

**COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

1. Name of Listed Entity: **INSECTICIDES (INDIA) LIMITED (CIN: L65991DL1996PLC083909)**  
 2. Quarter ending: **March 31, 2020**

**I. Composition of Board of Directors**

Title (Mr./Mrs.)	Name of Director	DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Date of Appointment in the current term/cessation	Tenure* (yrs)	No. of Directorship in listed entities including this listed entity	No. of membership in Audit/Stakeholder Committee(s) including this listed entity	No. of post of chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity
Mr.	Hari Chand Aggarwal	00577015	Chairperson (Executive Director)	01/10/2017 (A)	-	1	Nil	Nil
Mr.	Rajesh Aggarwal	00576872	Managing Director (Executive Director)	15/11/2019 (A)	-	1	Nil	Nil
Mrs.	Nikunj Aggarwal	06569091	Whole-time Director (Executive Director)	02/05/2018 (A)	-	1	Nil	Nil
Mr.	Navin Shah	02701860	Independent Director	31/05/2019 (A)	10 Months	1	1	Nil
Mr.	Virjesh Kumar Gupta	06382540	Independent Director	31/05/2019 (A)	10 Months	1	2	1
Mr.	Vinod Kumar Mittal	07421742	Independent Director	09/02/2019 (A)	13 Months	1	2	1
Mr.	Jayaraman Swaminathan	02634470	Independent Director	09/02/2019 (A)	13 Months	1	1	0
Mrs.	Praveen Gupta	00180678	Independent Director	15/02/2020(A)	1 Month	4	4	1

\$ PAN number of any director would not be displayed on the website of Stock Exchange

& Category of directors means executive /non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period

**II. Composition of Committees**

Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)\$
Audit Committee	Mr. Vinod Kumar Mittal Mr. Virjesh Kumar Gupta Mr. Jayaraman Swaminathan	Chairperson - Independent Independent Independent
Nomination & Remuneration Committee	Mr. Jayaraman Swaminathan Mr. Virjesh Kumar Gupta Mr. Navin Shah	Chairperson - Independent Independent Independent
Risk Management Committee	Not Applicable	Not Applicable
Stakeholders Relationship Committee	Mr. Virjesh Kumar Gupta Mr. Navin Shah Mr. Vinod Kumar Mittal	Chairperson - Independent Independent Independent

& Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

**III. Meeting of Board of Directors**

Date(s) of Meeting (if any) in the previous quarter	Date (s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
13/11/2019	07/02/2020 05/03/2020	85 Days 26 Days

**IV. Meeting of Committees**

Name of Committees	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee	07/02/2020 05/03/2020	Yes, all the members were present	13/11/2019	85 Days 26 Days
Nomination and Remuneration Committee	07/02/2020	Yes, all the members were present except Mr. Navin Shah.	13/11/2019	85 Days
Stakeholders Relationship Committee	07/02/2020	Yes, all the members were present except Mr. Navin Shah.	13/11/2019	85 Days
Corporate Social Responsibility Committee	07/02/2020	Yes, all the members were present	13/11/2019	85 Days

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

**V. Related Party Transactions**

Subject	Compliance Status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

**Note:**

- In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- If status is "No" details of non compliance may be given here.

**VI. Affirmations**

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - Yes
- The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - Audit Committee - Yes
  - Nomination & remuneration committee - Yes
  - Stakeholders relationship committee - Yes
  - Risk management committee (applicable to the top 100 listed entities) - NA
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - Yes
- The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - Yes
- This report and/or the report submitted in the previous quarter have been placed before Board of Directors. - Yes

**Sandeep Kumar**  
**Company Secretary and Chief Compliance Officer**  
**Mem No. - 29777**

**ANNEXURE - II**
**I. Disclosure on website in terms of Listing Regulations**

Item	Compliance status (Yes/No/NA) refer note below
Details of Business	Yes
Terms and conditions of appointment of Independent Directors	Yes
Composition of various committees of Board of Directors	Yes
Code of conduct of Board of Directors and senior management personnel	Yes
Details of establishment of vigil mechanism / Whistle Blower Policy	Yes
Criteria of making payments to Non-executive Directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to Independent Directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
E-mail address of grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/ or their associates	Yes
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes
New name and the old name of the listed entity	NA
Advertisements as per Regulation 47(1)	Yes
Credit rating or revision in credit rating obtained	Yes
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes
Materiality policy as per Regulation 30	Yes
Dividend Distribution Policy as per Regulation 43A (as applicable)	Yes
It is certified that these contents on the website of the listed entity are correct.	Yes

**II. Annual Affirmations**

Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1), 17(1A) & 17(1B)	Yes
Meeting of Board of Directors	17(2)	Yes
Quorum of Board Meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes

Recommendation of Board	17(11)	Yes
Maximum number of Directorships	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition Of Nomination & Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination & Remuneration Committee	19(2A)	Yes
Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1) , 20(2) & 20(2A)	Yes
Meeting of Stakeholders Relationship Committee	20(3A)	Yes
Composition and Role of Risk Management committee	21(1),(2),(3),(4)	NA
Meeting of Risk Management committee	21(3A)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1), (1A), (5), (6), (7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all Related Party Transactions	23(2), (3)	Yes
Approval of material Related Party Transaction	23(4)	Yes
Disclosure of related party transactions on consolidated basis	23(9)	
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3), (4), (5) & (6)	NA
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	NA
Maximum Tenure	25(2)	Yes
Meeting of Independent Directors	25(3) & (4)	Yes
Familiarization of Independent Directors	25(7)	Yes
Declaration from Independent Directors	25(8) & (9)	Yes
D & O Insurance for Independent Directors	25(10)	NA
Memberships in Committee	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligation of directors and senior management	26(2) & (5)	Yes

**Note:**

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- If status is "No" details of non-compliance may be given here.
- If the Listed Entity would like to provide any other information the same may be indicated here.  
- Disclosure on website in terms of Listing Regulations is available in Companies website i.e www.insecticidesindia.com

**III. Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied - NA

**Sandeep Kumar**

**Company Secretary and Chief Compliance Officer**

**Mem No. - 29777**