



insecticides
(INDIA) LIMITED

The Manager

The National Stock Exchange of India Limited

[CDS]

Exchange Plaza,
Bandra Kurla Complex,
Bandra (E),
Mumbai- 400 051

Sub: Results of the Postal Ballot and E-voting pursuant to Clause 35A of the Listing Agreement
Ref: INSECTICID

Dear Sir/Madam,

With reference to the above captioned subject that pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, the Postal Ballot Notice dated 2nd December, 2014 issued to members seeks their approval by Ordinary and Special Resolutions by way of Postal Ballot/E-voting for the following items:

1. Pursuant to the provisions of Section 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant Rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the provisions of the Memorandum and Articles of Association of the Company, granting approval for increase the Authorised Share Capital from Rs. 15,00,00,000 (Rupees Fifteen Crore only) to Rs. 25,00,00,000 (Rupees Twenty Five Crore only).
2. Pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, (hereinafter referred to as "the Act"), including any statutory modification(s) or re-enactment (s) thereof for the time being in force, granting approval for alteration of the main Object Clause of Memorandum of Association.
3. Pursuant to the provisions of Section 63 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013, read together with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time and other applicable regulations/guidelines issued by the Securities and Exchange Board of India (SEBI) in this behalf and pursuant to Articles of Association of the Company, granting approval for capitalization the funds from the Securities Premium Account, Free Reserves or any other permitted reserves/surplus for the purpose of issue of Bonus Shares.
4. Pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and other Rules made thereunder, granting approval for sell, lease, mortgage, hypothecation, charges create on movable and/or immovable properties of the Company for securing the borrowing funds up to an amount not exceeding Rs.800 Crore (Rupees Eight Hundred Crore only).



5. Pursuant to the provisions of Section 186 of the Companies Act, 2013 and any Rules made thereunder, granting approval for inter corporate loan and investment up to an amount not exceeding Rs.50 Crore (Rupees Fifty Crore only).

In this Postal Ballot/E-voting procedure, M/s Akash Gupta & Associates, Practising Company Secretary (ACS No.30099 and CP No. 11038), who was appointed as Scrutinizer for aforesaid Postal Ballot/E-voting, has submitted his report on Saturday, 10th January, 2015. In accordance with the said report and pursuant to Clause 35A of the Listing Agreement, we would like to inform you that the aforesaid Resolutions as embodied in the Postal Ballot Notice were passed by the Shareholders by the requisite majority.

We are enclosing herewith:

- Details Result of Postal Ballot/E-voting in the format as prescribed under Clause 35A of the Listing Agreement; and
- Certified to be true copies of the Ordinary and Special Resolutions as approved by the Shareholders.

You are requested to take the above information and documents for your record.

Thanking you,

For Insecticides (India) Limited


(Pankaj Gupta)
Company Secretary
M No. FCS – 6371



Place: Delhi

Date: 12th January, 2015

Encl: a/a



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(INDIA) LIMITED

POSTAL BALLOT/E-VOTING RESULT (As per Clause 35A of the Listing Agreement)

Details of Agenda

Item No. 1: Pursuant to the provisions of Section 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant Rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the provisions of the Memorandum and Articles of Association of the Company, granting approval for increase the Authorised Share Capital from Rs. 15,00,00,000 (Rupees Fifteen Crore only) to Rs. 25,00,00,000 (Rupees Twenty Five Crore only).

Resolution Required: Ordinary Resolution

Mode of Voting: Postal Ballot and E-voting

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	9472700	8701800	91.86	8701800	0	100.00	0
Public – Institutional holders	1347113	428036	31.77	428036	0	100.00	0
Public-Others	1863153	8076	0.43	8076	0	100.00	0
Total	12682966	9137912	72.04	9137912	0	100.00	0

#Voting rights are in proportion to shares held on 21st November, 2014

*Excludes 9 invalid votes consisting of 1110 shares.

