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Ref: IIL/SE/2022/2210/1

Dated: October 22, 2022

The Manager

Listing Compliance Department BSE Limited (Through BSE Listing Centre)	Listing Compliance Department National Stock Exchange of India Limited (Through NEAPS)
Scrip Code: 532851	Symbol: INSECTICID

SUB: Minutes of the 25th Annual General Meeting of the Company held on Friday, September 23, 2022

Dear Sir,

In continuation to our earlier letter no. IIL/SE/2022/0209/1 dated September 02, 2022 we are pleased to enclosed herewith minutes of the 25th Annual General Meeting of the Company held on Friday, September 23, 2022 Pursuant to SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015.

For Insecticides (India) Limited

Sandeep Kumar



(Sandeep Kumar)
Company Secretary & CCO

MINUTES OF THE 25th ANNUAL GENERAL MEETING OF THE MEMBERS OF INSECTICIDES (INDIA) LIMITED HELD ON FRIDAY, 23rd DAY OF SEPTEMBER, 2022, THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO VISUAL MEAN (“OAVM”) HAVING DEEMED VENUE AT REGISTERED OFFICE OF THE COMPANY AGM COMMENCED AT 03:00 PM

Present through Video Conference / Other Audio Visual Means:

Members of Board of Directors

Shri Hari Chand Aggarwal

Chairman and as member of the Company

Also, as the Chairman of the Corporate Social Responsibility Committee and Chairman of the Finance Committee

Shri Rajesh Aggarwal

Managing Director and as member of the Company

Also, as the Chairman of the Risk Management Committee

Smt. Nikunj Aggarwal

Whole-time Director and as member of the Company

Shri Anil Kumar Goyal

Whole-time Director (Additional)

Shri Virjesh Kumar Gupta

Independent Director

Also, as the Chairman of Stakeholders Relationship Committee

Shri S. Jayaraman

Independent Director

Also, as the Chairman of Nomination & Remuneration Committee)

Shri Navin Shah

Independent Director

Smt. Praveen Gupta

Independent Director

Also, as the Chairman of the Audit Committee

Shri Anil Kumar Bhatia

Independent Director (Additional)

Members of Management

Shri Sandeep Kumar

Company Secretary and Chief Compliance Officer

Shri Sandeep Aggarwal

Chief Financial Officer

1. Shri Vijay Gupta, Representative of M/s S. S. Kothari Mehta & Co., Chartered Accountants, Joint Statutory Auditor of the Company had joined the meeting as an Invitee through VC / OAVM.
2. Shri Devesh Parekh, Partner of M/s Devesh Parekh & Co., Chartered Accountants, Joint Statutory Auditor of the Company had joined the meeting as an Invitee through VC / OAVM.
3. Smt Aditi Gupta, Partner of M/s Aditi Gupta & Associates., Chartered Accountants, Internal Auditor of the Company had joined the meeting as an Invitee through VC / OAVM.
4. Shri Akash Gupta, Proprietor of M/s Akash Gupta & Associates, Secretarial Auditor of the Company & Scrutinizer of the 25th Annual General Meeting had joined the meeting as an Invitee through VC / OAVM.
5. In aggregate, 62 Members (including authorized representative) were present through Video Conferencing and other audio video means. All attendances were recorded in the attendance register maintained for the purpose. The facility of VC/OAVM is being provided by the Central Depository Services (India) Limited (CDSL)
6. Shri Hari Chand Aggarwal, Chairman of the Company presided the Meeting.
7. The following documents and Registers were placed and available for members for inspection:
 - i. Notice convening this 25th Annual General Meeting;
 - ii. Report of Board of Directors along with Annexures thereto for the financial year ended 31st March, 2022;
 - iii. The Audited Financial Statement and Auditors' report thereon for the financial Year ended March 31, 2022;
 - iv. The Register of Directors' and Key Managerial Personnel and their shareholdings (remained open for inspection during the meeting);
 - v. The Register of Contracts or arrangements in which the Directors were interested (remained open for inspection during the meeting);

