

INDIA PESTICIDES LIMITED

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



Water Works Road, Aishbagh, Lucknow - 226 004 (INDIA)
Tel. : +91-522-2653602, 2653603, 2653622, 4041014
Fax : +91-522-2653610
Website : www.indiapesticideslimited.com
E-mail : info@indiapesticideslimited.com

Date: 24.08.2022

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 Company Symbol: IPL
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Dear Sir/Madam,

Sub: Proceedings of Annual General Meeting of India Pesticides Limited.

In continuation to our intimation dated July 02, 2022, the 37th AGM of the Company was held on August 23, 2022 and the business mentioned in the Notice dated July 02, 2022 was transacted.

In this regard, please find enclosed the proceedings as required under the Regulation 30, Part A of Schedule - III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with Consolidated Scrutinizer Report issued by GSK & Associates, Scrutinizer of the Company.

Kindly take the above information on your records.

Thanking you,

Yours Faithfully,

For India Pesticides Limited

adrpandey.

Ajeet Pandey
Company Secretary and Compliance Officer
M.No.: A42500



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PROCEEDINGS OF THE 37th ANNUAL GENERAL MEETING OF INDIA PESTICIDES LIMITED HELD ON TUESDAY, 23RD DAY OF AUGUST, 2022 THROUGH VIDEO CONFERENCING ('VC')/OTHER AUDIO VISUAL MEANS ('OAVM') AT 12:30 P.M.

The 37th Annual General Meeting (AGM) of the Members of the Company was duly convened and held on Tuesday, 23rd August, 2022 through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) in accordance with General Circular No.14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No.02/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 8, 2021, General Circular No. 21/2021 dated December 14, 2021, and General Circular No. 2/2022 dated May 5, 2022 issued by Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India.

Mr. Ajeet Pandey, Company Secretary welcomed the Shareholders, Directors and others present. He introduced the Directors, Chief Executive Officer and Chief Financial Officer who joined the meeting from their respective locations. All the Directors including the respective Chairpersons of the Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee etc., of the Company were also present at the AGM. The representatives of the Statutory Auditors of the Company were also present through video conferencing.

Mr. Saket Sharma, Partner of GSK & Associates, representing Secretarial Auditors of the Company and appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at Annual General Meeting in a fair and transparent manner, also attended the meeting through Video Conference.

It was then informed that in compliance with the provisions of the Companies Act, 2013, Secretarial Standard - 2 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the remote e-voting facility was provided by the Company to its shareholders through NSDL from Saturday, 20th August 2022, (9:00 A.M. IST) to Monday, 22nd August, 2022 (5:00 P.M. IST).

It was further informed that:

- the members who had not cast their votes through remote e-voting facility and who were present in the meeting would have an opportunity to cast their votes through e-voting system during the meeting and it will remain open for fifteen minutes after the conclusion of the meeting.



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- all the documents referred to in the accompanying Notice and Explanatory Statements, have been made available electronically for inspection during the Annual General Meeting.
- the Register of Directors and Key Managerial Personnel's and their Shareholdings maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act have been made available electronically for inspection during the AGM.

Mr. Anand Swarup Agarwal, Chairman of the Company, chaired the proceedings of the Meeting.

Total 64 Members attended the meeting as per the records of attendance.

After ascertaining the requisite quorum, the Chairman called the meeting to start and extended a warm welcome to the members present. He explained the overall scenario of Company's performance. The overall Business and Financial Performance of the Company was explained by the Chief Executive Officer and Chief Financial Officer of the Company.

Thereafter the Notice of AGM dated 02nd July, 2022, Report of Board of Directors alongwith its annexures and the Financial Statements for the Financial year 2021 – 22 were taken as read. There were no qualifications in the Auditor's Report and the Report of Secretarial Auditors of the Company and accordingly they were not required to be read.

On the invitation of the Company Secretary, Members who had registered themselves as speakers, addressed the Meeting through VC/OAVM and sought clarifications on the Company's accounts and businesses. The Management responded to the queries of the Members and provided clarifications.

The Chairman then requested Mr. Ajeet Pandey, Company Secretary to take up items as set out in the Notice convening the Meeting. He further informed the members to note that the E-voting module for voting during AGM was active.



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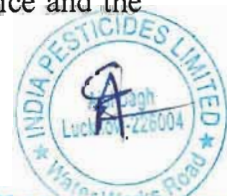
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The e-voting was then conducted on the following items:

S. No.	Details of Resolutions	Resolution Type
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2022, the Reports of the Board of Directors and Auditors thereon and Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2022 and the Report of Auditors thereon.	Ordinary Resolution
2.	To declare a Final Dividend on equity shares of the Company for the Financial Year 2021-22.	Ordinary Resolution
3.	To appoint a director in place of Mr. Rahul Arun Bagaria (DIN: 06611268), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.	Ordinary Resolution
4.	To re-appoint Mr. Anand Swarup Agarwal as a Chairman and Non-Executive Director of the Company.	Special Resolution
5.	Increase in Remuneration of the Whole-Time Director.	Special Resolution
6.	To ratify the remuneration of Cost Auditors for the Financial Year 2022-23.	Ordinary Resolution
7.	To ratify the remuneration of Cost Auditors for the Financial Year 2021-22.	Ordinary Resolution
8.	To Maintain registers, returns and records at a place other than the Registered Office of the Company.	Special Resolution

The Company Secretary was further informed that the members who have not cast their vote through remote e-voting were requested to vote on the proposed resolutions (i.e., Resolution No. 1 to 8 of the Notice of AGM) through e-voting at the AGM. It was also informed that the e-voting module in the AGM for casting vote was already active and will remain for fifteen minutes after the closure of the meeting.

