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CODE OF CONDUCT

Pursuant to Clause 49 of the Listing Agreement, the Board of Insecticides (India) Limited (hereinafter referred as 'IIL' or 'Company') shall lay down the Code of Conduct (hereinafter referred as 'Code') for the Company and its Officers which inter alia includes the Board of Directors, Key Managerial Personnel (KMPs) and the Senior Management includes the level of employees upto the level of the Assistant General Manager (hereinafter collectively referred as 'Officers') which shall strictly follow as enumerated hereunder:

Corporate Governance Policy

The Corporate Governance Policy is the apex level instrument guiding conduct of the affairs of the Company and clearly delineates the roles, responsibilities and authorities of the Officers of the Company. This Code forms an integral part of the Company's Governance Policy. The Directors, KMPs and Senior Management must adhere to the Corporate Governance Policy of the Company.

Corporate Citizenship

In the conduct of the Company's business, the practice of good corporate citizenship is a prerequisite and embraces the following:

A Gender Friendly Workplace

As a good corporate citizen, IIL is committed to a gender friendly workplace. It seeks to enhance equal opportunities for men and women, prevent/stop/redress sexual harassment at the workplace and institute good employment practices.

Sexual harassment includes unwelcome sexually determined behaviour such as: unwelcome physical contact; a demand or request for sexual favours; sexually colored remarks; showing pornography and any other unwelcome physical, verbal or non-verbal conduct of a sexual nature.

III. maintain an open door for reportees; encourages employees to report any harassment concerns and is responsive to employees complaint about harassment or other unwelcome and offensive conduct.

Dealing with People in the Organisation

Every Officer, dealing with each other, shall uphold the values which are at the core of our Philosophy - trust, teamwork, mutuality and collaboration, meritocracy, objectivity, self respect and human dignity. These values form the basis of our policy and processes. In areas such as selection and recruitment, meritocracy will be the only criterion and all managers will scrupulously avoid considerations other than merit and suitability. Performance management systems including appraisals, remuneration and rewards will focus on meritocracy, equity and upholding of Company values.

Financial Reporting and Records

The Company and its Officers shall prepare and maintain accounts of the Company's business affairs fairly and accurately in accordance with the accounting and financial reporting standards which represent the generally accepted guidelines, principles, standards, laws and regulations of the country in which the Company in which the Company conducts its business affairs.

Internal accounting and audit procedures shall fairly and accurately reflects all of the Company's business transactions and disposition of assets. All required information shall be accessible to Company auditors and other authorized parties and government agencies. There shall be no willful omissions of any Company transactions from the books and records, no advance income recognition, and no hidden bank account and funds.

Any willful material misrepresentation of and /or misinformation on the financial accounts and reports shall be regarded as a violation of this Code, apart from inviting appropriate civil or criminal action under the relevant laws.

Transparency and Auditability

The Officers shall ensure that their actions in the conduct of business are totally transparent except where the needs of business security dictate otherwise. Such transparency shall be brought about through appropriate policies, systems and processes including as appropriate, segregation of duties, tiered approval mechanism and involvement of more than one manager in key decisions and maintaining supporting records. It shall be necessary to voluntarily ensure that areas of operation are open to audit and the conduct of activities is totally auditable.

Equal- Opportunities Employer

The Company and its Officers shall provide equal opportunities to all its employees and all qualified applicants for employment, without regard to their race, caste, religion, colour, ancestry, marital status, sex, age, nationality, disability and veteran status. Employees of the Company shall be treated with dignity and in accordance with the Company's policy to maintain a working environment, free of sexual harassment, whether physical, verbal or psychological.

Employee policies and practices shall be administered in a manner that ensures that in all matters equal opportunity is provided to those eligible and the decisions are merit-based.

Gifts and Donations

The Company and its Officers shall neither receive nor offer or make, directly or indirectly, any illegal payments, remuneration, gifts, donations or comparable benefits which are intended to or perceived to obtain business or uncompetitive favours for the conduct of its business. However, the Company and its employees may accept and offer nominal gifts, which are customarily given and are of a commemorative nature, for special events provided the same shall be disclosed appropriately to the management.

Company Facilities

No Officer shall misuse Company's facilities. In the use of Company facilities, care shall be exercised to ensure that costs are reasonable and there is no wastage.

Government Agencies

The Company and its Officers shall not offer or give any Company funds or property as donation to any government agencies or their representative, directly or through intermediaries, in order to obtain any favourable performance of official duties.

Health, Safety and Environment

The Company and its Officers shall strive to provide a safe and healthy working environment and comply the conduct of the business affairs of the Company, with all regulations regarding the preservation of the environment of the territory in which it operates. The Company and its Officers shall be committed to prevent the wasteful use of natural resources and minimize any hazardous impact of the development, production, use and disposal of any of its products and services on the ecological environment.

Quality of Products and Services

The Company and its Officers shall be committed to supply goods and services of the highest quality standards, backed by efficient services consistent with the requirements of the customers to ensure their total satisfaction. The quality standards of the Company's goods and services should at least meet the required national standards and the Company should endeavor to achieve international standards.

Corporate Citizenship

The Company and its Officers shall be committed to be a good corporate citizen, not only in compliance with all relevant laws and regulations, but also by actively assisting in the improvement of the quality of life of the people in the communities in which it operates, with the objective of making them self reliant.

