



INDIA PESTICIDES LIMITED

Registered Office: 35-A, Civil Lines, Bareilly- 243001

CIN - L24112UP1984PLC006894

e-mail id - investor@indiapesticideslimited.com

website: www.indiapesticideslimited.com

NOTICE

Notice is hereby given that **40th Annual General Meeting (“the AGM”) of India Pesticides Limited (“IPL”) will be held on Tuesday, 19th August, 2025 at 12:30 P.M.** through Video Conferencing/Other Audiovisual Means (“VC/OAVM”), without physical presence of members at the AGM venue to transact businesses as set out in this notice. The venue of the AGM shall be deemed to be the Registered Office of the Company at 35-A Civil Lines, Bareilly, Uttar Pradesh-243001. The following businesses will be transacted at the AGM:

ORDINARY BUSINESSES:

- To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2025, 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, 2025 and the Report of Auditors thereon.**

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2025 the Reports of the Board of Directors and Auditors thereon and Audited Consolidated Financial Statements of the Company and the Report of Auditors thereon for the Financial Year ended 31st March, 2025 and the report of Auditors thereon, as circulated to the Members and laid before the meeting, be and is hereby considered, received and adopted.”

- To declare a Final Dividend on equity shares of the Company for the Financial Year 2024-25.**

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the recommendation of the Board of Directors, a Final Dividend of ₹ 0.75 paisa per equity share of face value of ₹ 1/- each, of the Company for the year ended March 31st March, 2025, be and is hereby declared and that the same be paid, out of the profits of the Company.”

- To re-appoint Mr. Vishal Swarup Agarwal (DIN: 00723099) Non-Executive Director who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.**

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 (6) and all other applicable provisions, if any, of the

Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time (“Act”), Vishal Swarup Agarwal (DIN: 00723099) Non-Executive director, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Non-Executive Director of the Company.”

- To re-appoint Vishwas Swarup Agarwal (DIN: 07388919) Non-Executive Director who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.**

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 (6) and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time (“Act”), Mr. Vishwas Swarup Agarwal (DIN: 07388919) Non-Executive director, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Non-Executive Director of the Company.”

- To appoint the Statutory Auditor of the Company and fix their remuneration.**

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of section 139 141 and 142 of Companies Act, 2013 read with Rule 3 & 6 of the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force) and based on the recommendations of the Audit Committee and the Board of Directors, the consent of the Members be and are hereby accorded to appoint M/s Suresh Surana & Associates, LLP Chartered Accountant (FRN: 121750W/W00010 and peer reviewed certificate no.019970) Mumbai as Statutory Auditor of the Company for a period of 5 (Five) consecutive years and hold office from the conclusion of the 40th AGM for the Financial year 2025-26 till the conclusion of the 45th AGM for the Financial year 2029-30 at a remuneration decided by the Board of Directors or any Committee of the Board from time to time.

RESOLVED FURTHER THAT any of the Directors and/or Company Secretary of the Company be and is/are hereby severally authorized to take all steps for giving effect to the aforesaid resolution, including making the necessary applications, filing

forms/ e-forms and doing all such acts, deeds, and things as may be required or deemed necessary to implement this resolution.”

SPECIAL BUSINESSES:

Item No. 6: To Regularize Additional Director Dr. Udaya Bhaskar Mantripragada (DIN: 11169608) by appointing him as a Whole-time Director and KMP of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, rules, circulars, orders and notifications issued thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013 and applicable provisions of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments, statutory modifications and/ or re-enactment thereof for the time being in force), and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded to regularize the appointment of Dr Udaya Bhaskar Mantripragada (DIN - 11169608) in the Board as a Whole-time Director and KMP of the Company for a period of 5 (five) years with effect from 23rd July, 2025 on the terms and conditions including remuneration, as decided by the Board and contained in the draft of the Agreement to be entered into between the Company and Dr. Udaya Bhaskar Mantripragada, material terms of which are set out in the explanatory statement attached hereto, with liberty to the Board of Directors (hereinafter referred to as “the Board”, which term shall include the Nomination and Remuneration Committee of the Board constituted for the purpose) to alter and vary from time to time, the terms and conditions of the said appointment and/or remuneration as it may deem fit and as may be acceptable to Dr. Udaya Bhaskar Mantripragada subject to the same not exceeding the applicable limits as specified in Section 197 read with Schedule V of the Act or any statutory modification(s) or re-enactment thereto.

RESOLVED FURTHER THAT any of the Directors and/or Company Secretary of the Company be and is/are hereby severally authorized to take all steps for giving effect to the aforesaid resolution, including making the necessary applications, filing forms/ e-forms and doing all such acts, deeds, and things as may be required or deemed necessary to implement this resolution.”

Item No. 7 To Increase in Remuneration of Dr. Kuruba Adeppa, (DIN: 08987462) Whole-Time Director.

To consider, and if thought fit, to pass with or without modification(s), the following resolutions as **Special Resolution**:

“**RESOLVED THAT** subject to the provisions of Section 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, approval of the members be and is hereby accorded for 10% increase in the remuneration of Dr. Kuruba Adeppa, Whole Time Director of the Company and authority be given to Board of Directors to alter and

vary the terms and conditions of the remuneration from time to time within the scope of Schedule V of the Companies Act, 2013, or any amendments thereto or any re-enactment thereof as may be agreed to between the Board of Directors and Dr. Kuruba Adeppa.

