

Re: IiAS VMS Voting Recommendation Alert: India Pesticides Ltd. AGM 24-Aug-2023

Ajeet Pandey <cs@indiapesticideslimited.com>

Sat 8/19/2023 6:23 PM

To: reports@iias.in <reports@iias.in>; anup.pawar@iias.in <anup.pawar@iias.in>

Dear Sir,

We acknowledge receipt of your email dated 16th August 2023, which included an attached document titled "Voting Advisory". In your email, you kindly requested our comments within 48 hours. However, we regret to inform you that the given timeline is insufficient for us to provide a comprehensive response. Nonetheless, we are pleased to provide our comments below, which we believe will be helpful in clarifying the matter for our esteemed shareholders.

Re-appointment and Remuneration of Director Shri Rajendra Singh Sharma:

Mr. Sharma has been a valuable member of our organization since its inception. His industry experience and expertise have been invaluable to the company in making key business decisions. His involvement on the board of directors is expected to continue and further strengthen the growth prospects of the company.

The proposed Remuneration complies with the limitations set forth in Schedule V of The Companies Act, 2013. The Board has acknowledged his enthusiasm, positive attitude, and willingness to accept suggestions from directors for the betterment of the Company. In addition to perquisite benefits being provided a Company Car with a Driver. The proposed remuneration is in accordance with the company's policies.

His remuneration can be considered reasonable based on the aforementioned benefits, which are clearly explained in the AGM notice.

Approve Commission/Fee Payable to Mr. Vishwas Swarup Agarwal and Mr. Vishal Sarup Agarwal-

Mr. Vishwas Swarup Agarwal and Mr. Vishal Swarup Agarwal, are both sons of Chairman Shri Anand Swarup Agarwal and are associated with the Promoter Group. This fact is well disclosed in our prospectus as well as in the Public Domain.

Mr. Vishal Swarup Agarwal is about 50 years old and possesses an MBA degree. 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 marketing technical products as well as the administration department.

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. He has been associated with Company since last more than 20 years.

ESOPS 2023

The Scheme is intended to reward, retain and motivate the Eligible Employees of the Company for their performance and participation in the growth and profitability of the Company.

The Nomination and Remuneration Committee is committed to overseeing the implementation of Employee Stock Ownership Plan (ESOP) activities, in accordance with the previous decision of the board. The company has duly notified both Stock Exchanges as required.

The exercise price per Option shall not be less than the face value of one equity share and shall not exceed the fair market price of the equity share of the Company as on the date of grant of the Option, which may be decided by the Board/ Nomination & Remuneration Committee. It has been written as per the provision of regulation of SEBI and other allied laws like the Companies Act 2013.

Our company implementing its share-based schemes shall follow the requirements including the disclosure requirements of the Accounting Standards prescribed by the Central Government in terms of section 133 of the Companies Act, 2013 (18 of 2013) including any 'Guidance Note on Accounting for employee share-based Payments' issued in that regard from time to time,

However, any clarifications required regarding the exercise price of the Company's ESOPS will be discussed at the AGM and notified by the proceeding of the AGM as well as to be intimated to the stock exchanges. However, it has been discussed as the Proposal at the Board Meeting.

The exercise price of the Company's ESOPS will not be at more than a 20% discount to the Market Price of the Shares. Generally, in any company, approval for an ESOP pool is taken from shareholders, and the entire pool is not granted in year 1. The pool is granted over a few years. Hence assuming the entire grant in year 1 is not correct.

Further, we wish to inform you that, Annual Cost/Maximum Cost has been calculated as per the aforesaid guideline as specified by law and the future base value. The burden will not be more than 2% of PBT for the Financial Year 2022-23.

We hope you consider the matter in its true and correct perspective and make appropriate changes in the Advisory and review the recommendation given by you and forthwith circulate the same to your subscribers with our comments as above.

Thanks & Regards
For India Pesticides Limited
Ajeet Pandey
Company Secretary & Compliance Officer

From: smart@iiasadvisory.com <smart@iiasadvisory.com>
Sent: Thursday, August 17, 2023 6:11 PM
To: Ajeet Pandey <cs@indiapesticideslimited.com>
Subject: liAS VMS Voting Recommendation Alert: India Pesticides Ltd. AGM 24-Aug-2023