8. At 3.00 p.m., the Chairman commenced the meeting by welcoming the Members to the 25th Annual General Meeting (AGM). Chairman announced that the requisite quorum being present, the meeting was called in order. Chairman asked Company Secretary to assist the conduct of the AGM.
9. Mr. Sandeep Kumar, Company Secretary & CCO of the Company welcome the members, Board of Directors and invitees to the AGM and informed the conduct of the AGM, E-voting process, Scrutinizer's Presence and Statutory Registers Availability during the AGM
10. The Company Secretary informed that in view of the restrictions due to outbreak of COVID-19 and considering the social distancing norms, the AGM was conducted through the Audio Video means. The AGM was convened and conducted in accordance with the circulars issued by Ministry of Corporate Affairs (MCA), i.e. General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/ 2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, No.02/2021 dated January 13, 2021, 19/2021 dated December 8, 2021, and No. 21/2021 dated December 14, 2021, (collectively referred to as "MCA Circulars"), which allowed the companies to conduct their AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM).
11. The Company Secretary further informed that the Company had taken all steps to ensure that the Shareholders were able to attend and vote at this AGM in a seamless manner. He also stated that the Company had tied up with CDSL to provide facility for voting through remote e-voting, for participation in the AGM through VC / OAVM facility and e-voting during the AGM.
12. The Company Secretary informed the Members that the Company had provided the facility of Live Webcast of proceedings of the AGM which would enable to the members to view the AGM live from remote locations by logging on the e-voting website of CDSL. He also stated that the Management of the Company and Chairman had joined the meeting from Delhi through Audio Video means
13. Mr. Hari Chand Aggarwal, Chairman of the Company welcomed the members, and the Board of Directors.
14. The Chairman then requested the members of the Board who had joined the meeting through Video Conference to introduce themselves. Mr. Rajesh Aggarwal, Mrs. Nikunj Aggarwal, Mr. Anil Kumar Goyal, Mr. Virjesh Kumar Gupta, Mr. Navin Shah, Mr. S. Jayaraman, Mrs. Praveen Gupta and Mr. Anil Kumar Bhatia introduced themselves to the members and stated that they had joined the meeting from Delhi, Delhi, Delhi, Delhi Pune, Mumbai, Delhi and Delhi respectively.
15. The Company Secretary informed that Copies of Annual Report 2021-2022 containing Notice of this 25th Annual General Meeting has been circulated electronically to the members who registered their email id with the Company / Depository participants (DPs) / Registrar and Share Transfer Agent (RTA).

16. The Company Secretary informed that in compliance with the Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 the Company had engaged CSDL as the Authorized Agency to provide remote e-voting facility to the members to cast their votes for resolutions as mentioned in the AGM notice dated August 20, 2022. The remote e-voting facility was available to the members from Monday, September 19, 2022 (IST 9.00 a.m.) to Thursday, September 22, 2022 (IST 05.00 p.m.).
17. The company secretary informed the members who had not casted the Votes through remote-e-voting may also cast their votes during the 25th AGM, as the Voting window is open during the meeting and 30 minutes thereafter the conclusion of the Meeting. He informed that the results of votes cast by members through remote e-voting and e-voting during AGM, on the basis of the report of the Scrutinizer, shall be announced not later than forty eight (48) hours of the conclusion of the meeting. The same shall also be submitted with the Stock Exchanges (National Stock Exchange of India Limited and BSE Limited) and shall also be posted on the website of the Company.
18. The Company Secretary informed that the Company has appointed M/s Akash Gupta & Associates, Company Secretaries, (PCS Regis. No. 11038) as the Scrutinizer to scrutinize the remote e-voting and poll process at the AGM in a fair and transparent manner.
19. In terms of the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 Smt. Praveen Gupta, Chairman of the Audit Committee was present throughout the Annual General Meeting.
20. In terms of the provisions of the Companies Act, 2013 Shri Virjesh Kumar Gupta, Chairman of Stakeholders' Relationship Committee was present throughout the Annual General Meeting.
21. In terms of the provisions of the Companies Act, 2013 Shri S. Jayaraman, Chairman of Nomination & Remuneration Committee was present throughout the Annual General Meeting
22. It was informed that since the 25th AGM is held through audio video means and according to the SEBI Rules and Regulations and Resolutions put to vote through E-voting, the practice of proposing and seconding the Resolution is not required and were not be followed at this Meeting, the Notice convening the meeting, the Report of Board of Directors along with annexures thereto and the Financial Statements for the financial year ended 31st March, 2022 as circulated to all the members in compliance with the relevant circulars of MCA were taken as read.
23. The Company Secretary informed the shareholders that the Auditors Report on the Annual Financial Statements of the Company for the financial year ended 31st March, 2022 did not contain any qualifications, observations or comments on financial transactions or matters, which had adverse effect on the functioning of the Company.
24. The Company Secretary informed the shareholders that the Secretarial Auditor Report of the Company for the financial year ended 31st March, 2022 did not

contain any qualifications, observations or comments under the applicable laws on the Company.

25. He stated that in the terms of Section 145 of the Companies Act, 2013, only the qualifications, observations or comments, mentioned in the Auditors Report which had any adverse effect on the functioning of the Company, were required to be read at the Meeting. Since there were no such qualifications, observations or comments, the Auditors Report was not required to be read.
26. The Company Secretary then informed the members about the flow of events at the AGM and stated that after speech of Chairman and Managing Director, he would move all the resolutions as set out in the Notice of AGM and then would move to the discussion and Questions & Answers (Q&A) session. On the conclusion of the discussion and Q&A session, the members could cast their vote on the resolutions through e-voting. The Company Secretary further informed that combined results of remote e-voting and e-voting at the venue of the meeting would be announced and made available on the website of the Company, on the website of CDSL and also on the website of the Stock Exchanges.
27. The Moderator informed that all Shareholders who had joined the meeting were placed on mute mode by default to ensure smooth functioning and transmission of the meeting's proceedings. During the Question & Answer session, the moderator would announce the names of the Shareholders who had registered themselves as Speakers for the meeting, in sequence. The lines of the respective Shareholder would be unmuted by the moderator when their name would be called out by the Chairman. Shareholder while asking questions or seeking clarifications can put their video on. In case any Shareholder facing any technical problem can contact the helpline numbers mentioned in the notice of the meeting.
28. The Chairman then addressed the Shareholders and delivered his speech. In his speech he mentioned the Challenges faced by the industry post COVID -19 Pandemic, he mentioned the disruption in the global supply chain and rapid increase in inflation and company's achievement during the Financial Year. He also mentioned the sustainable growth numbers of the company and focused approach towards the commitment to ensure sustainable growth for the stakeholders. He mentioned that "Our knowledge of the industry, our connection with the farmer community, and our capacity to capture opportunities while constantly evolving our offerings have helped us emerge as the trusted and dedicated solution provider to our customers. Keeping in mind the turbulent situation, we made several demands on our people and it is to their huge credit that they not only delivered on the financial results, but also helped us take decisive strides in some non-financial areas". He emphasised and quoted that 'Together we grow towards a sustainable future'. Chairman discussed about Vision of the Company; company's focus on Innovation, its make in India initiative and preparedness in the difficult time. The chairman thanked the members for their participation and also thanked the directors, employees and other stakeholders for their continued co-operation to the Company.
29. After Chairman's Speech Managing Director addressed the Shareholders, he welcomes all the members, directors and invitees to attend this meeting through VC. He started his speech which covers the financial achievements of the FY

2022. He had informed the members that COVID-19 pandemic impacted the operation but company took the Pandemic as challenge and delivered its products to farmers during the difficult times. He mentioned that company during challenging time worked rigorously and delivered the positive results. The Managing Director apprised the shareholders about the R&D work of the Company and its future in India. He thanked the employees and other stakeholders before the closer of his speech.

The following business were transacted in the meeting

ORDINARY BUSINESS

ITEM NO. 1

ADOPTION OF FINANCIAL STATEMENTS

The total vote cast 16031412 i.e., 81.25% of total paid-up capital. Wherein the resolution was approved by 16031412 votes i.e., approx 99.99% of total valid votes cast in favour and the votes cast against are 12 which are 0.01% of total valid votes. As the majority of votes recorded in favour, the following resolution was passed as an **Ordinary Resolution:**

“RESOLVED that the consolidated and standalone financial statements for the financial year ended March 31, 2022 and the reports of the Board of Directors and auditors thereon are hereby adopted and approved”

ITEM NO. 2

DECLARATION OF DIVIDEND FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022

The total vote cast 16048546 i.e. 81.33% of total paid-up capital. Wherein the resolution was approved by 16048539 votes i.e. approx 99.99% of the total valid votes cast in favour and Votes Cast against the resolution were 7 which are 0.01% of total votes polled. As the majority of votes recorded in favour, the following resolution was passed as an **Ordinary Resolution:**

“RESOLVED that the dividend at the rate of Rs.3/- (Three Rupees Only) per equity share of Rs. 10/- (Ten Rupees only) each fully-paid up be and is hereby considered as the final dividend for the financial year ended March 31, 2022.”

ITEM NO. 3

RE-APPOINTMENT OF SHRI HARI CHAND AGGARWAL AS A DIRECTOR LIABLE TO RETIRE BY ROTATION

The total vote cast 16048541 i.e. 81.33 of total paid-up capital. Wherein the resolution was approved by 16048509 votes i.e. approx 99.99 % of the total valid votes cast in favour and Votes Cast against the resolution were 32 which are 0.01% of total votes polled. As

the majority of votes recorded in favour, the following resolution was passed as an **Ordinary Resolution:**

“**RESOLVED** that Mr. Hari Chand Aggarwal (DIN:00577015) who is liable to retire by rotation and being eligible to offer himself for re-appointment be and is hereby appointed as the Director of the company.”

ITEM NO. 4

RE-APPOINTMENT OF JOINT STATUTORY AUDITORS OF THE COMPANY

The total vote cast 16048538 i.e. 81.33 of total paid-up capital. Wherein the resolution was approved by 15623737 votes i.e. approx 97.35 % of the total valid votes cast in favour and Votes Cast against the resolution were 424801 which are 2.65 % of total votes polled. As the majority of votes recorded in favour, the following resolution was passed as an **Ordinary Resolution:**

“**RESOLVED that** pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company, S S Kothari Mehta & Co., Chartered Accountants (ICAI Regd. No.: 000756N) and Devesh Parekh & Co., Chartered Accountants (ICAI Regd. No. 013338N), be and are hereby re-appointed as Joint Statutory Auditors of the Company, to hold office for the second term of five years from the conclusion of this Annual General Meeting till the conclusion of Thirtieth Annual General Meeting of the Company to be held in the year 2027, at such remuneration plus applicable taxes and out-of-pocket expenses, as may be mutually agreed between the Board of Directors of the Company (or any committee thereof) and the Statutory Auditors from time to time”

Special Business:

ITEM NO. 5

RATIFICATION OF REMUNERATION OF COST AUDITORS FOR THE FINANCIAL YEAR 2022-23

The total vote cast 16048541 i.e. 81.33 of total paid-up capital. Wherein the resolution was approved by 16048509 votes i.e. approx 99.99% of the total valid votes cast in favour and Votes Cast against the resolution were 32 which are 0.01% of total votes polled. As the majority of votes recorded in favour, the following resolution was passed as an **Ordinary Resolution:**

"**RESOLVED that** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-

enactment(s) thereof, for the time being in force) the remuneration, as approved by the Board of Directors and set out in the Statement annexed to the Notice convening this Meeting, to be paid to M/s Aggarwal Ashwani K & Associates, Cost Accountant, Firm Registration No. 100191 the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of cost records of the Company for the financial year ending March 31, 2023, be and is hereby ratified.

RESOLVED FURTHER that the Board of Directors (including any Committee thereof) 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.”

ITEM NO. 6

RE-APPOINTMENT OF SHRI HARI CHAND AGGARWAL (DIN: 00577015) AS CHAIRMAN & WHOLE-TIME DIRECTOR

The total vote cast 16048541 i.e. 81.33 of total paid-up capital. Wherein the resolution was approved by 15497633 votes i.e. approx 96.57% of the total valid votes cast in favour and Votes Cast against the resolution were 550908 which are 3.43% of total votes polled. As the majority of votes recorded in favour, the following resolution was passed as a **Special Resolution**:

“**RESOLVED that** in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 any other rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and Board of Directors, the company hereby approves the re-appointment and terms of remuneration of Shri Hari Chand Aggarwal (DIN: 00577015) as Chairman & Whole-time Director of the Company for a period of 5 (five) years, w.e.f. October 01, 2022, whose office shall be liable to retire by rotation, upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Shri Hari Chand Aggarwal.

RESOLVED FURTHER that pursuant to the provisions of Section 196 and other applicable provisions, if any, of the Act and the listing regulations, approval of the members of the company be and is hereby granted to Shri Hari Chand Aggarwal (DIN: 00577015), who has attained the age of seventy-four years and ratified by the members in this regard, to continue to be a Chairman & Whole-time Director of the Company to hold office for a term of 5 (five) w.e.f. October 01, 2022.”

RESOLVED FURTHER that the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

ITEM NO. 7

RE-APPOINTMENT OF SMT. NIKUNJ AGGARWAL (DIN: 06569091) AS WHOLE-TIME DIRECTOR

The total vote cast 16048541 i.e. 81.33 of total paid-up capital. Wherein the resolution was approved by 15994302 votes i.e. approx 99.66% of the total valid votes cast in favour and Votes Cast against the resolution were 54239 which are 0.34% of total votes polled. As the majority of votes recorded in favour, the following resolution was passed as a **Special Resolution**:

“**RESOLVED that** in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and Board of Directors, the company be and is hereby approves the re-appointment and terms of remuneration of Smt. Nikunj Aggarwal (DIN: 06569091) as Whole-time Director of the Company, for a period of 5 (five) years, w.e.f. May 02, 2023 whose office shall be liable to retire by rotation, upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of her appointment) with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Smt. Nikunj Aggarwal.”

“**RESOLVED FURTHER** that the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

ITEM NO. 08

APPOINTMENT OF SHRI ANIL KUMAR GOYAL (DIN: 09707818) AS A WHOLE-TIME DIRECTOR

The total vote cast 16048541 i.e. 81.33% of total paid-up capital. Wherein the resolution was approved by 15994322 votes i.e. approx 99.66% of the total valid votes cast in favour and votes cast against the resolution were 54219 which are 0.33% of total votes

polled. As the majority of votes recorded in favour, the following resolution was passed as **Special Resolution**:

“RESOLVED that in accordance with the provisions of Sections 152, 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such other laws, rules and regulations as may be applicable in this regard, Shri Anil Kumar Goyal (DIN: 09707818), who was appointed by the Board of Directors (the “Board”) on August 20, 2022, based on the recommendation of the Nomination and Remuneration Committee, as an Whole-time (Additional) Director of the Company pursuant to Section 161 of the Act and Articles of Association of the Company and in respect of whom, the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of the Director of the Company, being so eligible, be and is hereby appointed as an Whole-time Director of the Company, liable to retire by rotation, for a term of 5 (five) years with effect from August 20, 2022 to August 19, 2027 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Shri Anil Kumar Goyal.”

“RESOLVED FURTHER that the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

ITEM NO. 9

APPOINTMENT OF SHRI ANIL KUMAR BHATIA (DIN: 09707921) AS AN INDEPENDENT DIRECTOR

The total vote cast 16048541 i.e. 81.33% of total paid-up capital. Wherein the resolution was approved by 16048509 votes i.e. approx 99.99% of the total valid votes cast in favour and votes cast against the resolution were 32 which are 0.01% of total votes polled. As the majority of votes recorded in favour, the following resolution was passed as **Special Resolution**:

“RESOLVED that in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014

and any other rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such other laws, rules and regulations as may be applicable in this regard, Shri Anil Kumar Bhatia (DIN: 09707921) who was appointed by the Board of Directors (the "Board") on August 20, 2022, based on the recommendation of the Nomination and Remuneration Committee, as an Independent (additional) director of the company pursuant to Section 161 of the Act and Articles of Association of the Company and in respect of whom, the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of a director and who has submitted a declaration that he meets the criteria for independence as provided in the Act and SEBI Listing Regulations be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, with effect from August 20, 2022, to hold office for a first term of five consecutive years i.e. from August 20, 2022 till August 19, 2027."

"RESOLVED FURTHER that the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

ITEM NO. 10:

INCREASE IN AUTHORIZED SHARE CAPITAL AND CONSEQUENT ALTERATION TO MEMORANDUM OF ASSOCIATION OF THE COMPANY

The total vote cast 16048541 i.e. 81.33% of total paid-up capital. Wherein the resolution was approved by 16048410 votes i.e. approx 99.99% of the total valid votes cast in favour and votes cast against the resolution were 131 which are 0.01% of total votes polled. As the majority of votes recorded in favour, the following resolution was passed as **Ordinary Resolution:**

"RESOLVED that pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], and in accordance with the provisions of the Memorandum and Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from ₹25,00,00,000/- (Rupees Twenty Five Crore only) divided into 2,50,00,000 (Two Crore Fifty Lakhs) Equity Shares of ₹10/- each (Rupees Ten Only) to ₹35,00,00,000/- (Rupees Thirty Five Crore Only) divided into 3,50,00,000 (Three Crore Fifty Lakhs) Equity Shares of ₹10/- each (Rupees Ten Only) by creation of additional 1,00,00,000 (One Crore) Equity Shares of ₹10/- each ranking pari passu in all respect with the existing Equity Shares of the Company.

RESOLVED FURTHER that the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted as follows:

- v. The Authorised Share Capital of the Company is ₹ 35,00,00,000/- (Rupees Thirty Five Crore only) divided into 3,50,00,000 (Three Crore Fifty Lakhs) Equity Shares of face value of ₹10/- each (Rupees Ten Only).

RESOLVED FURTHER that the Board of Directors of the Company (“Board”) and / or the Company Secretary and / or any other person authorised by the Board be and is hereby authorized to do all such acts, deeds, matters and things, including but not limited to filing of necessary forms / documents with appropriate authorities and to execute all such documents, instruments in writing as may be deemed necessary and/or expedient to give effect to this resolution and in connection with any matter incidental thereto.”

ITEM NO. 11

ISSUE OF BONUS SHARES

The total vote cast 16048546 i.e. 81.33% of total paid-up capital. Wherein the resolution was approved by 16048508 votes i.e. approx 99.99% of the total valid votes cast in favour and votes cast against the resolution were 38 which are 0.01% of total votes polled. As the majority of votes recorded in favour, the following resolution was passed as **Ordinary Resolution**:

“RESOLVED that pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014, [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], the provisions of the Securities and Exchange Board of India (“SEBI”) (Issue of Capital and Disclosure Requirements) Regulations, 2018, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999, including any other applicable regulations and guidelines issued by SEBI and Reserve Bank of India (“RBI”) in this regard and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any committee constituted by the Board or any person(s) authorized by the Board in this regard) and pursuant to the recommendation of the Board, consent of the Members of the Company be and is hereby accorded to the Board for capitalization of such sums standing to the credit of the securities premium account of the Company for the purpose of issuance of Bonus Equity Shares of ₹10/- each (Rupees Ten only), credited as fully paid-up Equity Shares to the holders of the existing fully paid-up Equity Shares of the Company in consideration of their said holding and whose names appear in the Register of Members maintained by the Company’s Registrar and Share Transfer Agent / List of Beneficial Owners received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such date as may be fixed in this regard by the Board (“Record date”), in the proportion of 1 (One) Equity Share of ₹10/- each for every 2 (Two) existing fully paid-up Equity Shares of ₹10/- each held by the Members of the Company.

RESOLVED FURTHER that the Bonus Equity Shares so issued shall be treated for all purposes as an increase in the nominal amount in the share capital of the Company held by each such Member and not as an income or distribution in lieu of Dividend and all such Bonus Equity Shares so issued shall be subject to the provisions of Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with the Equity Shares of the Company existing on the Record Date.

RESOLVED FURTHER that no letter of allotment shall be issued to the allottees of the Bonus Equity Shares and Share certificate(s) in respect of the Bonus Equity Shares shall be issued and dispatched to the allottees thereof within the period prescribed or that may be prescribed in this behalf, from time to time, or for members who hold shares in dematerialized form, the Bonus Equity Shares shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s), as the case may be.

RESOLVED FURTHER that the allotment of Bonus Equity Shares to the extent that they relate to Non-Resident Members, Foreign Institutional Investors (FIIs) and other Foreign Investors of the Company, shall be subject to the approval, if any, of the RBI or such other authority, as may be necessary or applicable.