Remuneration:

- 1) The current consolidated remuneration of ₹ 27 LPA and 10% increase in the remuneration shall be on the basis of his performance appraisal.
- 2) He shall be entitled to the bonus/ex-gratia payment if any as may be decided by the Management of the company from time to time.
- 3) Moreover, he shall be entitled to the perquisites, benefits, and allowance, if any as may be decided by the Management of the Company from time to time;
- 4) In addition to the above, he shall be entitled for Company’s contribution to the Provident Fund, leave encashment and payment of gratuity as per the Policy of the Company;
- 5) Overall Remuneration: The aggregate of salary, together with perquisites, allowance, benefits and amenities payable to Dr. Kuruba Adeppa in any financial year shall not exceed the limits prescribed from time to time under section 196, 197 of the Act read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and enactment(s) thereof for the time being in force);
- 6) The perquisites, if any shall be valued in terms of actual expenditure incurred by the Company as per Income Tax Act, 1961 or rules made thereunder and any modification thereof.
- 7) The Whole Time Director shall be entitled to use the company's car, all the expenses for maintenance and running of the same including the salary of the driver to be borne by the Company if any.
- 8) Telecommunications facilities including broadband, internet and mobile if any.

The remuneration is revised from time to time as may be decided by the Management of the Company subject to the recommendation of the Nomination and Remuneration Committee and approval of the Board in accordance with the policy of the Company.

RESOLVED FURTHER THAT Board of Directors be and are hereby authorized to take such steps as may be necessary, desirable or expedient to give effect to this resolution.”

Item No. 8: To ratify the remuneration of Cost Auditors for the Financial Year 2025-26.

To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratified remuneration of M/s Honey Singh & Associates, Cost Accountants (FRN: 101134), Lucknow who were appointed by the Board of Directors of the

Company on the recommendation of the Audit Committee, to conduct the audit of the cost records for the Financial Year 2025-26, be paid the remuneration of ₹ 2.25 lakh per annum plus applicable taxes and re-imbursment of expenses incurred on actual basis.

RESOLVED FURTHER THAT any of the director of the Company and/or, Company Secretary and Compliance Officer of the Company, be and is hereby severally authorized to do all such acts, deeds and things, as they may, in their absolute discretion, deem necessary to give effect to this resolution.”

Item No. 9 Appointment of Secretarial Auditors of the Company.

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration

of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to Regulation 24A and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and based on the recommendation(s) of the Audit Committee and the Board of Directors, M/s GSK & Associates, Company Secretaries, Kanpur (FRN: P2014UP036000 & Peer reviewed no. 2072/2022), be and are hereby appointed as the Secretarial Auditors of the Company, to conduct Secretarial Audit for a term of five (5) consecutive years from financial year April 1, 2025 to 31st March, 2030, at a remuneration of ₹ 1.15 lakh per quarter for FY 2025-26 plus applicable taxes and re-imbursment of expenses incurred on actual basis.

RESOLVED FURTHER THAT any of the Director of the Company and/or, Company Secretary and Compliance Officer of the Company, be and is hereby severally authorized to do all such acts, deeds and things, as they may, in their absolute discretion, deem necessary to give effect to this resolution.”

By the order of the Board of Directors
For **India Pesticides Limited**

Sd/-

Narendra Ojha

Company Secretary and Compliance Officer

Date: 23.07.2025

Place: Lucknow

Address:

Swarup Cold Storage,
Water Works Road,
Aishbagh, Lucknow-226004

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”), Secretarial Standard- 2 on General Meetings issued by the Institute of Company Secretaries of India in respect to the Special Business setting out material facts concerning the businesses under Item Nos. 5 to 9 of the accompanying Notice is annexed hereto **Annexure I**.
2. In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 40th AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the 40th AGM through VC/OAVM Facility only. Therefore, proxy form, attendance slip and route map are not annexed to this notice.
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. Corporate/Institutional Members intending to authorize their representative to attend the Meeting through VC facility are requested to send to the Company, a certified true copy of the board resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting. The said resolution/authorisation shall be sent to the scrutinizer, GSK & Associates, Company Secretaries appointed by the Company (“Scrutinizer”), by e-mail through its registered e-mail address to cssaket.associates@gmail.com with a copy marked to NSDL at evoting@nsdl.co.in
5. The facility of joining the AGM through the VC facility shall open 15 minutes before the time scheduled for the AGM by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 Members on first come first served basis. This will not include large shareholders (Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis. Alternatively, Members can also view the proceedings of the AGM through live webcast facility available at <https://www.evoting.nsdl.com>.
6. If the final dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such **dividend, subject to deduction of tax at source**, will be made on or after 20th August, 2025 to all the Beneficial Owners in respect of shares held in Dematerialized form as per the data as may be made available by the National Securities Depository Limited (“NSDL”) and the Central Depository Services (India) Limited (“CDSL”), collectively referred as "Depositories", as on record/cut-off date i.e. Tuesday, 12th August, 2025.
7. Members are requested to note that under Section 124 of Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules), the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF) constituted by the Central Government of India.
8. The Company’s Registrar and Transfer Agent (RTA) for its Share Registry Work is Kfin Technologies Limited having its office at 301, The Centrium, 3rd Floor, 57, Lal Bahadur Shastri Road, Nav Pada, Kurla (West), Mumbai- 400070, Maharashtra India, Phone: +914067162222, E-mail Id: einward.ris@kfintech.com
9. Members may note that the Notice of the 40th AGM along with the Annual Report for the Financial Year 2024-25 will also be available on the Company’s corporate website www.indiapesticideslimited.com and also on the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The Notice of the 40th AGM will also be available at the website of KFintech at evoting.kfintech.com.
10. Members are requested to intimate/update changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc. (along with duly cancelled cheque leaf stating the said details) to their Depository Participant in case the shares are held by them in electronic form.
11. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
12. Members holding shares in electronic form may contact their respective Depository Participants for availing the facility of nomination in respect of shares held by them.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the Securities Market. Members holding shares in electronic form are therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts.
14. In terms of Section 152 of the Act, Mr. Vishal Swarup Agarwal and Mr. Vishwas Swarup Agarwal, Non-Executive Directors of the Company is liable to retire by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
15. Details under Regulation 36(3) of the Listing Regulations and in terms of Secretarial Standard-2 in respect of the Directors seeking appointment/re-appointment at the 40th Annual General Meeting are annexed hereto as **Annexure II** to this Notice which forms part of the explanatory statement. Requisite declarations have been received from the Directors seeking appointment/re-appointment.
16. Non-Resident Indian members are requested to inform RTA/respective DP’s, immediately of:
 - a) Change in their residential status on return to India for permanent settlement.

