

AIMCO PESTICIDES LIMITED

NOTICE

NOTICE is hereby given that the 32nd (Thirty Second) Annual General Meeting of the Members of AIMCO PESTICIDES LIMITED will be held at the Registered Office of the Company at B-1/1, MIDC Industrial Area, Lote Parshuram, Village: Awashi, Taluka: Khed, District: Ratnagiri, Maharashtra- 415 707 on Monday, September 9, 2019, at 11.00 a.m. to transact the following business.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone and Consolidated Statement of Accounts for the Financial Year ended March 31, 2019 together with the reports of the Board of Directors and Auditors thereon.
2. To declare dividend of Rs. 1.50 per equity share of Rs. 10/- each for the financial year ended March 31, 2019.
3. To appoint a Director in place of Mrs. Elizabeth Shrivastava (DIN: 00184865) who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification(s), the following resolution for appointment and remuneration of M/s. N. Ritesh & Associates, Cost Accountant having Firm Registration No: R100675 as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to provisions of Section 148(3) of the Companies Act, 2013 (“the Act”) read with Rule 14(a) of the Companies (Audit and Auditors) Rules, 2014, recommendation of the Audit Committee and approval by the Board of Directors at its meeting dated May 20, 2019, appointment and a remuneration of Rs. 60,000/-p.a. (Rupees Sixty Thousands Only) plus out of pocket expenses as may be applicable and Goods and Service Tax for conducting the audit of the cost accounting records of the Company for the financial year 2019-20 to M/s. N. Ritesh & Associates, Cost Accountant having Firm Registration No: R100675, be and is hereby approved by the Company.

RESOLVED FURTHER THAT the Board of Director(s) / Company Secretary of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary proper or expedient to give effect to this resolution.”

5. To re-appoint **Mr. Pradeep P. Dave** (DIN: 00184598), aged 76 years, as an Executive Director [Whole Time Director] of the company for the period starting from April 01, 2019 to March 31, 2022 and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolutions as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and in accordance with the provisions of Sections 196, 197 and 203 and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Section II of Part II [Para (B)] of Schedule V thereto (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Articles of Association of the Company and such other modification(s), if any, Mr. Pradeep P. Dave (DIN: 00184598), aged 76 years, be and is hereby re-appointed as an Executive Director [Whole Time Director] of the Company with the effect from April 01, 2019, for a period of 3 (three) years, liable to retire by rotation, on such terms and conditions as set out in the agreement executed between the Company and Mr. Pradeep P. Dave on a monthly remuneration of Rs. 6,00,000 or such higher amount as approved by Nomination and Remuneration Committee, from time to time, to be finalised on such parameters as deem fit and appropriate in their assessment, but such amount shall not to exceed Rs. 10,00,000 per month or Rs. 1,20,00,000 per annum, as the case may, which is exclusive of payment of allowable retirement benefits to Mr. Pradeep Dave, at par with other company's employees/ executives.

RESOLVED FURTHER THAT the Board of Directors of the Company or Nomination and Remuneration Committee thereof, be and is hereby authorized to make such change(s)/modification(s) in the above mentioned remuneration structure, from time to time, as it may deem necessary or expedient provided that the monthly or annual remuneration payable to Mr. Pradeep P. Dave, as an Executive Director [Whole Time Director] shall not to exceed Rs. 10,00,000 per month or Rs. 1,20,00,000 per annum as the case may be.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the period of tenure of Mr. Pradeep P. Dave, as an Executive Director [Whole Time Director], the remuneration and perquisites set out as aforesaid be paid or granted to him as minimum remuneration and perquisites provided that the total remuneration by way of salary, perquisites and other allowances shall not exceed the applicable ceiling limit in terms of schedule V to the said Act as may be amended from time to time or equivalent statutory re-enactment thereof for the time being in force.

RESOLVED FURTHER THAT the Board of Director(s) / Company Secretary of the Company be and is / are hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. To re-appoint **Dr. Samir P. Dave** (DIN: 00184680), aged 52 years, as an Executive Director [Whole Time Director] of the company for the period starting from April 01, 2019 to March 31, 2022 and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolutions as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and in accordance with the provisions of Sections 196, 197 and 203 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Section II of Part II [Para (B)] of Schedule V thereto (including any statutory modification(s) or re-enactment thereof for the time being in force), and in accordance with the provisions of the Articles of Association of the Company and such other modification(s), if any, Dr. Samir P. Dave (DIN: 00184680), aged 52 years, be and is hereby re-appointed as an Executive Director [Whole Time Director] of the Company with the effect from April 01, 2019 for a period of 3 (three) years, liable to retire by rotation, on such terms and conditions as set out in the agreement executed between the Company and Dr. Samir P. Dave, on a monthly remuneration of Rs. 5,00,000 or such higher amount as approved by Nomination and Remuneration Committee, from time to time, to be finalised on such parameters as deem fit and appropriate in their assessment, but such amount shall not to exceed Rs. 10,00,000 per month or Rs. 1,20,00,000 per annum, as the case may, which is exclusive of payment of allowable retirement benefits to Dr. Samir P. Dave, at par with other company's employees / executives.

RESOLVED FURTHER THAT the Board of Directors of the Company or Nomination and Remuneration Committee thereof, be and is hereby authorized to make such change(s)/modification(s) in the above mentioned remuneration structure, from time to time, as it may deem necessary or expedient provided that the monthly or annual remuneration payable to Dr. Samir P. Dave, as an Executive Director [Whole Time Director] which shall not to exceed Rs. 10,00,000 per month or Rs. 1,20,00,000 per annum, as the case may be.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the period of tenure of Dr. Samir P. Dave, as an Executive Director [Whole Time Director], the remuneration and perquisites set out as aforesaid be paid or granted to him as minimum remuneration and perquisites provided that the total remuneration by way of salary, perquisites and other allowances shall not to exceed the applicable ceiling limit in terms of schedule V to the said Act as may be amended from time to time or equivalent statutory re-enactment thereof for the time being in force.