@One shareholder holding 100 shares have participated in ballot paper but did not vote

Item No. 2: Pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, (hereinafter referred to as "the Act"), including any statutory modification(s) or re-enactment (s) thereof for the time being in force, granting approval for alteration of the main Object Clause of Memorandum of Association.

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Chairman
Chairman

Resolution Required: Special Resolution

Mode of Voting: Postal Ballot and E-voting

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	9472700	8701800	91.86	8701800	0	100.00	0
Public – Institutional holders	1347113	428036	31.77	428036	0	100.00	0
Public-Others	1863153	7996	0.43	7996	0	100.00	0
Total	12682966	9137832	72.04	9137832	0	100.00	0

#Voting rights are in proportion to shares held on 21st November, 2014

*Excludes 10 invalid votes consisting of 460 shares.

@One shareholder holding 100 shares have participated in ballot paper but did not vote

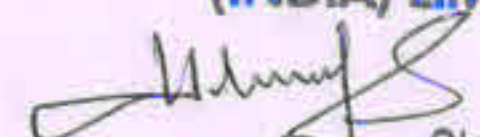
Item No. 3: Pursuant to the provisions of Section 63 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013, read together with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time and other applicable regulations/guidelines issued by the Securities and Exchange Board of India (SEBI) in this behalf and pursuant to Articles of Association of the Company, granting approval for capitalization the funds from the Securities Premium Account, Free Reserves or any other permitted reserves/surplus for the purpose of issue of Bonus Shares.

Resolution Required: Special Resolution

Mode of Voting: Postal Ballot and E-voting

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	9472700	8701800	91.86	8701800	0	100.00	0
Public – Institutional holders	1347113	428036	31.77	428036	0	100.00	0
Public-Others	1863153	7996	0.43	7996	0	100.00	0
Total	12682966	9137832	72.04	9137832	0	100.00	0

 **insecticides**
(INDIA) LIMITED


Chairman

#Voting rights are in proportion to shares held on 21st November, 2014

*Excludes 10 invalid votes consisting of 460 shares.

@One shareholder holding 100 shares have participated in ballot paper but did not vote

Item No. 4: Pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and other Rules made thereunder, granting approval for sell, lease, mortgage, hypothecation, charges create on movable and/or immovable properties of the Company for securing the borrowing funds up to an amount not exceeding Rs.800 Crore (Rupees Eight Hundred Crore only).

Resolution Required: Special Resolution

Mode of Voting: Postal Ballot and E-voting

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	9472700	8701800	91.86	8701800	0	100.00	0
Public – Institutional holders	1347113	428036	31.77	428036	0	100.00	0
Public-Others	1863153	7946	0.41	7675	271	96.58	3.41
Total	12682966	9137782	72.04	9137511	271	99.99	0.01

#Voting rights are in proportion to shares held on 21st November, 2014

*Excludes 10 invalid votes consisting of 460 shares.

@Two shareholder holding 150 shares have participated in ballot paper but did not vote

Item No. 5: Pursuant to the provisions of Section 186 of the Companies Act, 2013 and any Rules made thereunder, granting approval for inter corporate loan and investment up to an amount not exceeding Rs.50 Crore (Rupees Fifty Crore only).

Resolution Required: Special Resolution

Mode of Voting: Postal Ballot and E-voting

 **Inco Industries Limited**

Chairman

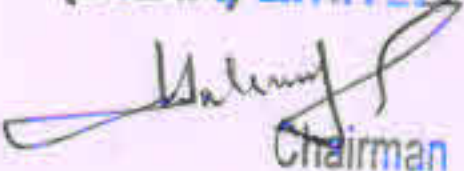
Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	9472700	8701800	91.86	8701800	0	100.00	0
Public – Institutional holders	1347113	428036	31.77	428036	0	100.00	0
Public-Others	1863153	4946	0.26	4681	265	94.64	5.36
Total	12682966	9134782	72.02	9134517	265	99.99	0.01

#Voting rights are in proportion to shares held on 21st November, 2014

*Excludes 11 invalid votes consisting of 460 shares.