- b) Particulars of their bank account maintained in India with complete name, branch, account type, account number, IFSC Code and address of the bank with pin code number, if not furnished earlier.
17. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. 12th August, 2025. Members are eligible to cast vote only if they are holding shares as on that date and a person who is not a member as on the cut-off date should treat this notice for information purposes only.
18. Members of the Company who acquires shares after the sending of Notice by the Company and hold shares as on the cut-off date i.e. Tuesday, 12th August, 2025, shall follow the same procedure for e-Voting as mentioned at **point no 23**.
19. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories and Company's RTA as on the date only shall be entitled to avail the facility remote e-voting as well as voting at the AGM through VC/OAVM.
- 20. An Electronic Dispatch of Annual Report and Process for Registration of Email Id for Obtaining Copy of Electronic Annual Report:**
- (i) The Ministry of Corporate Affairs ("MCA") has vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by "COVID-19", General Circular Nos. 20/2020 dated May 5, 2020, 02/2022 dated May 5, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 in relation to "Clarification on holding of Annual General Meeting ("AGM") through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", (collectively referred to as "MCA Circulars") and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, and the SEBI Circular the AGM of the Company is being held through VC /OAVM. Hence, Members can attend and participate in the AGM through VC / OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
- (ii) Members who do not have registered their E-mail ID and/or bank details (such as Bank Account No., name of the Bank, Branch, IFSC Code and Place with PIN Code No.) are required to register their email addresses and/or bank details, in respect of electronic holdings with their concerned Depository Participants. In case, Demat Holding please contact your Depository Participant (DP) and register your email address and bank account details in your Demat account, as per the process advised by your DP.
- (iii) In compliance with the "MCA Circulars" and SEBI circular dated October 7, 2023, Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those members whose email addresses are registered with the Company/ Depositories. The Notice of AGM along with Annual Report for the Financial Year 2024-25, is also available on the website of the Company at <https://www.indiapesticideslimited.com> the website of Stock Exchanges where shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL at www.evoting.nsdl.com.
- 21. PROCEDURE FOR INSPECTION OF DOCUMENTS:**
- (i) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013, and the relevant documents referred to in the Notice will be available, electronically, for inspection by the Members during the AGM.
- (ii) All documents referred to in the Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM.
- (iii) Members seeking to inspect such documents can send an e-mail to investor@indiapesticideslimited.com.
- (iv) Members may also note that the Notice of the 40th AGM and the Annual Report for the Financial Year 2024-25 will also be available on the Company's corporate website, www.indiapesticideslimited.com, for download. The physical copies of the documents referred to in this Notice will also be available at the Company's Corporate Office for inspection during normal business hours on working days, up to the date of the Meeting.
- 22. DIVIDEND TDS COMMUNICATION:**
- (i) The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Tuesday, 12th August, 2025, i.e. the date prior to the commencement of book closure, being the Record date, will be paid the Final Dividend for the Financial Year ended 31st March, 2025, as recommended by the Board, if approved at the AGM, within 30 days from the date of AGM.
- (ii) Members holding shares in Demat form are hereby informed that bank particulars registered with their respective Depository Participants, with whom they maintain their Demat accounts, will be used by the Company for the payment of dividend. The Company or its Registrar & Transfer Agent cannot act on any request received directly from the Members holding shares in Demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participant(s) of the Members. Members holding shares in Demat form are requested to

intimate any change in their address and/or bank mandate immediately to their Depository Participants.

- (iii) Shareholders may note that the Income Tax Act, 1961, as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a Company on or after 01st April, 2020 shall be taxable in the hands of the Shareholders. The Company shall therefore be required to deduct Tax at Source (TDS) at the time of making the final dividend. In order to enable us to determine the appropriate TDS rate as applicable, Members are requested to submit the documents in accordance with the provisions of the Income Tax Act, 1961.
- (iv) The Resident Non-Individual Members i.e. Insurance Companies, Mutual Funds and Alternative Investment

Fund (AIF) established in India and Non-Resident Non-Individual Member i.e. Foreign Institutional Investors and Foreign Portfolio Investors may alternatively submit the relevant forms/ declarations/documents through their respective custodian who is registered on NSDL platform, on or before the aforesaid timelines.

Tax Deductible at Source (TDS) / Withholding tax

Pursuant to the requirement of the Income Tax Act, 1961, the Company will be required to withhold taxes at the prescribed rates on the dividend paid to its shareholders. The TDS / withholding tax rate would vary depending on the residential status of the shareholder and documents submitted by shareholder with the Company / KFinTech / Depository Participant.

A. Resident Shareholders:

A. 1 Tax Deductible at Source for Resident Shareholders

Sr. No.	Particulars	Withholding tax rate	Documents required (if any)/ Remarks
1.	Valid PAN updated in the Company's Register of Members	10%	No document required. If dividend does not exceed C 5,000/-, no TDS / withholding tax will be deducted. Also, please refer note (v) below.
2	No PAN / Valid PAN not updated in the Company's Register of Members/ PAN is not linked with AADHAR in case of an individual	20%	TDS will be deducted at 20% as provided under Section 206AA of the Income Tax Act, 1961, regardless of dividend amount, if PAN of the shareholder other than individual is not registered with the Company / KFinTech / Depository Participant. In case of individual shareholder, if PAN is not registered with the Company / KFinTech / Depository Participant & cumulative dividend payment to an individual shareholder is more than K 5000, TDS / Withholding tax will be deducted at 20% under Section 206AA of the Income Tax Act, 1961. All the shareholders are requested to update, on or before August 12, 2024, their PAN with their Depository Participant (if shares are held in electronic form) and Company / NSDL (if shares are held in physical form). Please quote all the folio numbers under which you hold your shares while updating the records. Please also refer note (v) below.
3.	A shareholder falls in the category of "specified person" as defined in Section 206AB of Income Tax Act, 1961	20%	The PAN of the shareholder registered with the Company / NSDL / Depository Participant will be validated on "Compliance Check functionality for Section 206AB & 206CCA" on Reporting Portal of Income Tax Department & accordingly 20% TDS will be deducted with reference to Section 206AB of Income Tax Act, 1961, if the person is "specified person". Please also refer note (vii) below
4.	Availability of lower/nil tax deduction certificate issued by Income Tax Department u/s 197 of Income Tax Act, 1961	Rate specified in the certificate	Lower tax deduction certificate obtained from Income Tax Authority to be submitted on or before August 12, 2023.
5.	Benefits under Income Tax Rule 37BA	Rates based on applicability of Income Tax Act, 1961 to the beneficial owner	If the registered shareholder e.g. Clearing Member / intermediaries / stock brokers are not the beneficial shareholders of the shares and if the declaration under Income Tax Rule Form 37BA(2) is provided regarding the beneficial owner, the TDS / Withholding tax will be deducted at the rates applicable to the beneficial shareholders.

A. 2 No Tax Deductible at Source on dividend payment to resident shareholders if the Shareholders submit following documents as mentioned in column no.4 of the below table with the Company / KFinTech / Depository Participant on or before August 12, 2024.

Sr. No.	Particulars	Withholding tax rate	Documents required (if any)/ Remarks
1	2.	3.	4.
1.	Submission of form 15G / 15H	NIL	Declaration in Form No. 15G (applicable to an individual who is below 60 years) / Form 15H (applicable to an individual who is 60 years and above), fulfilling certain conditions.
2	Shareholders to whom section 194 of the Income Tax Act, 1961 does not apply as per second proviso to section 194 such as LIC, GIC. etc	NIL	Valid documentary evidence for exemption u/s 194 of Income Tax Act, 1961.
3	Shareholder covered u/s 196 of Income Tax Act, 1961 such as Government, RBI, Corporations established by Central Act & mutual funds	NIL	Valid documentary evidence for coverage u/s 196 of Income Tax Act, 1961
4	Category I and II Alternate Investment Fund	NIL	SEBI registration certificate to claim benefit under section 197A (1F) of Income Tax Act, 1961.
5	<ul style="list-style-type: none"> • Recognised provident funds • Approved superannuation fund • Approved gratuity fund 	NIL	Valid documentary evidence as per Circular No. 18/2017 issued by Central Board of Direct Taxes (CBDT).
6.	National Pension Scheme	NIL	No TDS as per section 197A (1E) of Income Tax Act, 1961. Valid documentary evidence (e.g., relevant copy of registration, notification, order, etc.) to be provided.
7	Any resident shareholder exempted from TDS deduction as per the provisions of Income Tax Act, 1961 or by any other law or notification	NIL	Valid documentary evidence substantiating exemption from deduction of TDS.

B. Non-Resident Shareholders: The table below shows the withholding tax on dividend payment to non-resident shareholders who submit, on or before August 12, 2024, the following document(s), as mentioned in column no.4 of the below table, to the Company / NSDL. In case all necessary documents are not submitted, then the Withholding tax will be deducted @ 20% (plus applicable surcharge and cess).

Sr. No.	Particulars	Withholding tax rate	Documents required (if any)/ Remarks
1	2.	3.	4.
1.	Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs) / Other Non-Resident shareholders	20% (plus applicable surcharge and cess) or tax treaty rate, whichever is beneficial	FPI registration certificate in case of FIIs / FPIs. To avail beneficial rate of tax treaty following tax documents would be required: <ol style="list-style-type: none"> 1. Tax Residency certificate issued by revenue authority of country of residence of shareholder for the year in which dividend is received. 2. PAN or declaration as per Rule 37BC of Income Tax Rules, 1962 in a specified format. 3. E-filed Form 10F in case of shareholders having a PAN and manual Form 10F, filled & duly signed in case of shareholders not having a PAN. 4. Self-declaration for non-existence of permanent establishment/ fixed base in India. (Note: Application of beneficial Tax Treaty Rate shall depend upon the completeness of the documents submitted by the Non- Resident shareholder and review to the satisfaction of the Company).
2	Indian Branch of a Foreign Bank	NIL	Lower tax deduction certificate u/s 195(3) of Income Tax Act, 1961 obtained from Income Tax Authority. Self-declaration confirming that the income is received on its own account and not on behalf of the Foreign Bank and the same will be included in taxable income of the branch in India. In case above documents are not made available, then Withholding tax will be at 40% (plus applicable surcharge and cess).
3	Availability of Lower / NIL tax deduction certificate issued by Income Tax Authority	Rate specified in certificate	Lower tax deduction certificate obtained from Income Tax Authority.
4	Any non-resident shareholder exempted from WHT deduction as per the provisions of Income Tax Act or any other law such as The United Nations (Privileges and Immunities) Act 1947, etc.	NIL	Necessary documentary evidence substantiating exemption from WHT deduction
5	A shareholder falls in the category of "specified person" as defined in Section 206AB of Income Tax Act, 1961	Double the applicable tax rate	The PAN of the shareholder registered with the Company / NSDL / Depository Participant will be validated on "Compliance Check functionality for Section 206AB & 206CCA" on Reporting Portal of Income Tax Department & accordingly applicable TDS will be deducted with reference to Section 206AB of Income Tax Act, 1961, if the person is "specified person". Please also refer note (vii) below.
6	Benefits under Income Tax Rule 37BA	Rates based on the applicability of Income Tax Act, 1961 / DTAA (whichever is beneficial) to the beneficial owner	If the registered shareholder e.g. Clearing Member / intermediaries / stock brokers are not the beneficial shareholders of the shares and if the declaration under Income Tax Rule Form 37BA(2) is provided regarding the beneficial owner, the Withholding tax will be deducted at the rates applicable to the beneficial shareholders. The documents as mentioned against Sr. No 1 to 4 in column 4 will be required in addition to the above declaration.