RESOLVED FURTHER THAT the Board of Director(s) / Company Secretary of the Company be and is / are hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. To re-appoint **Mr. Ashit P. Dave** (DIN: 00184760), aged 48 years, as an Executive Director [Whole Time Director] of the company for the period starting from April 01, 2019 to March 31, 2022 and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolutions as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and in accordance with the provisions of Sections 196, 197 and 203 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Section II of Part II [Para (B)] of Schedule V thereto (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions

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of the Articles of Association of the Company and such other modifications, if any, Mr. Ashit P. Dave (DIN: 00184760), aged 48 years, be and is hereby re-appointed as an Executive Director [Whole Time Director] of the Company with the effect from April 01, 2019 for a period of 3 (three) years, liable to retire by rotation, on such terms and conditions as set out in the agreement executed between the Company and Mr. Ashit P. Dave on a monthly remuneration of Rs. 5,00,000 or such higher amount as approved by Nomination and Remuneration Committee, from time to time, to be finalised on such parameters as deem fit and appropriate in their assessment, but such amount shall not to exceed Rs. 10,00,000 per month or Rs. 1,20,00,000 per annum, as the case may, which is exclusive of payment of allowable retirement benefits to Mr. Ashit P. Dave, at par with other company's employees / executives.

RESOLVED FURTHER THAT the Board of Director(s) of the Company or Nomination and Remuneration Committee thereof, be and is hereby authorized to make such change(s)/modification(s) in the above mentioned remuneration structure, from time to time, as it may deem necessary or expedient provided that the monthly or annual remuneration payable to Mr. Ashit P. Dave, as an Executive Director [Whole Time Director] which, shall not to exceed Rs. 10,00,000 per month or Rs. 1,20,00,000 per annum, as the case may be.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the period of tenure of Mr. Ashit P. Dave, as an Executive Director [Whole Time Director], the remuneration and perquisites set out as aforesaid be paid or granted to him as minimum remuneration and perquisites provided that the total remuneration by way of salary, perquisites and other allowances shall not exceed the applicable ceiling limit in terms of schedule V to the said Act as may be amended from time to time or equivalent statutory re-enactment thereof for the time being in force.

RESOLVED FURTHER THAT the Board of Director(s) / the Company Secretary of the Company be and is / are hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

8. To re-appoint **Mrs. Elizabeth Shrivastava** (DIN: 00184865), aged 66 years, as the Managing Director of the Company for the period starting from August 14, 2019 to August 13, 2022 and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolutions as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and in accordance with the provisions of Sections 196, 197 and 203 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Section II of Part II [Para (B)] of Schedule V thereto (including any statutory modification(s) or re-enactment thereof for the time being in force) and accordance with the provisions of the Articles of Association of the Company and such other modification(s), if any, Mrs. Elizabeth Shrivastava (DIN: 00184865), aged 66 years, be and is hereby re-appointed as the Managing Director of the Company with the effect from August 14, 2019, for a period of 3 (three) years, liable to retire by rotation, on such terms and conditions as set out in the agreement executed between the Company and Mrs. Elizabeth Shrivastava on a monthly remuneration of Rs. 6,00,000 or such higher amount as approved by Nomination and Remuneration Committee, from time to time, to be finalised on such parameters as deem fit and appropriate in their assessment, but such amount shall not to exceed Rs. 10,00,000 per month or Rs. 1,20,00,000 per annum, as the case may, which is exclusive of payment of allowable retirement benefits to Mrs. Elizabeth Shrivastava, at par with other company's employees / executives.

RESOLVED FURTHER THAT the Board of Director(s) of the Company or Nomination and Remuneration Committee thereof, be and is hereby authorized to make such change(s)/modification(s) in the above mentioned remuneration structure, from time to time, as it may deem necessary or expedient provided that the monthly or annual remuneration payable to Mrs. Elizabeth Shrivastava, as the Managing Director which, shall not to exceed Rs. 10,00,000 per month or Rs. 1,20,00,000 per annum, as the case may be.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the period of tenure of Mrs. Elizabeth Shrivastava, as the Managing Director, the remuneration and perquisites set out as aforesaid be paid or granted to her as minimum remuneration and perquisites provided that the total remuneration by way of salary, perquisites and other allowances shall not exceed

the applicable ceiling limit in terms of schedule V to the said Act as may be amended from time to time or equivalent statutory re-enactment thereof for the time being in force.

RESOLVED FURTHER THAT the Board of Director(s) / Company Secretary of the Company be and is / are hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

9. To re – appoint **Mr. Ramgopal Kaja**, aged 54 years, as an Independent Non-Executive Director of the Company and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolutions as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Ramgopal Kaja (DIN: 00140047), aged 54 years, Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from September 30, 2019 to September 29, 2024 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Director(s) / Company Secretary of the Company be and is / are hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

10. To appoint **Mr. Mayoor Amin** (DIN: 00179889), aged 69 years, as an Independent Non-Executive Director of the Company and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolutions as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Mayoor Amin (DIN: 00179889), aged 69 years, a Non-Executive Independent Director of the Company, who was appointed as an Additional Director of the Company on January 8, 2019, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office up to 5 (five) consecutive years.

RESOLVED FURTHER THAT the Board of Director(s) / Company Secretary of the Company be and is / are hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

11. To appoint **Mr. Suresh Bhatt** (DIN: 00512976), aged 77 years, as an Independent Non-Executive Director of the Company and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolutions as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Suresh Bhatt (DIN: 00512976), aged 77 years, a Non-Executive Independent Director of the Company, who was appointed as an Additional Director of the Company on January 8, 2019, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office up to 5 (five) consecutive years.