@Two shareholder holding 150 shares have participated in ballot paper but did not vote

For Insecticides (India) Limited


Chairman

 Place: Delhi
 Date: 10th January, 2015



insecticides
(INDIA) LIMITED

CERTIFIED TO BE TRUE COPY OF RESOLUTION PASSED THOROUGH POSTAL BALLOT AND E-VOTING BY THE MEMBERS OF INSECTICIDES (INDIA) LIMITED AND DECLARED AT PROCEEDING ON SATURDAY, 10TH JANUARY, 2015 AT 2.00 P.M. AT THE REGISTERED OFFICE AT 401-402, LUSA TOWER, AZADPUR COMMERCIAL COMPLEX, DELHI – 110 033

“RESOLVED THAT pursuant to the provisions of Section 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant Rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the provisions of the Memorandum and Articles of Association of the Company, the existing Authorised Share Capital of the Company of Rs. 15,00,00,000 (Rupees Fifteen Crore only) divided into 1,50,00,000 (One Crore Fifty Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each be and is hereby increased to Rs. 25,00,00,000 (Rupees Twenty Five Crore only) comprising of 2,50,00,000 (Two Crore Fifty Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each ranking pari-passu in all respect with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be altered in the following manner i.e. existing Clause V of the Memorandum of Association be substituted with the following new Clause V:

V. The Authorised Share Capital of the Company is Rs. 25,00,00,000 (Rupees Twenty Five Crore only) divided into 2,50,00,000 (Two Crore Fifty Lacs) Equity Shares of face value of Rs. 10/- (Rupees Ten) each.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard, as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

Certified to be true copy
For Insecticides (India) Limited


(Pankaj Gupta)
Company Secretary
(M- F6371)
B-1058, Shastri Nagar,
Delhi – 110052

Place: Delhi
Date: 12th January, 2015



insecticides
(INDIA) LIMITED

CERTIFIED TO BE TRUE COPY OF RESOLUTION PASSED THOROUGH POSTAL BALLOT AND E-VOTING BY THE MEMBERS OF INSECTICIDES (INDIA) LIMITED AND DECLARED AT PROCEEDING ON SATURDAY, 10TH JANUARY, 2015 AT 2.00 P.M. AT THE REGISTERED OFFICE AT 401-402, LUSA TOWER, AZADPUR COMMERCIAL COMPLEX, DELHI – 110 033

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, (hereinafter referred to as "the Act"), including any statutory modification(s) or re-enactment (s) thereof for the time being in force, read with Section 110 of the Act and the Rules made thereunder and subject to such other requisite approvals, if any, in this regard from appropriate authorities and subject to such further term(s), condition(s), amendment(s) or modification(s) as may be required or suggested by any of such appropriate authorities, which term(s), condition(s), amendment(s) or modification(s), the Board of Directors (hereinafter referred to as "the Board" which term shall include any Committee or one or more Directors) is authorized to accept as it may deem fit, consent of the Members of the Company be and is hereby given for alteration of the main Object Clause of Memorandum of Association of the Company by substitution of the existing Clause III(A)(1) of the Objects Clause of the Memorandum of Association of the Company with the following new Clause III(A)(1):

RESOLVED FURTHER THAT pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), and subject to necessary approval(s) if any, from the competent authorities, the other Objects Clause of the Memorandum of Association of the Company be removed by completely deleting the clause III (C)(1) to III(C).

RESOLVED FURTHER THAT the existing Memorandum of Association of the Company, duly modified as aforesaid, or as suggested by any appropriate authority and accepted by the Board, be adopted as the Memorandum of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary and settle any or all questions/matters arising with respect to the above matter, and to execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to this resolution and take such further incidental and ancillary steps as may be considered desirable or expedient by the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers, herein conferred to any Committee of Directors or the Chairperson or any other Director(s) or Officer(s) of the Company to give effect to this resolution."