Notes:

- (i) The Company will issue soft copy of the TDS certificate to its shareholders through e-mail registered with NSDL post filing of TDS return as per statutory timelines specified under Income Tax Act, 1961. Shareholders will be able to download Form 26AS from the Income Tax Department's website <https://incometaxindia.gov.in/Pages/default.aspx>.
- (ii) The aforesaid documents such as Form 15G / 15H, documents under sections 196, 197A, FPI / FII Registration Certificate, Tax Residency Certificate, Lower Tax certificate, 37BA declaration etc. can be uploaded on the link <https://rkarisma.kfintech.com/dividends/> on or before August 12, 2025 to enable the Company to determine the appropriate TDS / withholding tax rate applicable. Any documents / communication on the tax determination / deduction received after August 12, 2025 shall not be considered.
- NSDL has provided a facility for submission of tax documents for claiming nil/low tax deduction from dividend whereby the Resident Non-Individual Members i.e. Insurance Companies, Mutual Funds and Alternative Investment Funds (AIF) and other domestic financial institutions established in India and Non-Resident Non-Individual Members i.e., Foreign Institutional Investors and Foreign Portfolio Investors may submit the relevant forms / declarations / documents through their respective custodian who is registered on NSDL platform, on or before 11th August, 2025.
- (iii) Application of TDS / withholding tax rate is subject to necessary verification by the Company of the shareholder details as available in Register of Members as on the Record Date, and other documents available with the Company / KFinTech provided by the shareholder by the specified date.
- (iv) In case TDS is deducted at a higher rate, an option is still available with the shareholder to file the return of income and claim an appropriate refund.
- (v) No TDS will be deducted in case of resident individual shareholders whose dividend does not exceed K 5000. However, where the PAN is not updated in Company / KFinTech / Depository Participant records or in case of an invalid PAN and cumulative dividend payment to individual shareholder is more than K 5000, the Company will deduct TDS / Withholding tax u/s 194 with reference to Section 206AA of Income Tax Act, 1961

From July 1, 2023 the PAN of shareholder who have failed to link the PAN with AADHAR, as required, shall become inoperative & TDS will be deducted at the rate of 20% with reference to section 206AA of Income Tax Act. All the shareholders are requested to update their PAN with their Depository Participant (if shares are held in electronic form) and Company / KFinTech (if shares are held in physical form) against all their folio holdings on or before August 12, 2025.

- (vi) In the event of any income tax demand (including interest, penalty, etc.) on the Company arising due to any declaration, misrepresentation, inaccurate or omission of any information provided by the shareholder, such shareholder will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in any appellate proceedings.
- (vii) The "specified person" as defined under Section 206AB of Income Tax Act, 1961 means a resident: • who has not filed the returns of income for AY 24-25, as may be applicable and; • the aggregate of TDS and TCS is C 50,000 or more in the said previous year. Further, a non-resident person having a permanent establishment in India shall also be treated as "specified person" if the above conditions are met.
- (viii) This Communication is not exhaustive and does not purport to be a complete analysis or listing of all potential tax consequences in the matter of dividend payment. Shareholders should consult their tax advisors for requisite action to be taken by them.

23. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING THROUGH VC/OAVM ARE AS UNDER :-

The remote e-voting period begins on Saturday, 16th August, 2025 at 9:00 A.M. and ends on Monday, 18th August, 2025 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. Tuesday, August 12, 2025 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday, August 12, 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in Demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their Demat accounts in order to access e-Voting facility.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="635 1509 1091 1776" style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach E-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdsindia.com and click on login icon & New System Myeasi Tab and then user your existing myeasi username & password. After successful login the Easi / Easiest user will be able to see the E-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.

Type of shareholders	Login Method
	<p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in Demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in Demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com> / either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your Demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- a. In case shares are held in Demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self- attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investor@indiapesticideslimited.com or einward.ris@kfintech.com. If you are an Individual shareholder holding securities in Demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in Demat mode.
- b. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- c. In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding

securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their Demat account in order to access e-Voting facility.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a. Click on "Forgot User Details/Password" (If you are holding shares in your Demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. Physical User Reset Password?" (If b) you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co in mentioning your Demat account number/folio number, your PAN, your name and your registered address etc.
 - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cssaket.associates@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022 - 48867000 or send a request to Mr. Kaushal Kumar, Asst. Manager-NSDL at evoting@nsdl.co.in.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system.**

After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops/Desktop for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name Demat account number/folio number, email id, mobile number at investor@indiapesticideslimited.com. The same will be replied by the company suitably.

24. PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT:

Members desiring any information/clarification on the accounts or any matter to be placed at the AGM are requested to write to the Company at investor@indiapesticideslimited.com on or before **12th August, 2025** to enable the management to keep the information ready at the AGM. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, Demat account number/folio no., mobile number at investor@indiapesticideslimited.com on or before **12th August, 2025**. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The other members desiring to seek information/clarification during the AGM may ask through the chat box facility provided by NSDL. Queries that remain unanswered at the AGM will be appropriately responded by the Company at the earliest post the conclusion of the AGM.

The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

25. DECLARATION OF RESULTS

1. Mr. Saket Sharma, a Practicing Company Secretary (Certificate of Practice No. 2565, Membership No. FCS 4229) Partner, M/s. GSK & Associates has been appointed



as the Scrutinizer to scrutinize the e-voting and remote e-voting process in a fair and transparent manner.

2. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two working days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
3. Subject to receipt of a requisite number of votes, the Resolution shall be deemed to be passed on the date of the meeting i.e. Tuesday, 19th August, 2025.
4. The results shall be declared not later than 2 working days from the conclusion of the meeting by posting the same on the website of the Company (www.indiapesticideslimited.com), website of NSDL (www.evoting.nsdl.com) and by filing with the BSE Ltd. and National Stock Exchange of India Ltd. It shall also be displayed on the Notice Board at the Registered Office & Corporate Office of the Company.