RESOLVED FURTHER THAT the Board of Director(s) / Company Secretary of the Company be and is / are hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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12. To approve and ratify the remuneration paid to Mrs. Elizabeth Shrivastava, Managing Director of the Company during the financial year 2014-15, under section 197 (17) of the Companies Act 2013 and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolutions as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 197 of the Companies Act, 2013 as amended vide the Companies (Amendment) Act, 2017, read with Schedule V and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the members of the Company hereby approve and ratify the excess remuneration paid, over and above the limits prescribed under the provisions of Section 309 of the Companies Act 1956 and Section 198 of the Companies Act, 2013 amounting to Rs. 25,35,000/- (Rupees Twenty Five Lakhs Thirty Five Thousand only) paid to Mrs. Elizabeth Shrivastava (DIN: 00184865), Managing Director of the Company, during the financial year 2014-15 in view of the abatement of the application of the Company filed with the Central Government under Section 197 of the Act.

RESOLVED FURTHER THAT the Board of Director(s) / Company Secretary of the Company be and is / are hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors

For AIMCO PESTICIDES LIMITED

Sd/-

Ninad Sahasrabuddhe

ACS No. 52226

Company Secretary and Compliance Officer

Place: Mumbai

Date: August 06, 2019

Registered Office:

B- 1/1, MIDC Industrial Area,

Lote Parshuram, Village: Awashi Taluka: Khed,

District: Ratnagiri, Maharashtra 415 707.

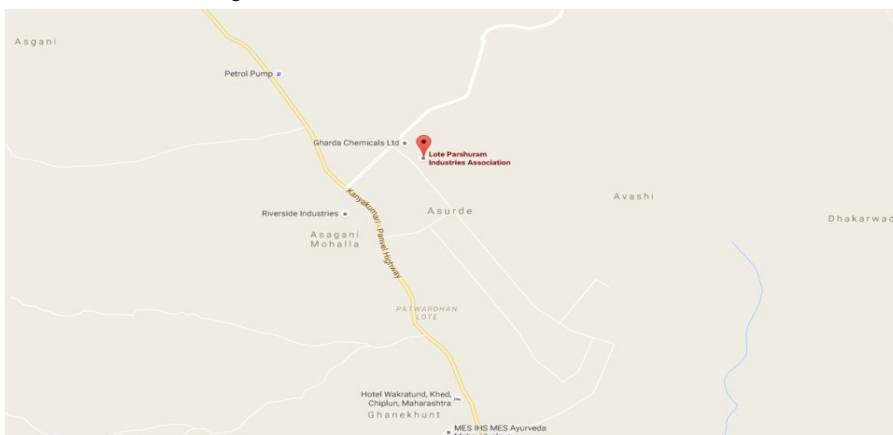
NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DULY COMPLETED, STAMPED AND SIGNED AND SHOULD BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A person can act as a proxy on behalf of the Members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. A proxy form is sent herewith. Proxies submitted on behalf of the Companies, societies etc., must be supported by an appropriate resolution/authority, as applicable. The Proxy-holder shall prove his identity at the time of attending the Meeting.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business as set out above is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 3, 2019 to Monday, September 9, 2019 (both days inclusive).

4. Map of venue of the AGM is given after the notice.



5. The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) is M/s. Link Intime India Private Limited having their Registered Office at C 101, 247 Park, L.B.S.Marg, Vikhroli (West), Mumbai - 400083.
6. Members are requested to furnish/ update the details of their address, e-mail address, bank account details, relevant information for availing various approved/permissible modes of electronic funds transfer facilities viz. Electronic Clearing Services (ECS), National Electronic Funds Transfer (NEFT), Real Time Gross Settlement (RTGS), etc. to prevent fraudulent encashment of dividend warrants, whenever issued:
 - (i) to their Depository Participants (DPs) in respect of their shareholdings in electronic (demat) form, and
 - (ii) to the Company's Registrar & Share Transfer Agents namely, **M/s. Link Intime India Private Limited** in respect shareholdings in physical form.
7. Members are requested to:
 - (i) send all share transfer lodgements (Physical mode) / correspondence to the Registrar and Share Transfer Agent upto the date of book closure.
 - (ii) write to the Compliance Officer of the Company for their queries or if desirous of obtaining any information(s), concerning the accounts and operations of the Company, at the Company's Registered Office at least seven days before the date of the Annual General Meeting in order to enable the management to keep the information ready at the meeting.
 - (iii) quote Registered Folio Number or DP ID/ Client ID in all the correspondence.
8. For the convenience of the Members, attendance slip is enclosed in the Annual Report. Members/ Proxy Holders/Authorized Representatives are requested to fill in and sign at the space provided therein and submit the same at the venue of the Meeting. Proxy/Authorized Representatives of Members should state on the attendance slip as 'Proxy' or 'Authorized Representative', as the case may be. Further, those who hold shares in demat form are requested to write their Client Id and DP Id and those who hold shares in physical forms are requested to write their folio number on the attendance slip for easy identification at the meeting.
9. Corporate Members intending to send their representatives to attend the Meeting are requested to send to the Company a Certified True copy of the Board Resolution authorizing their representatives to attend and vote at the Meeting on their behalf.
10. As per the provisions of Section 72 of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 facility for making nominations is available for shareholders in respect of the physical shares held by them. Form SH-13 for making nomination can be obtained from R&TA. The duly filled in nomination form shall be sent to Link Intime India Private Limited at the above mentioned address. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.

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11. Members, who are holding Shares in identical order of names in more than one Folio, are requested to apply to the Company/ R&TA along with the relevant Share Certificates for consolidation of such Folios in one Folio.
12. Members are informed that in case joint holders attend the Meeting, only such joint holder who is higher in the order of names in the Register of Members/Beneficial Holders will be entitled to vote.
13. Mrs. Elizabeth Shrivastava (DIN 00184865), Managing Director [Whole Time Director], who retires by rotation at the Annual General Meeting and being eligible, offers himself for re-appointment.
14. Mr. Pradeep Dave (DIN: 00184598), Dr. Samir Dave (DIN: 00184680), Mr. Ashit Dave (DIN: 00184760), Whole Time Director(s) of the Company and Mrs. Elizabeth Shrivastava (DIN: 00184865), Managing Director of the Company have offered themselves for re-appointment for a term of Three (3) years.
15. Mr. Ramgopal Kaja (DIN: 00140047) Independent Director of the Company have offered himself for re-appointment for a term of five years and Mr. Mayoor Amin (DIN: 00179889) & Mr. Suresh Bhatt (DIN: 00512976) being additional Independent Directors have offered themselves for regularisation of their appointment.

Pursuant to the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 and as mandated under Secretarial Standards- 2 issued by the Institute of Company Secretaries of India (ICSI) effective from July 01, 2015, brief resume of the Directors seeking appointment or re-appointment at the forthcoming Annual General Meeting, nature of their expertise in specific functional areas, names of the Companies in which they hold Directorships and the Memberships/ Chairmanships of Committees of the Board and their shareholding in the Company, are annexed hereto. The Directors have furnished the relevant consents, declarations, etc. for their appointment/ reappointment.

16. All documents referred to in the accompanying notice are open for inspection at the Registered Office of the Company between 10.00 a.m. and 12.00 (Noon) on any working day except on Public Holiday, Saturday & Sunday, up to and including the date of the ensuing Annual General Meeting of the Company.
17. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Shareholders are, therefore, requested to kindly bring their copies at the time of attending the Meeting.

The Company has designated an exclusive email id viz. investors@aimcopesticides.com to enable investors to register the complaints, if any.

18. As per Sections 101, 136 and other applicable provisions of the Act, read with the rules made there under and circulars issued by the Ministry of Corporate Affairs, Companies can now send various reports, documents, communications, including but not limited to annual report to its members through electronic mode at their registered e-mail addresses. The Company believes in green initiative and is concerned about the environment. Hence, Annual Report including inter alia the Report of the Board of Directors, Auditors' Report, Balance Sheet, Statement of Profit and Loss, Cash Flow Statement, Notice of this AGM, instructions for e-voting, attendance slip, proxy form, etc. is being sent by electronic mode to all Members whose e-mail addresses are registered with the Company/ R&TA / depositories unless a Member has requested for a hard copy of the same. For Members who have not registered their e-mail addresses, physical copies of the relevant documents are being sent by the permitted mode.

To support "Green initiative", members who have not registered their e-mail addresses, so far, are requested to register their e mail addresses with their depository participants, in respect of electronic holdings. Members holding shares in physical form are requested to kindly register their e-mail addresses with the Company's R&TA at their above mentioned address. Annual Report is also available on the Company's website at www.aimcopesticides.com and made available for inspection at the Registered Office of the Company during the business hours.

19. Payment of dividend as recommended by the Board of Directors, if declared at the Meeting, will be made on or after Monday, September 9, 2019, to the Members whose names stand on the Company's Register of Members on Monday, September 2, 2019 and to the Beneficial Owner(s) as per the Beneficiary List at the close of business hours on Monday, September 2, 2019, provided by the National Securities and Depository Limited and Central Depository Services (India) Limited.

Payment of dividend will be made through National Electronic Clearing Service (NECS) at the RBI Centers by crediting the dividend amount to the Bank Accounts of the shareholders wherever relevant information is made available to the Company. Members holding shares in physical form and covered under the RBI Centers who have not furnished the requisite information and who wish to avail of the NECS facility to receive dividend from the Company, may furnish the information to M/s. Link Intime India Private Limited, the Registrars and Transfer Agents. Members holding shares in electronic form may furnish the information to their Depository Participants in order to receive dividend through the NECS mechanism.

20. Voting through electronic means:

- A. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members the facility to exercise their right to vote at the 32nd Annual General Meeting (AGM) by electronic means. The Company has appointed Central Depository Services Limited (CDSL) for facilitating e-voting.
- B. Members are requested to note that the Company is providing facility for remote e-voting and the business as given in the notice of 32nd AGM may be transacted through electronic voting system. It is hereby clarified that it is not mandatory for a Member to vote using the remote e-voting facility. The members shall note that the facility for voting shall also be provided at the meeting through poll paper and the members (as on cut-off date) attending the meeting who has not casted their vote by remote e-voting shall be able to exercise their voting rights at the meeting. If the members have already cast their vote by remote e-voting prior to the meeting they may attend the meeting but shall not be entitled to cast their vote again and Vote cast by them at the meeting, if any, shall be treated as invalid.
- C. A Member may avail of the facility at his/her/its discretion, as per the instructions provided herein:
 - (i) The voting period begins on Friday, September 6, 2019 at (9:00 a.m. IST) and ends on Sunday, September 8, 2019 (05:00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Monday, September 2, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on Shareholders.
 - (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

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- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- D. 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. Monday, September 2, 2019.
- E. E-voting period will commence from Friday, September 6, 2019 at (9:00 a.m. IST) and ends on Sunday, September 8, 2019 (05:00 p.m. IST).