Certified to be true copy
For Insecticides (India) Limited

(Pankaj Gupta)
Company Secretary
(M- F6371)
B-1058, Shastri Nagar,
Delhi – 110052

Place: Delhi
Date: 12th January, 2015



CERTIFIED COMPANY



insecticides
(INDIA) LIMITED

CERTIFIED TO BE TRUE COPY OF RESOLUTION PASSED THOROUGH POSTAL BALLOT AND E-VOTING BY THE MEMBERS OF INSECTICIDES (INDIA) LIMITED AND DECLARED AT PROCEEDING ON SATURDAY, 10TH JANUARY, 2015 AT 2.00 P.M. AT THE REGISTERED OFFICE AT 401-402, LUSA TOWER, AZADPUR COMMERCIAL COMPLEX, DELHI – 110 033

“RESOLVED THAT in accordance with Section 63 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013, read together with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time and other applicable regulations/guidelines issued by the Securities and Exchange Board of India (SEBI) in this behalf and pursuant to Articles of Association of the Company and all other provisions of applicable laws and subject to such approvals, consents, permissions and sanctions as may be necessary from appropriate authorities, consent and approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company, including any Committee thereof (hereinafter referred to as “the Board”) for capitalization of a sum not exceeding Rs. 19,03,50,000 /- (Rupees Nineteen Crore Three Lacs Fifty Thousand only) from the Securities Premium Account, Free Reserves or any other permitted reserves/ surplus of the Company as may be decided by the Board of Directors for the purpose of issue of Bonus Shares of Rs. 10/- (Rupees Ten) each, credited as fully paid-up to the holders of the Equity Shares of the Company, whose names appear on the Register of Members or in the respective beneficiary account with their respective Depository Participants, on the 'Record Date' to be determined by the Board, in the proportion of 1 (One) Bonus Equity Share of Rs. 10/- (Rupees Ten) each, for every 2 (Two) fully paid-up Equity Share of Rs. 10/- (Rupees Ten) each held by Member and that the Bonus Shares so distributed shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such Member.”

RESOLVED FURTHER THAT the Bonus Shares so allotted shall rank pari-passu in all respects including dividend with the existing equity shares of the Company;

RESOLVED FURTHER THAT the Bonus Shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company;

RESOLVED FURTHER THAT in the case of Members who hold equity shares in dematerialized form, the Bonus Shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participants and in the case of Members who hold equity shares in physical form, the share certificates in respect of the Bonus Shares shall be dispatched, within such time as prescribed by law and the relevant authorities;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary and settle any or all questions/matters arising with respect to the above matter, and to execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to this resolution and take such further incidental and ancillary steps as may be considered desirable or expedient by the Board.”

Certified to be true copy
For Insecticides (India) Limited

(Pankaj Gupta)
Company Secretary
(M- F6371)
B-1058, Shastri Nagar,
Delhi – 110052

Place: Delhi
Date: 12th January, 2015

Regd. & Corporate Office : 401-402, Lusa Tower
Azadpur Commercial Complex, Delhi -110 033
Telefax : +91 11 27679700-05 (6 Lines)
e mail : info@insecticidesindia.com
www.insecticidesindia.com
CIN : L65991DL1996PLC083909



CERTIFIED COMPANY



insecticides
(INDIA) LIMITED

CERTIFIED TO BE TRUE COPY OF RESOLUTION PASSED THOROUGH POSTAL BALLOT AND E-VOTING BY THE MEMBERS OF INSECTICIDES (INDIA) LIMITED AND DECLARED AT PROCEEDING ON SATURDAY, 10TH JANUARY, 2015 AT 2.00 P.M. AT THE REGISTERED OFFICE AT 401-402, LUSA TOWER, AZADPUR COMMERCIAL COMPLEX, DELHI - 110 033

