reenactment(s) thereof, for time being in force) and all guidelines for managerial remuneration issued by the Central Government from time to time, and subject to such other consent(s)/approval(s) as may be required, the consent of the members of the Company be and is hereby accorded for change in designation of Dr. Samir Pradip Dave (DIN: 00184680), who is of the age of 57 years, from "Executive Whole-Time Director" to "Managing Director", liable to retire by rotation with effect of February 14, 2024, for the remaining period of his tenure of directorship i.e. upto March 31, 2025 on such terms and conditions as set out in the agreement executed between the Company and Dr. Samir Pradip Dave on a monthly remuneration of Rs. 5,00,000 per month or such higher amount as approved by Nomination and Remuneration Committee, from time to time, to be finalized on such parameters as may deem fit and appropriate in the assessment, but an amount not exceeding Rs. 10,00,000 per month or Rs. 1,20,00,000 per annum, as the case may be, which is exclusive of payment of allowable retirement benefits to Dr. Samir Pradip Dave, at par with other Company's employees/ executives.

RESOLVED FURTHER THAT the Board of Director(s) of the Company or Nomination and Remuneration Committee thereof, be and is hereby authorized to make such change(s)/modification(s) in the above mentioned remuneration structure, from time to time, as it may deem necessary or expedient provided that the monthly or annual remuneration payable to Dr. Samir Pradip Dave, as the Managing Director which, shall not to exceed Rs. 10,00,000 per month or Rs. 1,20,00,000 per annum, as the case may be.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the period of tenure of Dr. Samir Pradip Dave, as the Managing Director, the

remuneration and perquisites set out as aforesaid be paid or granted to him as minimum remuneration and perquisites, and deemed to be the applicable ceiling limit in terms of Section 197 and Schedule V of the said Act and the Listing Regulations as may be amended from time to time or equivalent statutory re-enactment thereof for the time being in force read with the present resolution.

RESOLVED FURTHER THAT the Board of Director(s) / Company Secretary of the Company be and is / are hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Result of voting through Postal Ballot by remote e-voting was as follows:

Type of Voting	No. of voted shares	No. of valid votes in favour	No. of valid votes against	% of valid votes in favour	% of valid votes against	No. of Invalid votes
Remote e-Voting	51,71,525	2,28,706	17,821	92.77%	7.23%	49,24,998

Resolution passed by requisite majority.

Voting results were noted as above and it was recorded and declared that the Resolution(s), as set out in the Notice of Postal Ballot dated February 13, 2024, were duly passed on March 28, 2024 with requisite majority.

Sd/-
CHAIRMAN

Place: Mumbai
Date: