

INDIA PESTICIDES LIMITED

An ISO 9001:2015, 14001:2015, 45001:2018 and 10002:2018 Company
CIN No. L24112 UP1984PLC006894



Water Works Road, Aishbagh, Lucknow – 226004 (INDIA)
Tel : +91-522-2653602, 2653603, 2653622,4041014
Fax : +91-522-2653610
Website : www.indiapesticideslimited.com
E-mail : info@indiapesticideslimited.com

Date: 19.12.2023

To

The Manager, Listing Department BSE Limited P. J. Towers, Dalal Street, Mumbai-400001 Scrip Code: 543311 ISIN: INE0D6701023	The Manager, Listing & Compliance Department National Stock Exchange of India Ltd. Exchange Plaza, Plot no. C/1, G Block, Bandra- Kurla Complex, Mumbai-400051 Symbol: IPL
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Dear Sir/ Ma'am,

Sub: Notice of Resolutions proposed to be passed through Postal Ballot (Remote E-voting only) of India Pesticides Limited ('the Company')

With reference to our letter dated 14.12.2023 regarding outcome of circular resolution passed by the Board of Directors of the Company and pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulation), please find enclosed a copy of the Postal Ballot Notice of the Company dated December 14, 2023 for seeking approval of the Members of the Company on the Resolutions forming part of the Postal Ballot Notice.

In compliance with the provisions of circulars issued by SEBI (Listing Regulation) & Ministry of Corporate Affairs, this Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company /Depositories / Registrar and Share Transfer Agent and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on December 15, 2023 ('Cut-off date'). Accordingly, physical copy of the Notice is not being sent to the Members for this Postal Ballot Notice,

Kindly take the above on record.

Thanking you

Yours faithfully,
For India Pesticides Limited



(AJEET PANDEY)
Company Secretary and Compliance Officer



INDIA PESTICIDES LIMITED

CIN - L24112UP1984PLC006894

Tel: +91-522-2653602, 2653603, 2653622, 4041014 Fax: +91-522-2653610

Corporate Address: Water Works Road, Swarup Cold Storage Compound,
Aishbagh, Lucknow-226004

Registered Office -35-A, Civil Lines, Bareilly - 243001

E-mail id-investor@indiapesticideslimited.com website: www.indiapesticideslimited.com

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014)

To the Members of the Company

NOTICE is hereby given that the resolutions set out below are proposed for approval by the Members of India Pesticides Limited (**“the Company”**) by means of Postal Ballot, only by remote e-voting process (**“e-voting”**) being provided by the Company to all its Members to cast their votes electronically, pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, (**“Act”**) read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (**“Rules”**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI LODR Regulations”/ “Listing Regulations”**), Secretarial Standards on General Meetings issued by Institute of Company Secretaries of India (**“SS-2”**), as amended and in accordance with the circulars issued by the Ministry of Corporate Affairs (**“MCA”**) for holding general meetings / conducting Postal Ballot Process through e-voting vide 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, 02/2021 dated January 13, 2021, 10/2021 dated June 23, 2021, and 20/2021 dated December 08, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, and 09/2023 dated September 25, 2023, (collectively the **“MCA Circulars”**), the Company is seeking the consent of the Members of the Company by means of Postal Ballot, to the Resolutions appended below, proposed to be passed through Postal Ballot by voting through electronic means only (remote e-voting).

Details of e-voting are as under:

Commencement of e-voting	End of e-voting
Thursday, December 21, 2023 at 9:00 a.m. (IST)	Friday, January 19, 2024 at 5:00 p.m. (IST)

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof is appended to this Postal Ballot Notice (‘Notice’) for your consideration and forms part of this Notice. The Notice is also available on the website of the Company at www.indiapesticideslimited.com & on the website of NSDL at evoting@nsdl.co.in.

In accordance with Section 101 of the Act, read with Rule 18 of the Rules, and in compliance with the MCA Circulars, the Company is sending this Notice only in electronic form to those Members whose e-mail addresses are registered with the Company /Registrar and Share Transfer Agent (RTA)/ Depositories Kfin Technologies Limited (formerly known as Kfin Technologies Private Limited) and whose names appear in the Register of Members / List of Beneficial Owners as on Friday, December 15, 2023 (**“Cut-off Date”**). Accordingly, a physical copy of the Notice along with the Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.

Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice.

In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide a remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Forms physically. The communication of the assent or dissent of the Members would only take place through the remote e-Voting system. The detailed procedure for remote e-Voting forms part of the ‘Notes’ section of the notice. The Company has engaged the services of **“National Securities Depositories Limited (‘NSDL’)** for facilitating remote e-voting,



Members are requested to carefully read the instructions mentioned under the head 'General information and instructions relating to remote e-voting' in this Notice and record their assent ("FOR") or dissent ("AGAINST") on the proposed Resolutions through the remote e-voting process not later than 5:00 p.m. (IST) on Friday, January 19, 2024 failing which it will be considered that no reply has been received from the Member.

Mr. Saket Sharma, a Practicing Company Secretary (Certificate of Practice No. 2565, Membership No. FCS 4229), Partner, M/s. GSK & Associates, appointed by the Board as Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair & transparent manner.

The Scrutinizer will submit their report, after the completion of scrutiny, to the Chairperson or any person authorized by the Chairperson. The result of remote e-voting will be announced within 2 working days from the conclusion of remote E-voting i.e. on or before Tuesday, 23 January, 2024.

The results along with the Scrutinizer's Report will be posted on the Company's website, viz. www.indiapesticideslimited.com and also on the website of NSDL, viz., evoting@nsdl.co.in, in addition to being communicated to the BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com where the Company's shares are listed.

The instructions for remote e-voting are appended to this Notice.

The proposed Resolutions as set out herein below, shall be deemed to be passed on the last day of the Postal Ballot e-voting period i.e., Friday, January 19, 2024.

The assent or dissent received after such date and time shall be treated as if reply from the Member has not been received.

SPECIAL BUSINESSES

1. Appointment of Mr. Vishal Swarup Agarwal (DIN: 00723099) as Non-Executive & Non-Independent Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014("Rules") framed thereunder, Regulation 17 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and the Board, Mr. Vishal Swarup Agarwal (DIN: 00723099), who was appointed as an Additional Director in the category as Non-Executive and Non-Independent Director of the Company with effect from November 6, 2023 and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive and Non-Independent Director in the Board of the Company for a term upto 5 consecutive years, who shall be liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors/ Mr. Ajeet Pandey, Company Secretary and Compliance Officer of the Company be and is/are hereby authorized to do all such acts, deeds and things as may be deemed necessary or expedient to give effect to this Resolution."

2. Appointment of Mr. Vishwas Swarup Agarwal (DIN: 07388919) as Non-Executive & Non-Independent Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, , 152, 161 and other applicable provisions of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014("Rules") framed thereunder, Regulation 17 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and the Board, Mr. Vishwas Swarup Agarwal (DIN: 07388919), who was appointed as

an Additional Director in the category as Non-Executive and Non-Independent Director of the Company with effect from November 6, 2023 and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive and Non-Independent Director in the Board of the Company for a term upto 5 consecutive years, who shall be liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors / Mr. Ajeet Pandey, Company Secretary and Compliance Officer of the Company be and are hereby authorized to do all such acts, deeds and things as may be deemed necessary or expedient to give effect to this Resolution.”

By the order of the Board
For India Pesticides Limited

Ajeet Pandey

Company Secretary and
Compliance Officer
Membership No.: 42500
Address: Swarup Cold Storage, Water Works Road,
Aishbagh, Lucknow-226004

Date: 14.12.2023

Place: Lucknow

Notes:

1. The relevant Explanatory Statement pursuant to the provisions of Section 102 read with Section 110 of the Companies Act, 2013 (“Act”) and Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out the material facts relating to the proposed Resolutions and the reasons thereof are annexed hereto and forms part of this Postal Ballot Notice (“Notice”).
2. The Postal Ballot Notice containing instructions is being sent by email to all the Members of the Company whose names appear on the Register of Members/ list of Beneficial Owners as received from the Depositories, National Securities Depositories Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”) on Friday, December 15, 2023 (“Cut-Off Date”) and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Kfin Technologies Limited (formerly known as Kfin Technologies Private Limited).
3. A copy of the Notice will also be available on the Company's website at www.indiapesticideslimited.com, websites of the Stock Exchanges, that is, BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the Website of National Securities Depositories Limited (NSDL) at evoting@nsdl.co.in.
4. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date i.e., 15th December, 2023 will only be considered eligible for the purpose of remote e-voting. It is however clarified that, all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company / RTA/ Depositories / Depository Participants) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice. A person who becomes a member after the Cut-Off Date should treat this notice for information purposes only.
5. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/ its shareholding in the paid-up Equity Share Capital of the Company as on the Cut-Off Date.
6. All the documents referred to in this Notice and the Explanatory Statement pursuant to Section 102 of the Companies Act, will be available for inspection via electronic mode from the date of circulation of this Notice till the date of declaration of Postal Ballot results. Members can inspect the same by writing an e-mail to the Company at investors@indiapesticideslimited.com.



7. In compliance with provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and Secretarial Standard - II, the Company is providing remote e-voting facility to enable its Members to cast their votes electronically on the matter included in this Notice.
8. The Company has appointed National Securities Depositories Limited ("NSDL") for facilitating e voting to enable the Members to cast their votes electronically instead of physical mode.
9. The Company's Registrar and Transfer Agent (RTA) for its Share Registry Work is Kfin Technologies Limited (formerly known as Kfin Technologies Private Limited), having its office at Selenium Tower -B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500032, Telangana, India, Phone: +914067162222, E-mail Id: einward.ris@kfintech.com
10. The e-voting period commences at 9:00 a.m. (IST) on Thursday, December 21, 2023 and ends at 5:00 p.m. (IST) on Friday January 19, 2024. Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.
11. The Board of Directors of the Company has appointed Mr. Saket Sharma, a Practicing Company Secretary (Certificate of Practice No. 2565, Membership No. FCS 4229), Partner, M/s. GSK & Associates as Scrutinizer for conducting the Postal Ballot/ e-voting process in a fair and transparent manner.
12. The Scrutinizer will submit consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairperson or any other person authorized by Chairperson within 2 working days from the conclusion of remote E-voting i.e. on or before Monday, 22 January, 2024. The Scrutinizer's decision on the validity of votes cast will be final.
13. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website at www.indiapesticideslimited.com and on the website of NSDL at <https://www.evoting.nsdl.com> immediately after the result is declared by the Chairman or any other person authorized by them, and the same shall be communicated to the BSE Limited and the National Stock Exchange of India Limited. The results shall also be displayed on the Notice Board of the Company at its Registered Office.
14. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e. Friday, January 19, 2024.

The vote in this Postal Ballot cannot be exercised through proxy.

IMPORTANT COMMUNICATION TO SHAREHOLDERS

Subject: Awareness about Online Resolution of Disputes in the Indian Securities Market through Online Dispute Resolution ('ODR') Portal

Securities and Exchange Board of India ("SEBI") vide circular no. SEBI/HO/OIAE/OIAE IAD1/P/CIR/2023/131 dated July 31, 2023 provided guidelines for online resolution of disputes in the Indian securities market through establishment of a common ODR Portal which harnesses online conciliation and online arbitration for resolution of disputes arising between investors/ clients and listed companies or specified intermediaries/regulated entities in the securities market.

SEBI vide circular no. SEBI/HO/OIAE/OIAE IAD-1/P/CIR/2023/135 dated August 4, 2023 further clarified that the investor shall first take up his/her/their grievance with the Market Participant (Listed Companies, specified intermediaries, regulated entities) by lodging a complaint directly with the concerned Market Participant. If the grievance is not redressed satisfactorily, the investor may, escalate the same through the SCORES Portal <https://scores.gov.in/scores/Welcome.html> After exhausting the above options, if the investor is not satisfied with the outcome, he/she/they can initiate dispute resolution through the ODR Portal.

The SMART ODR Portal can be accessed at: <https://smartodr.in/login>.

Further, use of e-voting facility by Members is advisable for casting votes by following the procedures and instructions of E-Voting as mentioned in the Notice below:

Information and instructions relating to e-Voting

Note: Please read the instructions carefully before exercising your vote.

Facility to exercise vote(s) by means of Postal Ballot, including voting through e-voting will be available during the following period:

Commencement of voting	End of voting
From 9:00 am. (IST) on Thursday, December 21, 2023	Up to 5:00 p.m. (IST) on Friday, January 19, 2024

The voting will not be allowed beyond 5:00 p.m. (IST) on Friday January 19, 2024 and the remote e- voting shall be disabled by NSDL upon expiry of the aforesaid date and time.

THE INSTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

(i) The voting period begins on 9:00 a.m. (IST) on Thursday, December 21, 2023 and ends at 5:00 p.m. (IST) on Friday January 19, 2024. During this period, shareholders of the Company, holding shares in dematerialized form, as on the cut- off date (record date) Friday, December 15, 2023 may cast their vote electronically. The remote e- voting module shall be disabled by NSDL for voting thereafter.

(ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e- voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e- Voting facility.

Login method for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit Demat account number hold with NSDL), Password/OTP and a Verification

	<p>Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> </p> <p> </p>
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in Demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in Demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43</p>

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in Demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in Demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in Demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.

Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your Demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- a. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor@indiapesticideslimited.com or inward.ris@kfintech.com.
- b. In case shares are held in Demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investor@indiapesticideslimited.com or inward.ris@kfintech.com. If you are an Individual shareholders holding securities in Demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in Demat mode.

- c. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- d. In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their Demat account in order to access e-Voting facility.
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a. Click on “Forgot User Details/Password” (If you are holding shares in your Demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. Physical User Reset Password?” (If b) you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your Demat account number/folio number, your PAN, your name and your registered address etc.
 - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cssaket.associates@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to evoting@nsdl.co.in.

Facility for Non - Individual Shareholders and Custodians -Remote Voting

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk at NSDL at evoting@nsdl.co.in.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk. NSDL at evoting@nsdl.co.in and on approval of the accounts they would be able to cast their vote.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investors@indiapesticideslimited.com (designated email address by company), if they have voted from individual tab & not uploaded same in the NSDL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card),

AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.

2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

If you have any queries or issues regarding e-Voting from the NSDL e-Voting System, you can write an email to helpdesk. evoting@nsdl.co.in or call at toll free no.:1800 1020 990 and 1800 22 44 30.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

In terms of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all the material facts relating to the Item No. 1 & 2 of the accompanying Notice:

Item No. 1

Appointment of Mr. Vishal Swarup Agarwal (DIN: 00723099) as Non-Executive & Non-Independent Director of the Company:

Pursuant to the provisions of Section 149, 152 & 161 read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions of the Companies Act, 2013 and Regulation 17 and other applicable provisions of SEBI (LODR) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force) and the Articles of Association of the Company and upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors in their Meeting held on November 6, 2023 have approved the appointment of Mr. Vishal Swarup Agarwal (DIN: 00723099) as an Additional Director (Non-Executive & Non-Independent Director) of the Company with effect from November 6, 2023 and is eligible to be appointed as a Non-Executive & Non-Independent Director of the Company, who shall be liable to retire by rotation, subject to the approval of the Members of the Company as per the provisions of the Act and SEBI Listing Regulations.