- F. Mr. Rahul Sahasrabuddhe(FCS: 6254 and CP: 13578), Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner, whose email address is compliance@sprscs.com
- G. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least Two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- H. The Chairman or the authorized person shall declare the results of the voting forthwith and the results declared along with the report of the scrutinizer shall be placed on the website of the Company i.e. and on the website of CDSL i.e. www.evotingindia.co.in. The Company shall also simultaneously forward the results to BSE where its shares are listed.
21. A brief profile and other details of Directors being appointed/ re-appointed as required under Securities Exchange Board of India (Listing obligation & Disclosure Requirements), Regulations, 2015

Name of the Director	Mr. Pradeep Dave	Dr. Samir P. Dave	Mr. Ashit Dave
Director Identification Number	00184598	00184680	00184760
Date of Birth	19/04/1943	15/01/1967	06/01/1971
Age	76 years	52 years	48 years
Date of joining the Board	12/08/1987	30/05/1995	20/08/1996
Qualification	B. Sc. (Chemistry) from University of Mumbai	Ph.D. in Synthetic Organic Chemistry, (Bombay University)	B.Com, MEP -IIM Ahmedabad
Profile of the Director	<ul style="list-style-type: none"> - Business Executive with more than three decades of experience in the pesticides Industry -Member on the governing body of CHEMTECH - President of the Pesticides Manufacturer and Formulators Association of India (PMFAI) - He is on the technical committee and governing body of the Institute of Pesticide Formulation Technology 	<ul style="list-style-type: none"> - Dr. Samir Dave has wide experience in organic synthesis, research and process development with over 20 years of extensive proficiency in the industry of pesticides. Currently he heads the R&D and production activities of the Company. - Dr. Samir Dave has been instrumental in introducing various new molecules in last decade. He is also founder Director of Agrocure a Global Agrochemical Association registered at Belgium. Also a Board Member of "Agriculture Skill Council of India" (Govt. of India.) 	Business Executive with wide expertise in chemicals and Agrochemicals Industry

AIMCO PESTICIDES LIMITED

Past Remuneration	Rs. 60,00,000 per annum for the financial year 2018-19	Rs. 60,00,000 per annum for the financial year 2018-19	Rs. 60,00,000 per annum for the financial year 2018-19
Remuneration proposed	An amount not exceeding Rs. 10,00,000/- per month or Rs. 1,20,00,000/- per annum, for the term, starting from 1 st April 2019 to 31 st March, 2022.	An amount not exceeding Rs. 10,00,000/- per month or Rs. 1,20,00,000/- per annum, for the term, starting from 1 st April 2019 to 31 st March, 2022.	An amount not exceeding Rs. 10,00,000/- per month or Rs. 1,20,00,000/- per annum, for the term, starting from 1 st April 2019 to 31 st March, 2022.
No. of Board Meetings attended during the financial year 2018-19	5	5	5
Shareholding as on 31.03.2019	9,02,091	5,52,718	2,61,945
Directorship in other Companies (excluding Private and Foreign Companies)	<ul style="list-style-type: none"> Amisco Agro Chem Limited Aimco Ecoscience Limited 	<ul style="list-style-type: none"> Amisco Agro Chem Limited Aimco Ecoscience Limited Agriculture Skill Council of India 	<ul style="list-style-type: none"> Amisco Agro Chem Limited Aimco Ecoscience Limited
Directorships and Committee memberships in other companies	<ul style="list-style-type: none"> Aimco Investments Private Limited Aurangabad Oil Extraction Company Private Limited 	<ul style="list-style-type: none"> Aimco Investments Private Limited Aurangabad Oil Extraction Company Private Limited 	<ul style="list-style-type: none"> Aimco Investments Private Limited Aurangabad Oil Extraction Company Private Limited Catex India Software Services Private Limited
Relationships / Pecuniary relationship between Directors interested	Father of Dr. Samir Dave and Mr. Ashit Dave. Except this no pecuniary relationship	Son of Mr. Pradeep Dave and brother of Mr. Ashit Dave. Except this no pecuniary relationship	Son of Mr. Pradeep Dave and brother of Dr. Samir Dave. Except this no pecuniary relationship
Name of the Director	Mrs. Elizabeth Shrivastava	Mr. Ramgopal Kaja	Mr. Mayoer Amin
Director Identification Number	00184865	00140047	00179889
Date of Birth	23/08/1953	21/02/1965	17/09/1949
Age	66 years	54 years	69 years
Date of joining the Board	14/08/2013	24/03/2003	08/01/2019
Qualification	M.Sc. (Biochemistry) from University of Mumbai	Chartered Accountant	BE (Electrical) from University of Mumbai Masters in Electrical Engineering and Bio Medical Engineering from Ohio State University, USA.

Profile of the Director	Possesses varied, rich experience of more than 30 years in the Agrochemical Industry	Chartered Accountant with wide experience in Finance and Corporate Legal matters	Mr. Mayoer Amin possesses diversified experience of more than 45 years in various areas like manufacturing and marketing of electronic and medical equipment and defence instrumentation, manufacturing and marketing in textiles industry for local and export markets etc. Mr. Mayoer Amin had been a president of Bombay Industries Association in the year(s) 1995-96 and Rotary Club of Bombay airport in the year(s) 2013-14. Mr. Mayoer Amin was an honorary faculty of Bio-Medical Engineering at Bhagubhai Polytechnic, for a decade.
Past Remuneration	Rs. 60,00,000 per annum for the financial year 2018-19	Rs. 96,000 (By way of sitting fees)	NA
Remuneration proposed	An amount not exceeding Rs. 10,00,000/- per month or Rs. 1,20,00,000/- per annum, for the term, starting from 1 st April 2019 to 31 st March, 2022.	Sitting Fees of Rs. 6000 per meeting (Board and Committees)	Sitting Fees of Rs. 6000 per meeting (Board and Committees)
No. of Board Meetings attended during the financial year 2018-19	5	5	0 (appointed with effect from 08.01.2019)
Shareholding as on 31.03.2019	15,286	3235	Nil
Directorship in other Companies (excluding Private and Foreign Companies)	Aimco Ecoscience Limited		<ul style="list-style-type: none"> – La Tim Lifestyle and Resorts Ltd – Saj Hotels Pvt. Ltd – Peach Technovations Pvt. Ltd – Arsh Avenues LLP – Epitome Textiles LLP
Directorships and Committee memberships in other companies	Aurangabad Oil Extraction Company Private Limited	-	-
Relationships / Pecuniary relationship between Directors interested	-	-	-