Annexure-I

Explanatory Statement [pursuant to Section 102 of Companies Act, 2013]

Item No. 5

Since the term of the previous Statutory Auditor M/s Lodha & Co., Chartered Accountant (Firm Registration No. 301051E/E300284) is going to expire in ensuing AGM. Keeping in view the regulatory requirement and necessity to appoint another Statutory Auditor, the Audit Committee suggested to appoint M/s Suresh Surana & Associates LLP, Chartered Accountants (FRN: 121750W/W00010 and peer reviewed certificate no.019970) as Statutory Auditor of the Company to hold office from 40th AGM till the Conclusion of 45th AGM of the Company.

The Board of Directors of the Company, at its Meeting held on 23rd July, 2025, based on the recommendation of the Audit Committee, has, after considering and evaluating various proposals and factors such as independence, industry experience, technical skills, audit team, audit quality reports, etc. recommended the appointment of M/s. Suresh Surana & Associates, LLP Chartered Accountant ((FRN: 121750W/W00010 and peer reviewed certificate no.019970) Mumbai as Statutory Auditor of the Company for a term of five (5) consecutive years from financial year 01st April, 2025 to 31st March, 2030 at a remuneration as determined by the Board of Directors of the Company or any Committee of the Board.

M/s Suresh Surana & Associates is renowned Audit firm provided variety of services in Audits & Assurance, Internal Audits & Risk Advisory, Corporate Advisory, Tax & GST, Capital Markets Services, IT Systems Assurance & Solutions and Transfer Pricing. The firm has been ranked amongst India's top 6/7 audit, tax and consulting groups and also Member of RSM International since 1996. The Firm is ISO 9001 and ISO 27001 for key locations, Global inspections and ICAI peer reviews on regular basis, AQMM maturity model - Level 4 and also empanelled with CAG, Cert-in, NHAI, PCAOB and other regulators.

M/s Suresh Surana & Associates is eligible for appointment as auditor and is not disqualified for appointment under the Companies Act 2013 ('the Act'), Rule 4 and other applicable rules of the Companies (Audit and Auditors) Rules, 2014, the Chartered Accountants Act, 1949 and the rules or regulations made there under.

None of the Directors or Key Managerial Personnel ('KMP') of the Company and their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice

Item No. 6

The Board pursuant to the Section 196, 197, 198 and 203 of the Companies Act, 2013, read with Rule made thereunder and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and applicable provisions of Regulation 17 of SEBI (LODR) (including any amendments, statutory modifications and/or re-enactment thereof for the time being in force and upon the recommendation of the Nomination and Remuneration Committee the Board in its Meeting held on 23rd July, 2025 has appointed Dr. Udaya Bhaskar Mantripragada as an Additional Director in the capacity of

Whole Time Director and KMP in the Board of the Company in the manner as provided in the proposed resolution. The term of Dr. Udaya will expire in the ensuing Annual General Meeting of the Company. To regularize his appointment as Whole-Time Director, a resolution is being proposed for the approval of the Members.

Dr. Bhaskar is a seasoned professional with over 35 years' experience in the field of Synthetic Organic Chemistry, in the field of Dyestuffs, Agrochemicals; Formulations; etc. He has published 33 International papers along with 11 patents in the field of Natural Products/Synthetic Chemistry & Medicinal Chemistry and worked at top positions in the agrochemical Companies. He has Completed MSc in Organic Chemistry from Roorkee University and also completed M. Phil in Natural Products /Sophisticated Instrumentation Studies from Nagarjuna University. He also holds PhD degree in Natural Products & Synthesis Chemistry from Andhra/ Nagarjuna and University of Aberdeen; Dublin-Ireland.

Throughout his distinguished career, Dr. Bhaskar has been instrumental in developing innovative commercial technologies for fungicides, herbicides, and insecticides. His contributions have significantly enhanced product quality and operational efficiency at IPL, where he continues to drive advancements across various manufacturing locations.

The Company has received a declaration from Dr. Udaya Bhaskar Mantripragada, stating that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

Dr. Bhaskar is not related to any Promoters of the Company. Keeping his knowledge, expertise and dedication, the Chairperson shall place the Proposal for his appointment in the Board of the Company. Disclosure required as per the Companies Act, 2013 and SEBI Regulations will be placed at the time of the Meeting.

Details of Proposed Remuneration:

- 1) The proposed remuneration will be ₹ 35 LPA (Consolidated) subject to the annual increments and other increments as may be decided by the management.
- 2) He shall be entitled to the bonus/ex-gratia payment if any as may be decided by the Management of the Company from time to time
- 3) Moreover, he shall be entitled to the perquisites, benefits, and allowance, if any as may be decided by the Management of the Company from time to time;
- 4) In addition to the above, he shall be entitled for Company's contribution to Provident Fund, leave encashment and payment of gratuity as per the Policy of the Company if any;
- 5) Overall Remuneration: The aggregate of salary, together with perquisites, allowance, benefits and amenities payable to Dr. Udaya Bhaskar in any financial year shall not exceed the limits prescribed from time to time under section 196, 197 of the Act read with Schedule V to the Act and the Companies (Appointment and

Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and enactment(s) thereof for the time being in force);

- 6) The perquisites, if any shall be valued in terms of actual expenditure incurred by the Company and shall be evaluated wherever applicable as per Income Tax Act, 1961 or rules made thereunder and any modification thereof.
- 7) The Executive Director shall be entitled to use the company's car, all the expenses for maintenance and running of the same including the salary of the driver to be borne by the Company if any.
- 8) Telecommunications facilities including broadband, internet and mobile if any.

The remuneration will be revised from time to time as may be decided by the Chairperson of the Company subject to the recommendation of the Nomination and Remuneration Committee and noting and approval of the Board in accordance with the policy of the Company.

Item No. 7

The Board upon the recommendation of the Nomination and Remuneration Committee, in its Meeting held on 30th March, 2025, has decided 10% increment in the remuneration of Dr. Kuruba Adeppa in the manner as provided in the proposed resolution. The current consolidated remuneration of Dr. Kuruba Adeppa is ₹ 27 LPA.

The proposed remuneration is towards his able guidance and a service provided to the Company and is well within the limits prescribed under Schedule V of The Companies Act, 2013.

Dr. Kuruba Adeppa is a seasoned professional with over 32 years of experience in the agrochemical and pharmaceutical manufacturing sectors. He earned his PhD in Organic Chemistry from Gautam Budh Technical University, Lucknow, and has been a vital part of IPL since June 1997. Prior to joining IPL, Dr. Adeppa gained valuable experience at Vantech Industry and Dr. Reddy's Laboratories in Hyderabad from August 1993 to June 1997.

Throughout his distinguished career, He has been instrumental in developing innovative commercial technologies for fungicides, herbicides, and insecticides. His contributions have significantly enhanced product quality and operational efficiency at IPL, where he continues to drive advancements across various manufacturing locations.

The present proposal requires approval of Shareholders of the company by way of Special Resolution.

Details of the Director as per SS-2 is given in Annexure-II.

The Directors recommended the Item No. 7 of the Notice for consent and approval by Members.

Except Dr. Kuruba Adeppa, none of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolution set out at Item No.7.

Item No. 8

The Board on the recommendation of the Audit Committee meeting held on 26th May, 2025, approved the re-appointment of **M/s Honey Singh & Associates, Cost Accountants (FRN: 101134)**, Lucknow as the Cost Auditors to conduct the cost audit of the Company for the Financial Year 2025-26 and fix the remuneration of ₹ 2.25 lakh per annum applicable taxes and out of pocket expenses that may be incurred by them during the course of audit. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, ratification is required for the remuneration payable to the Cost Auditors for the Financial Year 2025-26.

The resolution at Item No.8 of the Notice is set out as an Ordinary Resolution for approval by the members in terms of Section 148 of the Companies Act, 2013.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolution set out at Item No.8.

Item No. 9

In accordance to Section 204 of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the SEBI Listing Regulations, the Company had appointed M/s. GSK & Associates, Practicing Company Secretaries, as Secretarial Auditors of the Company. Pursuant to Regulation 24A of the SEBI Listing Regulations the Company is required to appoint a peer reviewed company secretary to conduct the secretarial audit of the Company for a term not more than five (5) consecutive years.

The Board of Directors of the Company, at its Meeting held on 26th May, 2025, based on the recommendation of the Audit Committee, has, after considering and evaluating various proposals and factors such as independence, industry experience, technical skills, audit team, audit quality reports, etc. recommended the appointment of M/s. GSK & Associates, a peer reviewed firm of company secretaries in practice, (Firm Registration Number: P2014UP036000), to conduct Secretarial Audit of the Company and issue Secretarial Audit Report for a term of five (5) consecutive years from financial year 01st April, 2025 to 31st March, 2030 at a remuneration of ₹ 1.15 lakh per quarter for FY 2025-26 plus applicable taxes and re-imburement of expenses incurred on actual basis, for subsequent years at such fee as may be determined by the Board of Directors of the Company or any Committee of the Board, based on the recommendation of the Audit Committee.

M/s. GSK & Associates is a well-known firm of Practicing Company Secretaries based in Kanpur. Renowned for its commitment to quality and precision, the firm has been Peer Reviewed and Quality Reviewed by the Institute of Company Secretaries of India ('ICSI'), ensuring the highest standards in professional practices.

M/s. GSK & Associates has more than 29 years of experience as Practicing Company Secretary in Secretarial Affairs, Corporate Re-Structuring, Capital Issues, Initiative & Liaising. Practicing at Kanpur and Delhi and having large number of companies including private limited, public limited, listed and NBFCs. Proficiency in Secretarial Audits, public issue of capital including GDR issue, spearheading Acquisition, Business Valuation and Corporate Re-structuring projects encompassing development of strategy, due diligence and documentation activities. Proficient in performing secretarial

functions of conducting various meetings, preparing & filing statutory documents / returns.

The firm provides its services to various prominent companies and their expertise has earned the trust of industry leaders across sectors like banking, manufacturing, pharmaceuticals, and public utilities.

M/s. GSK & Associates have consented and confirmed their eligibility for appointment as Secretarial Auditors under the Companies Secretaries Act, 1980 and Rules and Regulations made thereunder and the SEBI Listing Regulations. They have also confirmed that their appointment, if made, shall be in accordance with Section 204 of the

Act and the rules made thereunder and Regulation 24A of the SEBI Listing Regulations. Accordingly, consent of the members is sought by way of an Ordinary Resolution as set out at Item No. 9 of the accompanying Notice for appointment of secretarial auditors. Based on the recommendation of the Audit Committee, the Board commends the Ordinary Resolution set out at Item No. 9 of the accompanying Notice for approval of the Members of the Company.

None of the Directors or Key Managerial Personnel ('KMP') of the Company and their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the accompanying Notice.

Annexure-II

Information of Directors to be re-appointed at the forthcoming Annual General Meeting pursuant to Regulation 36(3) (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the provisions of Companies Act, 2013 read with Secretarial Standard -2

Mr. Vishal Swarup Agarwal

Mr. Vishal Swarup Agarwal is Non-Executive Director of the Company. He holds a bachelor's degree in commerce and Master of Business Administration (MBA). 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 technical products as well as the administration department.