The payment made to the aforesaid Board member will only include the sitting fee and any additional payments that may be decided by the Board. However, these payments are subject to the approval of the shareholders of the Company, if required as per the provisions of the Companies Act and other relevant laws.

As per the provisions of the Act, any person appointed as an Additional Director holds office upto the date of ensuing Annual General Meeting. Further as per regulation 17 (1C) of the SEBI Listing Regulations, the listed company shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the Members is being sought for the appointment of Mr. Vishal Swarup Agarwal (DIN: 00723099) as Non- Executive & Non -Independent Director of the Company, who shall be liable to retire by rotation, by way of Postal Ballot through remote e-voting system only.

Mr. Vishal Swarup Agarwal (DIN: 00723099) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The appointment of Mr. Vishal Swarup Agarwal shall be effective upon approval by the Members by way of Postal Ballot.

The Board of Directors recommends the Resolution in relation to the appointment of Mr. Vishal Swarup Agarwal (DIN: 00723099) as Non - Executive & Non-Independent Director of the Company as set out in Item No. 1 for approval of the Members by way of an Ordinary Resolution.

The Directors recommend the Item No. 1 of the Notice for consent and approval by Shareholders.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolution set out at Item No.1 Except Mr. Vishal Swarup Agarwal, Mr. Anand Swarup Agarwal and Mr. Vishwas Swarup Agarwal.

Brief Profiles of Directors as required under sub-regulation (3) of Regulation 36 and of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 and in terms of Secretarial Standard-2 issued by the Institute of Company Secretaries of India in respect of the Director seeking appointment/re-appointment.

Name Of Director	Mr. Vishal Swarup Agarwal
Director Identification Number	00723099
Date of Birth	11-02-1973
Date of first Appointment on the Board	06.11.2023
Terms of Appointment	5 years
Qualification	Bachelor of Commerce & Master of Business Administration (MBA)
Experience (Including expertise in the specific functional area) / Brief resume	Mr. Vishal Swarup Agarwal, is about 50-year-old and possesses Bachelor of Commerce & Master of Business Administration (MBA) degrees. He has been an active member of our organization for more than a quarter of a century. Presently, he is also providing services to the company in technical products as well as the administration department.
Number of shares held in the Company	2,78,892 Equity Shares
List of other companies in which Directorships held	1. Anand Herbal Limited 2. Bareilly Flour Mills Private Limited- Managing Director
Shareholding in other companies in which Directorships held	1. Bareilly Flour Mills Private Limited- 3,150 Shares 3.24% 2. Anand Herbal Limited- 20,300 Shares 40.60%
Chairman/ Member of the Committee of the Board of Director of the Company	NIL
Name of the listed entities from which the person has resigned in the past three years	NIL
Chairman/Member of the Committees of the Board of Directors of other Companies	NIL
Number of Board Meetings attended during the year.	1
Remuneration last drawn	As mentioned in the Explanatory statement
Disclosure of relationships between directors	Mr. Vishal Swarup Agarwal, is the son of Chairman Shri Anand Swarup Agarwal and he is also associated with the Promoter Group.
Category of Appointment	Non-Executive director under the category of Promoter
Terms and conditions of appointment along with details of remuneration sought to be paid	Mr. Vishal Swarup Agarwal is entitled only for the sitting fee for attending the Board and Committee meetings as may be approved by the Company in accordance with the applicable provisions of law.

Item No.2

Appointment of Mr. Vishwas Swarup Agarwal (DIN: 07388919) as Non-Executive & Non-Independent

Director of the Company:

Pursuant to the provisions of Section 149, , 152 & 161 read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions of the Companies Act, 2013 and Regulation 17 and other applicable provisions of SEBI (LODR) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force) and the Articles of Association of the Company and upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors in their Meeting held on November 6, 2023 have approved the appointment of Mr. Vishwas Swarup Agarwal (DIN: 07388919) as an Additional Director (Non-Executive & Non-Independent Director) of the Company with effect from November 6, 2023 and is eligible to be appointed as a Non-Executive & Non-Independent Director of the Company, who shall be liable to retire by rotation, subject to the approval of the Members of the Company as per the provisions of the Act and SEBI Listing Regulations.

