



insecticides
(INDIA) LIMITED

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE MEETING OF THE SECURITIES COMMITTEE OF INSECTICIDES (INDIA) LIMITED HELD ON 12th DAY OF AUGUST, 2015 AT THE REGISTERED OFFICE OF THE COMPANY AT 401-402, LUSA TOWER, AZADPUR COMMERCIAL COMPLEX, DELHI – 110 033, INDIA

“RESOLVED THAT pursuant to the powers conferred on the Securities Committee by the Board of Directors in its meeting held on January 21, 2015, the qualified institutions placement of the Company (the **“Issue”**), opened pursuant to the resolution passed by the Securities Committee on August 10, 2015, the Issue Period be and hereby declared as closed today, i.e., on August 12, 2015.

FURTHER RESOLVED THAT the issue price of the Equity Shares to be allotted to eligible QIBs (as such term is defined in the Preliminary Placement Document dated August 10, 2015) be fixed at ₹ 509.70 per Equity Share (**“Issue Price”**) i.e. at a premium of Rs. 499.70 per Equity Share which is at a discount of 5% pursuant to shareholders approval received on March 20, 2015 permitting a discount to the floor price.

FURTHER RESOLVED THAT the Company be and hereby authorised to issue up to 16,43,347 Equity Shares of face value ₹ 10 each, at a price of ₹ 509.70 per Equity Share (including a premium of ₹ 499.70 per Equity Share), aggregating to ₹ 8,376.14 lacs to Qualified Institutional Buyers pursuant to Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended and in accordance with the terms and conditions of the Preliminary Placement Document dated August 10, 2015.

FURTHER RESOLVED THAT the Placement Document dated August 12, 2015 in respect of the Issue, tabled at this meeting, be and is hereby finalized and approved for filing with the stock exchanges, where the Equity Shares of the Company are listed (the **“Stock Exchanges”**).

FURTHER RESOLVED THAT the confirmation of allocation note, tabled at this meeting, be and is hereby finalised and approved for sending across to such Qualified Institutional Buyers to whom the allocation of Equity Shares is to be confirmed and to pay the entire Issue Price for the Equity Shares allocated to them.

FURTHER RESOLVED THAT in terms of the Placement Agreement dated August 10, 2015, the officers of the Company named in the form of the Pricing Notification (as defined in and provided in Annexure A of the Placement Agreement) be and are hereby authorized to sign and issue the Pricing Notification to the Book Running Lead Managers, providing therein the details of the price per Equity Share, the total number of Equity Shares, and the total proceeds from the Issue, as approved at this meeting.

FURTHER RESOLVED THAT Mr. Hari Chand Aggarwal, Chairman, Mr. Rajesh Aggarwal, Managing Director and Mr. Pankaj Gupta, Company Secretary, be and are hereby authorized, severally or jointly, to take such action or to do all deeds, matters and things, including finalizing and executing/ signing such documents as may be necessary, proper, desirous or expedient to give effect to the above resolutions, for the issue, allotment and listing of the Equity Shares. ”

Certified to be a true copy
For Insecticides (India) Limited

(Pankaj Gupta)
Company Secretary

Date: August 12, 2015