The Company Secretary informed the members that after conclusion of meeting, Scrutinizer shall prepare and submit his report within 48 hours to the Chairman, who shall countersign the same. The results would be announced/displayed through the website of the Company i.e. <https://www.indiapesticideslimited.com> and NSDL (www.evoting.nsdl.com) within 48 hours from the conclusion of the meeting and will be intimated to Stock Exchanges where the securities of the Company are listed. Further, a copy of same shall also be placed on the Notice Board at the Registered Office and the Corporate Office of the Company.



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The Chairman and Company Secretary thanked all the members for their presence and involvement.

The meeting concluded with vote of thanks at 01:22 P.M.

For India Pesticides Limited

Ajeet Pandey

Ajeet Pandey
Company Secretary and Compliance Officer
M. No: A42500



Consolidated Scrutinizer's Report

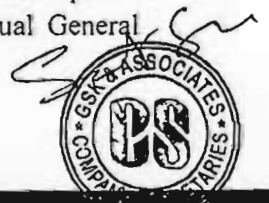
[Pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Rule 21 of Companies (Management and Administration) Rules, 2014]

To,
The Chairman
India Pesticides Limited
35-A, Civil Lines,
Bareilly - 243001

Reg: 37th Annual General Meeting of the Equity Shareholders of INDIA PESTICIDES LIMITED (CIN:L24112UP1984PLC006894) held on Tuesday, 23rd day of August, 2022 at 12:30 p.m. through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') without physical presence of members at the AGM Venue. The venue of the AGM shall be deemed to be the Registered Office of the Company at 35-A, Civil Lines, Bareilly – 243001.

I, Saket Sharma, Partner GSK & Associates, Company Secretaries, appointed as Scrutinizer for the purpose of Scrutinizing the remote e-voting and e-voting system for casting vote during Annual General Meeting on resolutions contained in the Notice dated 02nd July, 2022 for Annual General Meeting of the Equity Shareholders of India Pesticides Limited (hereinafter referred to as the Company), held on 23rd day of August, 2022 through Video conferencing/Other Audio Visual Means ("VC/OAVM"), without physical presence of members at the AGM Venue pursuant to General Circular No.02/2022 dated May 05, 2022, 21/2021 dated December 14, 2021, 19/2021 dated December 08, 2021, 02/2021 dated 13th January, 2021 read with General Circular No. 20/2020 dated 5th May, 2020, 14/2020 dated 8th April, 2020 and 17/2020 dated 13th April, 2020 issued by Ministry of Corporate Affairs and Circular dated 15th January, 2021 read with Circular dated 12th May, 2020 issued by Securities and Exchange Board of India (SEBI), submit my report as under:

- (i) The members of the Company as on the cut-off date i.e. 16th August, 2022 were entitled to vote on the resolutions (Ordinary Businesses being Item Nos. 1 to 3 and Special Businesses being Item Nos. 4 to 8 as set out in the Notice of 37th Annual General Meeting of the Company).



- (ii) The remote e-voting period remained open from Saturday, 20th August, 2022 (09:00 a.m.) upto Monday, 22nd day of August, 2022 (05:00 p.m.). Further, the company provided the facility of e-voting system for the members attending the Annual General Meeting and who have not exercised their right to vote through remote e-voting.
- (iii) The votes cast by the members were unblocked on 23rd day of August, 2022 at 02:01 p.m. in presence of 2 witnesses who are not in the employment of the Company. They have signed below in confirmation of the e-votes being unblocked in their presence.

Signature: *Anirudh Bajpai*

Name: Anirudh Bajpai

Address: 19/125 Ram Narayan Bazar,
Phoolbagh Kanpur-208001

Signature: *Priyan Agarwal*

Name: Priyan Agarwal

Address: 80/71 Cooper Ganj
Kanpur-208001

Below is provided the consolidated summary of results of remote e-voting and voting at Annual General Meeting through poll:

ORDINARY BUSINESSES

a) Resolution No. 1:-

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2022, the Reports of the Board of Directors and Auditors thereon and Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2022 and the Report of Auditors thereon.

Method of voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes	Percentage of Total favorable vote cast (valid)
Remote E-voting	90798277	366	0	--
E- Voting at AGM	1100	0	0	--
Total	90799377	366	0	99.99



b) Resolution No. 2:-

To declare a Final Dividend on equity shares of the Company for the Financial Year 2021-22.