The payment made to the aforesaid Board member will only include the sitting fee and any additional payments that may be decided by the Board. However, these payments are subject to the approval of the shareholders of the Company, if required as per the provisions of the Companies Act and other relevant laws.

As per the provisions of the Act, any person appointed as an Additional Director holds office upto the date of ensuing Annual General Meeting. Further as per regulation 17 (1C) of the SEBI Listing Regulations, the listed company shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the Members is being sought for the appointment of Mr. Vishwas Swarup Agarwal (DIN: 07388919) as Non- Executive & Non -Independent Director of the Company, who shall be liable to retire by rotation, by way of Postal Ballot through remote e-voting system only.

Mr. Vishwas Swarup Agarwal (DIN: 07388919) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The appointment of Mr. Vishwas Swarup Agarwal shall be effective upon approval by the Members by way of Postal Ballot.

The Board of Directors recommends the Resolution in relation to the appointment of Mr. Vishwas Swarup Agarwal (DIN: 07388919) as Non - Executive & Non-Independent Director of the Company as set out in Item No. 2 for approval of the Members by way of an Ordinary Resolution.

The Directors recommend the Item No. 2 of the Notice for consent and approval by Shareholders.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolution set out at Item No.2 Except Mr. Vishwas Swarup Agarwal, Mr. Anand Swarup Agarwal and Mr. Vishal Swarup Agarwal.

Brief Profiles of Directors as required under sub-regulation (3) of Regulation 36 and of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 and in terms of Secretarial Standard-2 issued by the Institute of Company Secretaries of India in respect of the Director seeking appointment/re-appointment.

Name Of Director	Mr. Vishwas Swarup Agarwal
Director Identification Number	07388919
Date of Birth	23-02-1975
Date of first Appointment on the Board	06.11.2023
Terms of Appointment	5 years
Qualification	Bachelor of Commerce & Master of Business Administration (MBA)
Experience (Including expertise in the specific functional area) / Brief resume	Mr. Vishwas Swarup Agarwal, is about 48 years old and has completed his Masters of Business Administration (MBA) and he is providing services to the company in Procurement Division and marketing of technical and formulated products, pharma intermediates and bulk drugs. He has been associated with Company since last more than 20 years.
Number of shares held in the Company	2,21,486 Equity Shares
List of other companies in which Directorships held	1. Swarup Leasing Limited
Shareholding in other companies in which Directorships held	1. Swarup Leasing Limited- 10,750 Shares 2.15%
Chairman/ Member of the Committee of the Board of Director of the Company	NIL
Name of the listed entities from which the person has resigned in the past three years	NIL



Chairman/Member of the Committees of the Board of Directors of other Companies	NIL
Number of Board Meetings attended during the year.	1
Remuneration last drawn	As mentioned in the Explanatory statement
Disclosure of relationships between directors	Mr. Vishwas Swarup Agarwal, is the son of Chairman Shri Anand Swarup Agarwal and he is also associated with the Promoter Group.
Category of Appointment	Non- Executive Director under the category of Promoter
Terms and conditions of appointment along with details of remuneration sought to be paid	Mr. Vishwas Swarup Agarwal is entitled only for the sitting fee for attending the Board and Committee meetings as may be approved by the Company in accordance with the applicable provisions of law.

By the order of the Board
For India Pesticides Limited

Sd/-

Ajeet Pandey

Company Secretary and
Compliance Officer

Membership No.: 42500

Address: Swarup Cold Storage, Water Works Road,
Aishbagh, Lucknow-226004

Date: 14.12.2023

Place: Lucknow