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Name of the Director	Mr. Suresh Bhatt
Director Identification Number	00512976
Date of Birth	18/01/1942
Age	77 years
Date of joining the Board	08/01/2019
Qualification	B.Sc (Chemistry)
Profile of the Director	Mr. Suresh Bhatt possesses the experience of more than 50 years in Agrochemical Industry. Mr. Suresh Bhatt is a Managing Director of Dinkal Agro Products Private Limited, a company that specializes in crop organic nutrition technologies and veterinary supplements. Mr. Suresh Bhatt is an esteemed executive leader who has been awarded the Udyog Rattan (1984) and Udyog Shree (1986) by the Government of India for his contributions to the industry. Mr. Suresh Bhatt has also served in various capacities on the Pesticides Manufacturer's Association of India (PMIAI), one of India's premier agrochemical associations.
Past Remuneration	Rs. 12,000 (By way of sitting fees)
Remuneration proposed	Sitting Fees of Rs. 6000 per meeting (Board and Committees)
No. of Board Meetings attended during the financial year 2018-19	1 (appointed with effect from 08.01.2019)
Shareholding as on 31.03.2019	Nil
Directorship in other Companies (excluding Private and Foreign Companies)	NA
Directorships and Committee memberships in other companies	Dinkal Agro Products Private Limited
Relationships / Pecuniary relationship between Directors interested	-

By Order of the Board of Directors

For AIMCO PESTICIDES LIMITED

Sd/-

Ninad Sahasrabuddhe

ACS No. 52226

Company Secretary and Compliance Officer

Place: Mumbai

Date: August 06, 2019

Registered Office:

B- 1/1, MIDC Industrial Area,

Lote Parshuram, Village: Awashi Taluka: Khed,

District: Ratnagiri, Maharashtra 415 707.

Explanatory Statement pursuant to Section 102(2) of the Companies Act, 2013

Item No: 4

The Board of Directors, at its meeting held on May 20, 2019, based on recommendation of the Audit Committee, approved the appointment of M/s. N. Ritesh & Associates, Cost Accountants having Firm Registration No: R100675, as the Cost Auditor of the Company for the Financial Year 2019-20 at a fees of Rs. 60,000/- p.a. (Rupees Sixty Thousand Only) plus out of pocket expenses as may be applicable and Goods and Service Tax as may be applicable for conducting the audit of the cost accounting records.

Section 148(3) of the Companies Act, 2013 ("the Act") read with Rule 14(a) of the Companies (Audit and Auditors) Rules, 2014, requires the Board to appoint an individual, who is a Cost Accountant in Practice or a firm of Cost Accountants in Practice, as Cost Auditor on the recommendations of the Audit committee, which shall also recommend remuneration for such Cost Auditor and such remuneration shall be considered and approved by the Board of Directors and ratified subsequently by the shareholders.

The resolution contained in Item no.4 of the accompanying notice; accordingly, seek members' ratification for fixation of remuneration of Cost Auditor of the Company for the financial year 2019-20.

None of the Directors of the Company is in anyway concerned or interested in the proposed resolution.

Item No: 5

Mr. Pradeep P. Dave, (DIN 00184598), aged 76, was appointed as an Executive Director of the Company for period of three years with effect from April 1, 2016 with monthly remuneration of Rs. 2,50,000 or such higher amount as may be approved by the Nomination and Remuneration Committee, however, such amount shall not exceed Rs. 5,00,000 per month or Rs. 60,00,000 per annum. The previous term of Mr. Pradeep Dave was completed on March 31, 2019. Mr. Pradeep P. Dave, being eligible for re-appointment has offered his candidature for re-appointment as an Executive Director.

The Nomination and Remuneration Committee at its meeting held on March 25, 2019 has principally approved the re-appointment of Mr. Pradeep Dave as an Executive Director of the Company for a period of three years with effect from April 1, 2019 to March 31, 2022 with an annual remuneration package payable to Mr. Pradeep P. Dave, of an amount not exceeding Rs. 10,00,000/- per month or Rs. 1,20,00,000/- per annum, for his next term, starting from April 1, 2019 to March 31, 2022 with base remuneration of Rs. 6,00,000/- per month in respect for FY 2019-20, with such changes / modification for remaining tenure [FY2020-21& 2021-22] of appointment, as the committee records deem fit and appropriate during annual performance evaluation, on such parameters as prescribed in the Remuneration Policy of the Company.

The Board of Directors at its meeting held on May 20, 2019 has approved the said appointment and remuneration payable to Mr. Pradeep Dave for the term of three years with effect from April 1, 2019 to March 31, 2022.

Mr. Pradeep Dave, with his long standing experience has made significant contribution to the progress of the Company and accordingly the proposed resolution towards his re-appointment and payment of remuneration is to be passed as a Special Resolution, pursuant to section 196(3) read with provisions of Schedule V of the Companies Act, 2013.

The relevant information and disclosures have been appended herein below in line with Section II of Part II of [Para (B)] of Schedule V of the Companies Act, 2013. The relevant general information, about the company and appointee is appended herein below, separately.

Your directors recommend above resolution to be passed as a Special Resolution towards re-appointment of Mr. Pradeep Dave as an Executive Director (Whole Time Director) for period of 3 (three) years. Mr. Pradeep Dave, Dr. Samir Dave and Mr. Ashit Dave are deemed to be interested in the above resolution.