Method of voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes	Percentage of Total favorable vote cast (valid)
Remote E-voting	90798390	286	0	--
E- Voting at AGM	1100	0	0	--
Total	90799490	286	0	99.99

c) Resolution No. 3:-

To appoint a director in place of Mr. Rahul Arun Bagaria (DIN: 06611268), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

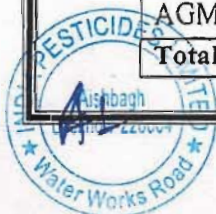
Method of voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes	Percentage of Total favorable vote cast (valid)
Remote E-voting	90796470	2173	0	--
E- Voting at AGM	1100	0	0	--
Total	90797570	2173	0	99.99

SPECIAL BUSINESSES

d) Resolution No. 4 (Special):-

To re-appoint Mr. Anand Swarup Agarwal as a Chairman and Non-Executive Director of the Company.

Method of voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes	Percentage of Total favorable vote cast (valid)
Remote E-voting	55306503	1048	0	--
E- Voting at AGM	1100	0	0	--
Total	55307603	1048	0	99.99



e) Resolution No. 5 (Special):-

Increase in Remuneration of the Whole-Time Director.

Method of voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes	Percentage of Total favorable vote cast (valid)
Remote E-voting	90342791	455848	0	--
E- Voting at AGM	1100	0	0	--
Total	90343891	455848	0	99.50

f) Resolution No. 6 (Ordinary):-

To ratify the remuneration of Cost Auditors for the Financial Year 2022-23

Method of voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes	Percentage of Total favorable vote cast (valid)
Remote E-voting	90796515	2088	0	--
E- Voting at AGM	1100	0	0	--
Total	90797615	2088	0	99.99

g) Resolution No. 7 (Ordinary):-

To ratify the remuneration of Cost Auditors for the Financial Year 2021-22.

Method of voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes	Percentage of Total favorable vote cast (valid)
Remote E-voting	90797204	1274	0	--
E- Voting at AGM	1050	50	0	--
Total	90798254	1324	0	99.99



h) Resolution No. 8 (Special):-

To Maintain registers, returns and records at a place other than the Registered Office of the Company.

Method of voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes	Percentage of Total favorable vote cast (valid)
Remote E-voting	90796676	1963	0	--
E- Voting at AGM	1100	0	0	--
Total	90797776	1963	0	99.99

I am pleased to submit my report for your appropriate action and doing needful in the matter.

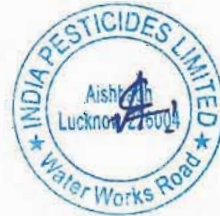
Thanking You,

Yours' Faithfully
For GSK & Associates,
Company Secretaries
FRN: P2014UP036000



Saket Sharma
(Partner)
M. No.: F4229
C. P. No.: 2565
PR No: 2072/2022

Dr. Gant.
(Chairman)



Date: 24.08.2022
Place: Kanpur
UDIN: F004229D000836511

Consolidated Working

Resolutions	e-voting							e-voting at venue						
	No. of members voting	For		Against		Invalid		No. of members voting	For		Against		Invalid	
		No. of members	No. of shares held	No. of members	No. of shares held	No. of members	No. of shares held		No. of members	No. of shares held	No. of members	No. of shares	No. of members	No. of shares held
Resolution No. 1 To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2022, the Reports of the Board of Directors and Auditors thereon and Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2022 and the Report of Auditors thereon.	399	390	90798277	9	366	0	0	3	3	1100	0	0	0	0
Resolution No. 2 To declare a Final Dividend on equity shares of the Company for the Financial Year 2021-22	400	393	90798390	7	286	0	0	3	3	1100	0	0	0	0
Resolution No. 3 To appoint a director in place of Mr Rahul Arun Bagaria (DIN 06611268), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment	399	373	90796470	26	2173	0	0	3	3	1100	0	0	0	0
Resolution No. 4 To re-appoint Mr Anand Swarup Agarwal as a Chairman and Non-Executive Director of the Company	397	375	55306503	22	1048	0	0	3	3	1100	0	0	0	0
Resolution No. 5 Increase in Remuneration of the Whole-Time	398	337	90342791	61	455848	0	0	3	3	1100	0	0	0	0



Resolution No 6														
To ratify the remuneration of Cost Auditors for the Financial Year 2022-23	398	367	90796515	31	2088	0	0	3	3	1100	0	0	0	0
Resolution No 7														
To ratify the remuneration of Cost Auditors for the Financial Year 2021-22	397	364	90797204	33	1274	0	0	3	2	1050	1	50	0	0
Resolution No. 8														
To Maintain registers, returns and records at a place other than the Registered Office of the Company	398	381	90796676	17	1963	0	0	3	3	1100	0	0	0	0



As Agant
(Chairman)