Name	Mr. Vishal Swarup Agarwal
DIN	00723099
Designation	Non-Executive Director
Date of Birth	11.02.1973
Age	52 years
Qualifications	Bachelor's degree in commerce and Master of Business Administration (MBA)
Experience	23 years
Remuneration last drawn	NIL
Remuneration sought to be paid	Being Non- Executive Director of the Company, no remuneration has been drawn by Mr. Vishal Swarup Agarwal, apart from sitting fee.
Nationality	Indian
Expertise in specific functional area	He has over 23 years of experience in technical products as well as the administration department.
Date of first appointment on the Board of the Company	06.11.2023
No. of Equity Shares held in the Company	2,78,892
No. of Board meetings attended during the year (F.Y. 2024-25)	6
Relationship with other directors, Manager and other KMP	Son of Mr. Anand Swarup Agarwal and Brother of Mr. Vishwas Swarup Agarwal, Non-Executive Directors of the Company.
Other Directorships, Membership/ Chairmanship of Committees of other Boards in Listed entities	Nil
Terms and conditions of appointment or re-appointment	Liable to retire by rotation and is eligible for re-appointment.
Name of the Listed Entities from which the person has resigned in the past 3 years	NIL
Information as required pursuant to NSE Circular with ref. no. NSE/CML/2018/24 and BSE Circular with ref. no. LIST/ COMP/14/ 2018- 19.	Not debarred from holding the office by virtue of any SEBI Order or any other authority.

Mr. Vishwas Swarup Agarwal

Mr. Vishwas Swarup Agarwal is Non-Executive Director (Promoter) of the Company. He holds Master of Business Administration (MBA) degree. He is providing services to the company in Procurement Division and marketing of technical and formulated products, pharma intermediates and bulk drugs. He has been associated with Company since last more than 20 years

Name	Mr. Vishwas Swarup Agarwal
DIN	07388919
Designation	Non-Executive Director
Date of Birth	23.02.1975
Age	50 years
Qualifications	Master of Business Administration (MBA) degree
Experience	20 years
Remuneration last drawn	NIL
Remuneration sought to be paid	Being Non- Executive Director of the Company, no remuneration has been drawn by Mr. Vishwas Swarup Agarwal, apart from sitting fee.
Nationality	Indian
Expertise in specific functional area	He has over 20 years of experience in Procurement Division and marketing of technical and formulated products, pharma intermediates and bulk drugs.
Date of first appointment on the Board of the Company	06.11.2023
No. of Equity Shares held in the Company	2,21,486
No. of Board meetings attended during the year (F.Y. 2024-25)	3
Relationship with other directors, Manager and other KMP	Son of Mr. Anand Swarup Agarwal and Brother of Mr. Vishal Swarup Agarwal, Non-Executive Directors of the Company.
Other Directorships, Membership/ Chairmanship of Committees of other Boards in Listed entities	Nil
Terms and conditions of appointment or re-appointment	Liable to retire by rotation and is eligible for re-appointment.
Name of the Listed Entities from which the person has resigned in the past 3 years	NIL
Information as required pursuant to NSE Circular with ref. no. NSE/CML/2018/24 and BSE Circular with ref. no. LIST/ COMP/14/ 2018- 19.	Not debarred from holding the office by virtue of any SEBI Order or any other authority.

Dr. Udaya Bhaskar Mantripragada

Details of Directors seeking appointment/re-appointment at the 39th at the forthcoming Annual General Meeting pursuant to Regulation 36(3) and 26(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name Of Director	Dr. Udaya Bhaskar Mantripragada
DIN	11169608
Date of Appointment	23-07-2025
Period of Appointment	Dr. Bhaskar is appointed as Whole-time Director, designated as Executive Director of the Company for period of 5 years commencing from July 23, 2025, through July 21, 2030 subject to Shareholders Approval.
Reason for change	Appointment
Date of Birth	23-02-1963
Nationality	Indian
Education	PhD in Natural Products & Synthesis Chemistry.
Directorship in other companies	Nil
Brief resume and Expertise in specific functional area	Dr. Bhaskar is a seasoned professional with over 35 years' experience in the field of Synthetic Organic Chemistry, in the field of Dyestuffs, Agrochemicals; Formulations; etc. He has published 33 International papers along with 11 patents in the field of Natural Products/Synthetic Chemistry & Medicinal Chemistry and worked at top positions in the agrochemical Companies. He has Completed MSc in Organic Chemistry from Roorkee University and also completed M. Phil in Natural Products /Sophisticated Instrumentation Studies from Nagarjuna University. He also holds PhD degree in Natural Products & Synthesis Chemistry from Andhra/ Nagarjuna and University of Aberdeen; Dublin-Ireland.
Disclosure of relationships between directors	There are no inter-se relations between Dr. Udaya Bhaskar Mantripragada and the other members of the Board.
Number of shares held in the Company	Nil
Name of the Listed Entities from which the person has resigned in the past 3 years	Nil
Information as required pursuant to NSE Circular with ref. no. NSE/CML/2018/24 and BSE Circular with ref. no. LIST/ COMP/14/ 2018- 19.	Not debarred from holding the office by virtue of any SEBI Order or any other authority.

Dr. Kuruba Adeppa**Details of the Director in accordance with the provisions of Companies Act, 2013 read with Secretarial Standard -2.**

Name	Dr. Kuruba Adeppa
Age	54 years
Date of Appointment	22.07.2024
Qualification	PhD in Organic Chemistry
Experience and Expertise in specific functional areas	32 years of experience in the agrochemical and pharmaceutical manufacturing sectors
List of other Public Limited Companies in which directorships held.	Nil
No- Of Equity Shares held in the Company	Nil
Relationship with other Directors, Manager and Key Managerial Personnel	There are no inter-se relations between Dr. Kuruba Adeppa and the other members of the Board.
Information as required pursuant to NSE Circular with ref. no. NSE/CML/2018/24 and BSE Circular with ref. no. LIST/ COMP/14/ 2018- 19.	Not Applicable

By the order of the Board of Directors
For **India Pesticides Limited**

Sd/-

Narendra Ojha

Company Secretary and Compliance Officer

Date: 23.07.2025

Place: Lucknow

Address:

Swarup Cold Storage,
Water Works Road,
Aishbagh, Lucknow-226004