Item No: 6

Dr. Samir Dave, (DIN 00184680), was appointed as an Executive Director of the Company for period of three years with effect from April 1, 2016 with monthly remuneration of Rs. 2,50,000 or such higher amount as may be approved by the Nomination and Remuneration Committee, however, such amount shall not exceed Rs. 5,00,000 per month or Rs. 60,00,000 per annum. The previous term of Dr. Samir Dave was completed on March 31, 2019. Dr. Samir Dave, being eligible for re-appointment has offered his candidature for re-appointment as an Executive Director.

The Nomination and Remuneration Committee at its meeting held on March 25, 2019 has principally approved the re-appointment of Dr. Samir Dave as an Executive Director of the Company for a period of three years with effect from April 1, 2019 to March 31, 2022 with an annual remuneration package payable to Dr. Samir Dave, of an amount not exceeding Rs. 10,00,000/- per month or Rs. 1,20,00,000/- per annum, for his next term,

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starting from April 1, 2019 to March 31, 2022 with base remuneration of Rs. 5,00,000/- per month in respect for FY 2019-20, with such changes / modification for remaining tenure [FY2020-21& 2021-22] of appointment, as the committee records deem fit and appropriate during annual performance evaluation, on such parameters as prescribed in the Remuneration Policy of the Company.

The Board of Directors at its meeting held on May 20, 2019 has approved the said appointment and remuneration payable to Dr. Samir Dave for the term of three years with effect from April 1, 2019 to March 31, 2022.

Dr. Samir Dave, with his experience has made significant contribution to the progress of the Company and accordingly the proposed resolution towards his re-appointment and payment of remuneration is to be passed as a Special Resolution, pursuant to section 196(3) read with provisions of Schedule V of the Companies Act, 2013.

The relevant information and disclosures have been appended herein below in line with Section II of Part II of [Para (B)] of Schedule V of the Companies Act, 2013. The relevant general information, about the company and appointee is appended herein below, separately.

Your directors recommend above resolution to be passed as a Special Resolution towards re-appointment of Dr. Samir Dave as an Executive Director (Whole Time Director) for period of 3 (three) years. Mr. Pradeep Dave, Dr. Samir Dave and Mr. Ashit Dave are deemed to be interested in the above resolution.

Item No: 7

Mr. Ashit Dave, (DIN 00184760), was appointed as an Executive Director of the Company for period of three years with effect from April 1, 2016 with monthly remuneration of Rs. 2,50,000 or such higher amount as may be approved by the Nomination and Remuneration Committee, however, such amount shall not exceed Rs. 5,00,000 per month or Rs. 60,00,000 per annum. The previous term of Mr. Ashit Dave was completed on March 31, 2019. Mr. Ashit Dave, being eligible for re-appointment has offered his candidature for re-appointment as an Executive Director.

The Nomination and Remuneration Committee at its meeting held on March 25, 2019 has principally approved the re-appointment of Mr. Ashit Dave as an Executive Director of the Company for a period of three years with effect from April 1, 2019 to March 31, 2022 with an annual remuneration package payable to Mr. Ashit Dave, of an amount not exceeding Rs. 10,00,000/- per month or Rs. 1,20,00,000/- per annum, for his next term, starting from April 1, 2019 to March 31, 2022 with base remuneration of Rs. 5,00,000/- per month in respect for FY 2019-20, with such changes / modification for remaining tenure [FY2020-21& 2021-22] of appointment, as the committee records deem fit and appropriate during annual performance evaluation, on such parameters as prescribed in the Remuneration Policy of the Company.

The Board of Directors at its meeting held on May 20, 2019 has approved the said appointment and remuneration payable to Mr. Ashit Dave for the term of three years with effect from April 1, 2019 to March 31, 2022.

Mr. Ashit Dave, with his experience has made significant contribution to the progress of the Company and accordingly the proposed resolution towards his re-appointment and payment of remuneration is to be passed as a Special Resolution, pursuant to section 196(3) read with provisions of Schedule V of the Companies Act, 2013.

The relevant information and disclosures have been appended herein below in line with Section II of Part II of [Para (B)] of Schedule V of the Companies Act, 2013. The relevant general information, about the company and appointee is appended herein below, separately.

Your directors recommend above resolution to be passed as a Special Resolution towards re-appointment of Mr. Ashit Dave as an Executive Director (Whole Time Director) for period of 3 (three) years. Mr. Pradeep Dave, Dr. Samir Dave and Mr. Ashit Dave are deemed to be interested in the above resolution.

Item No: 8

Mrs. Elizabeth Shrivastava, (DIN 00184865), was appointed as a Managing Director of the Company for period of three years with effect from August 14, 2016 with monthly remuneration of Rs. 2,50,000 or such higher amount as may be approved by the Nomination and Remuneration Committee, however, such amount shall not exceed Rs. 5,00,000 per month or Rs. 60,00,000 per annum. The current term of Mrs. Elizabeth Shrivastava is upto August 13, 2019. Mrs. Elizabeth Shrivastava, being eligible for re-appointment has offered her candidature for re-appointment as a Managing Director.

The Nomination and Remuneration Committee at its meeting held on March 25, 2019 has principally approved the re-appointment of Mrs. Elizabeth Shrivastava as a Managing Director of the Company for a period of three

years with effect from August 14, 2019 to August 13, 2022 with an annual remuneration package payable to Mrs. Elizabeth Shrivastava, of an amount not exceeding Rs. 10,00,000/- per month or Rs. 1,20,00,000/- per annum, for his next term, starting from August 14, 2019 to August 13, 2022 with base remuneration of Rs. 6,00,000/- per month in respect for FY 2019-20, with such changes / modification for remaining tenure[FY2020-21& 2021-22] of appointment, as the committee records deem fit and appropriate during annual performance evaluation, on such parameters as prescribed in the Remuneration Policy of the Company.

The Board of Directors at its meeting held on May 20, 2019 has approved the said appointment and remuneration payable to Mrs. Elizabeth Shrivastava for the term of three years with effect from April 1, 2019 to March 31, 2022.