RESOLVED FURTHER that in case of fractional shares, if any, arising out of the issue and allotment of Bonus Equity Shares, the Board be and is hereby authorised to make suitable arrangements to deal with such fractions for the benefit of the eligible Members including but not limited to, allotting the total number of new equity shares representing such fractions to a person(s) to be appointed by the Board who would hold them in trust for such Members and shall as soon as possible sell such equity shares at the prevailing market rate and the net sale proceeds of such equity shares, after adjusting the cost and the expenses in respect thereof, be distributed among such Members who are entitled to such fractions in the proportion of their respective fractional entitlements.

RESOLVED FURTHER that for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required and as it may in its sole and absolute discretion deem necessary, expedient or incidental in regard to issue of Bonus Equity Shares, filing of any documents with the SEBI, Stock Exchanges where the shares of the Company are listed, Depositories, RBI, Ministry of Corporate Affairs and/ or any concerned authorities, applying and seeking necessary listing approvals from the Stock Exchanges, and to settle any questions, difficulty or doubt that may arise in regard thereto.”

30. The Company Secretary informed the Members that shareholder who had registered themselves as Speaker Shareholders may ask the Management, if any, clarification, information required. He informed the members that Shareholders send request to be Speaker Shareholders but due to time constant and repeatedness of the questions mentioned, 15-20 Shareholders will get opportunity to Speak.
31. The following Members had registered themselves as speakers and spoke or their questions which were taken up by the Managing Director on various Items of the Reports and Financial Statements for the year and sought clarifications.

S.no	Name	DP ID
1	Jasmeet Singh	IN302050-10148339
2	Yash pal Chopra	IN30070810592847
3	Raju Verma	1202060001136510
4	Murli	IN30011810578802
5	Rishabh Jain	1205820000088160
6	Gagan Kumar	300206-11044542
7	Manjit Singh	IN30020610907641.
8	Sarvjeet Singh	IN30020610997625
9	Surender Kumar Arora	1201410000010100
10	Prashant Bhatia & Toni Bhatia	IN30236510926100
11	Shripal Mohnot	IN300708-10012312
12	Krishan Lal Chadha/ Chetan Chadha	1201410000010073
13	Suresh Bhutani	IN300781 10153515
14	Praveen kumar	IN30011810449827
15	Ashok kumar jain	IN30011810242590
16	Ankur chanda	IN302365/10989376
17	Pravin sood	IN302994-10048236

32. The following were some of the comments from the Members:
- a. Appreciated the Bonus Issue and Dividend;
 - b. Appreciated the financial results achieved by the Company;
 - c. Appreciated the contribution made by the Company towards agriculture sector;
 - d. Appreciated future expansion plans of the Company;
 - e. Recommended the Split of shares in next financial year.
 - f. Asked for future planning of the Company
33. The Managing Director thanked the Members for the kind words and appreciation and stated that their suggestions and feedback would be evaluated. The Managing responded to the queries raised by Members present at the Meeting.
34. Managing Director replied on the question asked by the Shareholders, he had covered on the questions and answer the query/suggestions given by the Shareholders.
35. The Managing Director stated COVID-19 has impacted the businesses throughout the world and the Company responded well in tough time. The Managing Director stated that the Company has revamped from the impact and work towards the growth and property of the Farmers. He stated that the Company's R&D Centre now started developing new products in every year which will increase the portfolio of the Company an provide better products to the Farmers.
36. The feedback/suggestion from members was also heard at the meeting. Several suggestions were made by more than one member and they related to:

- a. Split of shares and
- b. product promotion and increase the market presence of the products

Managing Director responded over all the queries, then the Company Secretary informed that combined results of remote e-voting and e-voting during the meeting would be announced and made available on the website of the Company, on the website of CDSL and also on the website of the Stock Exchanges.

37. The Company Secretary thanked the Shareholders for their co-operation in conducting the meeting through the Audio Video means.
38. The Company Secretary thanked all Members, Directors, Invitees and Members of the Management Committee who had joined the meeting.
39. The meeting concluded at 05.30 P.M.

The results of the e-voting (attached as Annexure I) was declared on September 24, 2022 based on the report of the scrutinisers dated September 24, 2022



Hari Chand Aggarwal
Chairman

Place : Delhi
Date of entry : October 03, 2022

Signed: October 06, 2022