



insecticides
(INDIA) LIMITED

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE MEETING OF THE SECURITIES COMMITTEE OF INSECTICIDES (INDIA) LIMITED HELD ON THE 10th 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 in pursuance of and in accordance with the resolution passed by the shareholders of the Company under Section 62(1)(c) of the Companies Act, 2013 and other applicable provisions, on March 20, 2015, the offer and issue of equity shares of the Company of ₹ 10 each (the **“Equity Shares”**) to Qualified Institutional Buyers under Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the **“SEBI ICDR Regulations”**), and Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (the **“Issue”**) be opened today, i.e. August 10, 2015.”

“RESOLVED FURTHER THAT the relevant date for the determination of the minimum price at which the Equity Shares shall be issued pursuant to the Issue in accordance with the SEBI ICDR Regulations, shall be the date of this resolution i.e. August 10, 2015”

“RESOLVED FURTHER THAT in respect of the Issue, the floor price of ₹ 536.52 per Equity Share, as calculated based on the pricing formula prescribed under Regulation 85(1) of the SEBI ICDR Regulations, and the relevant date of August 10, 2015, in terms of Regulation 81(c)(i) of the SEBI ICDR Regulations, be and is hereby considered and noted.”

“RESOLVED FURTHER THAT in respect of the Issue and in accordance with Regulation 85(1) of the SEBI ICDR Regulations the Company intends to offer a discount of not more than 5% on the price calculated for the Issue, subject to approval from the shareholders of the Company.”

“RESOLVED FURTHER THAT the Preliminary Placement Document dated August 10, 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”**).

“RESOLVED FURTHER THAT the common seal of the Company, if required to be affixed in India on any agreement, undertaking, deed or other document, be affixed in the presence of any one or more of the directors of the Company or any one or more of the officers of the Company as may be authorized by the Board in this regard, in accordance with the articles of the association of the Company.”

“RESOLVED FURTHER THAT Mr. Hari Chand Aggarwal, Chairman, Mr. Rajesh Aggarwal, Managing Director and Mr. Pankaj Gupta, Company Secretary are hereby severally authorized either on their own or through the agency to undertake the necessary steps in connection with circulation of the Preliminary Placement Document and the application form(s) to the prospective investors; receive application forms, and take such actions or give such directions as may be necessary or desirable.”

“RESOLVED FURTHER THAT the bid-cum-application form, as per the copy placed before the Committee for the purposes of identification, be and is hereby approved.”



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“RESOLVED FURTHER 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/ filing such documents with relevant authorities as may be necessary, proper, desirous or expedient to give effect to the above resolutions, including but not limited to delivery and filing of the Preliminary Placement Document with the Stock Exchanges and filing of the Preliminary Placement Document along with the records and other particulars of the qualified institutional buyers to whom the offer is made in the Issue with the Registrar of Companies, and the Securities and Exchange Board of India, intimating the Stock Exchanges in relation to the above and affixing the common seal on all necessary documents, as required, in terms of the provisions of Articles of Association of the Company, the SEBI ICDR Regulations, the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014.”

Certified to be true copy

For Insecticides (India) Limited


Mr. Pankaj Gupta
Company Secretary

Date: August 10, 2015