Mrs. Elizabeth Shrivastava, with her experience has made significant contribution to the progress of the Company and accordingly the proposed resolution towards his re-appointment and payment of remuneration is to be passed as a Special Resolution, pursuant to section 196(3) read with provisions of Schedule V of the Companies Act, 2013.

The relevant information and disclosures have been appended herein below in line with Section II of Part II of [Para (B)] of Schedule V of the Companies Act, 2013. The relevant general information, about the company and appointee is appended herein below, separately.

Your directors recommend above resolution to be passed as a Special Resolution towards re-appointment of Mrs. Elizabeth Shrivastava as Managing Director for period of 3 (three) years. Mrs. Elizabeth Shrivastava, and her relatives, if any, shall deemed to be interested in the resolution.

Item No: 9

Mr. Ramgopal Kaja (DIN: 00140047), was appointed as an Independent Director of the Company for a term of Five years with effect from September 30, 2014. The current term of Mr. Ramgopal Kaja as an Independent Director is expiring on September 29, 2019. Mr. Ramgopal Kaja, being eligible for re-appointment has offered his candidature for re-appointment as an Independent Director of the Company for a term of five years with effect from September 30, 2019.

In the opinion of the Board and considering the vast professional experience in Finance and Corporate Legal matters, Mr. Ramgopal Kaja fulfills the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 read with the relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Mr. Ramgopal Kaja (DIN: 00140047) fulfils the conditions specified in the Companies Act 2013 for his appointment.

The Board recommends the Special Resolution set out at Item Nos. 9 of the Notice for approval by the shareholders.

Mr. Ramgopal Kaja and his relatives, if any, may deemed to be interested in the resolutions set out respectively at item No. 9 of this Notice, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the Notice.

Item No: 10

Mr. Mayoora Amin (DIN: 00179889) was appointed as an Additional Independent Director by the Board of Directors of the Company at its meeting held on January 8, 2019, pursuant to the recommendation of the Nomination and Remuneration Committee, to hold office upto the date of ensuring Annual General Meeting of the Company in terms of Section 161 of the Companies Act 2013.

The Company has duly received the declaration of independence from Mr. Mayoora Amin that he meets criteria of Independence as prescribed under Section 149(6) of the Companies Act 2013 and relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Mr. Mayoora Amin (DIN: 00179889) fulfils the conditions specified in the Companies Act 2013 for his appointment.

In light of the above, and considering the vast expertise and experience as specified earlier in the notice, the Board recommends passing a Special Resolution as set out in Item No. 10 for appointment of Mr. Mayoora Amin as an Independent Director of the Company for a term of five consecutive years.

Mr. Mayoora Amin and his relatives, if any, may deemed to be interested in the resolution set out respectively at item No. 10 of this Notice, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company are, in any way, concerned

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or interested, financially or otherwise, in the resolution set out at Item No. 10 of the Notice.

Item No: 11

Mr. Suresh Bhatt (DIN: 00512976) was appointed as an Additional Independent Director by the Board of Directors of the Company at its meeting held on January 8, 2019, pursuant to the recommendation of the Nomination and Remuneration Committee, to hold office upto the date of ensuring Annual General Meeting of the Company in terms of Section 161 of the Companies Act 2013.

The Company has duly received the declaration of independence from Mr. Suresh Bhatt that he meets criteria of Independence as prescribed under Section 149(6) of the Companies Act 2013 and relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Mr. Suresh Bhatt (DIN: 00512976) fulfils the conditions specified in the Companies Act 2013 for his appointment.

In light of the above, and considering the vast expertise and experience as specified earlier in the notice, the Board recommends passing a Special Resolution as set out in Item No. 11 for appointment of Mr. Suresh Bhatt as an Independent Director of the Company for a term of five consecutive years.

Mr. Suresh Bhatt and his relatives, if any, may be deemed to be interested in the resolution set out respectively at item No. 11 of this Notice, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 11 of the Notice.

Item No: 12

The Company had paid remuneration of Rs. 25,35,000 to Mrs. Elizabeth Shrivastava, Managing Director of the Company in the Financial Year 2014-15. The Company had further applied to the Central Government for approval of appointment and remuneration to paid to Mrs. Elizabeth Shrivastava for a period of three years w.e.f August 14, 2013 to August 13, 2016. Though the Central Government had approved the appointment of Mrs. Elizabeth Shrivastava as a Managing Director of the Company for a period of three years with effect from August 14, 2013 to August 13, 2016, approval for payment of remuneration mentioned therein sought for more clarification. The Company, vide its various letters, sought clarification from the Central Government with respect to the approval for amount payable by way of remuneration, however, failed to receive any sort of clarification from the Central Government in that regard.

In light of pendency of clarification from the Central Government and further, as per section 197 (17) of the Companies Act, 2013(introduced by Companies Amendment Act, 2017, effective from September 12, 2018), the Board recommends passing a Special Resolution as set out in Item No. 12 to approve and ratify the remuneration of Rs. 25,35,000 paid to Mrs. Elizabeth Shrivastava, Managing Director of the Company in the Financial Year 2014-15, in view of the abatement of the application of the Company filed with the Central Government under Section 197 of the Act.

Mrs. Elizabeth Shrivastava, Managing Director of the Company and her relatives, if any, may be deemed to be interested in the resolution set out respectively at item No. 12 of this Notice, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 12 of the Notice.

By Order of the Board of Directors

For AIMCO PESTICIDES LIMITED

Sd/-

Ninad Sahasrabuddhe

ACS No. 52226

Company Secretary and Compliance Officer

Place: Mumbai

Date: August 06, 2019

Registered Office:

B- 1/1, MIDC Industrial Area,

Lote Parshuram, Village: Awashi Taluka: Khed,

District: Ratnagiri, Maharashtra 415 707.