“RESOLVED THAT in supersession of the resolution passed at 17th Annual General Meeting of the Company held on 19th September, 2014 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and other Rules made thereunder, subject to such approval, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (which herein after referred to as “the Board”) to sell, lease, mortgage, hypothecate and/or charge in addition to the existing sell, lease, mortgages, hypothecation, charges created by the Company on such terms and conditions as the Board may deem fit, on all/any part of movable and/or immovable properties of the Company, wherever situated, both present and future, and/or the whole or substantially the whole of the undertaking of the Company in favour of Banks, Financial Institutions, Corporate Bodies and/ or Lending Agencies or other persons to secure the loans and other credit facilities together with interest, cost, charges, expenses and any other money payable by the Company upto a sum not exceeding Rs. 800 Crore (Rupees Eight Hundred Crore only).

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize with such Banks, Financial Institutions, Lending Agencies and/or any other person the documents for creating or modifying the aforesaid mortgage, charge and/or hypothecation and to do all such acts, matters, deeds and things as may be necessary or expedient, for giving effect to this resolution and also to agree to any amendments, changes, variations thereto from time to time as it may think fit.”

Certified to be true copy
For Insecticides (India) Limited

(Pankaj Gupta)
Company Secretary
(M- F6371)
B-1058, Shastri Nagar,
Delhi - 110052

Place: Delhi
Date: 12th January, 2015

ISO 9001, 14001 & OHSAS 18001



CERTIFIED COMPANY



insecticides
(INDIA) LIMITED

CERTIFIED TO BE TRUE COPY OF RESOLUTION PASSED THOROUGH POSTAL BALLOT AND E-VOTING BY THE MEMBERS OF INSECTICIDES (INDIA) LIMITED AND DECLARED AT PROCEEDING ON SATURDAY, 10TH JANUARY, 2015 AT 2.00 P.M. AT THE REGISTERED OFFICE AT 401-402, LUSA TOWER, AZADPUR COMMERCIAL COMPLEX, DELHI – 110 033

“RESOLVED THAT in supersession of earlier passed the resolution in this regard and subject to the provisions of Section 186 of the Companies Act, 2013 and any Rules made thereunder, and subject to such approvals, consents, sanctions and permissions, as may be necessary, approval of the Company be and is hereby accorded to (a) give loan to any person or body corporate (s) (b) acquire any guarantee or provide security in connection with a loan made by any body corporate (s) or person; and (c) acquire by way of subscription, purchase or otherwise, securities of any body corporate (s) exceeding (i) 60% of the aggregate of paid-up share capital, free reserves and securities premium account; or (ii) 100% of free reserves and securities premium account, whichever is more provided that the aggregate amount of such loan, guarantee, security or acquisition outstanding at any time shall not exceed Rs.50 Crore (Rupees Fifty Crore only).

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board”) or a Committee appointed by it or any person authorized by the Board or such Committee shall be entitled to decide and finalize the terms and conditions (including the amount or limit in respect of each transaction) in connection with such loan, guarantee, security or acquisition within the limit approved as aforesaid.

RESOLVED FURTHER THAT the Board or Committee or the person authorized as aforesaid shall be entitled to exercise all such powers and authorities and to execute all deeds, documents and other writings and to do all such acts, deeds, matters and things, as may be necessary, relevant, usual, customary and/or expedient for implementing and giving effect to the aforesaid resolution.

RESOLVED FURTHER THAT so long as the aggregate outstanding amounts of the loan, guarantee, security or acquisition are at any time within the limit aforesaid, nothing herein contained shall be deemed to restrict the power of the Board to give fresh loans, guarantees or securities or to make fresh acquisitions without the need for any further prior approval for any fresh or additional loan, guarantee, security or acquisition or any variation, extension or renewal thereof or any alteration of any term or condition thereof.”

Certified to be true copy
For Insecticides (India) Limited

(Pankaj Gupta)
Company Secretary
(M- F6371)
B-1058, Shastri Nagar,
Delhi – 110052

Place: Delhi
Date: 12th January, 2015