Such social responsibility would comprise, to initiate and support community initiative in the field of community health and family welfare, water management, vocational training, education, literacy and encourage application of modern scientific and managerial techniques and expertise. This will be reviewed periodically in consonance with national and regional priorities.

The Company would also not treat these activities as optional ones, but would strive to incorporate them as integral part of its business plan. The Company would also encourage volunteering amongst its employees and help them to work in the communities. The Company is encouraged to develop social accounting systems and to carry out social audit of their operations.

Cooperation of Group Companies

The Company and its Officers shall cooperate with other Group Companies by sharing physical, human and management resources as long as this does not adversely affect its business interests and shareholder value.

In the procurement of products and services, the Company shall give preference to another Group Company as long as it can provide these on competitive terms relative to third parties.

Public Representation of the Company and the Group

The Company and its Officers shall honour the information requirements of the public and the stakeholders of the Company. In all its public appearance with respect to disclosing Company and business information of the public constituencies such as the media, the financial community, employees and shareholders of the Company or the Group shall be represented only by specifically authorized directors and employees. It will be the sole responsibility of these authorized representatives to disclose information on the Company or the group.

Third – Party Representation

Parties which have business dealings with the Group but are not members of the Group, such as consultants, agents, sales representatives, distributors, contractors, suppliers, etc. shall not be authorized to represent the Company if their business conduct and ethics are known to be inconsistent with this code.

Use of the Company Brand

The use of the Company name and trademark owned by the Company shall be governed by manuals, codes and agreements to be issued by the Company. The use of the Company brand is defined in and regulated by the Company Brand Equity & Business Promotion Agreement.

Ethical Conduct

The Officers of the Company, including whole – time Directors, Executive and Non-executive Directors, Managing Director, CEO, CFO and CCO shall deal on behalf of the Company with professionalism, honesty and integrity, as well as high moral and ethical standards. Such conduct shall be fair and transparent and be perceived to be as such by third parties.

Legal Compliances

The Officers of the Company shall comply with all applicable government laws, rules and regulations. The employees and directors shall acquire appropriate knowledge of the legal requirements relating to their duties sufficient to enable themselves to recognize potential dangers. Violations of applicable governmental laws, rules and regulations may subject them to individual criminal or civil liability, as well as to disciplinary action by the Company. Such individual violations may also subject to the Company to civil or criminal liability or the loss of business.

Group Policies

The Company and its Officers shall recommend to its board of directors the adoption of policies and guidelines periodically formulated by the Company.

Shareholders

The Officers of the Company shall be committed to enhance shareholder value and comply with all regulations and laws that govern shareholders' rights. The Board of Directors of the Company shall duly and fairly inform its shareholders about all relevant aspects of the Company's business, and disclose such information in accordance with the respective regulations and agreements.

Every Officer shall be responsible for the implementation of and compliance with this code in his professional environment. Failure to adhere to the code could attract the most severe consequences, including termination of employment or directorship, as the case may be.

Concurrent Employment

The Officers of the Company shall not, without the prior approval of the Managing Director, CFO or CEO of the Company, accept employment or a position of responsibility (such as a consultant or a director) with any other Company, nor provide 'freelance' services to any one. In the case of the Managing Director, CFO or CEO, such prior approval must be obtained for providing such services from the Board of Directors of the Company.

Corporate Opportunities

The Officers of the Company shall not exploit for their own personal gain, opportunities that are discovered through the use of Company's property, information or position, unless the opportunity is disclosed fully in writing to the Company's Board of Directors and the Board declines to pursue such opportunity.

Confidentiality

The Officers of the Company shall not disclose/ reveal any facts/figures/information/trade secrets or confidential documents in written/verbal form, obtained during the course of business relationship with Company to any person(s)/authority(ies)/organization(s)/statutory body(ies) unless required by law and/or with specific written permission of the Company.

Representation

The Officers shall not write/appear or represent himself/herself to any third party unless authorized by the Company in writing.

Intellectual Property Rights

All documents, processes, manuals, literature, systems etc. or any other intellectual property developed or created by the officers during the association of the officers with the Company are sole property and Intellectual Property Rights of the Company.

Conflict of Interest

The Officers of the Company shall not engage in any business relationship or activity, which might detrimentally conflict with the interest of his

Company or the group. A conflict of interest, actual or potential, may arise where, directly or indirectly:

- a) An Officer of the Company engages in a business relationship or activity with anyone who is party to a transaction with his or her Company.
- b) An Officer in a position to derive a personal benefit to any of his or her relatives by making or influencing decisions relating to any transaction.
- c) An independent judgment of the Company's group best interest cannot be exercised.

The main areas of such actual or potential conflicts of interest would include the following:

- Financial interest of an Officer of the Company or his relatives, including the holding of an investment in the subscribed share capital of any Company or a share in any firm which is an actual or potential competitor, supplier, customer, distributor, joint venture or other alliance partner of the Company. (The ownership of up to 1 per cent of the subscribed share capital of a publicly held company shall not ordinarily constitute a financial interest for this purpose.)
- An Officer of the Company conducting business on behalf of his or her Company, or being in a position to influence a decision with regard to his or her Company's business with a supplier or customer of which his or her relative is a principal, officer or representative, resulting in a benefit to him/her or his/her relative.
- Award of benefits such as increase in salary or other remuneration, posting, promotion or recruitment of a relative of any Officer of the Company, where such an individual is in a position to influence the decision with regard to such benefits.
- Acceptance of gifts, donations, hospitality and/or entertainment beyond the customary level from existing or potential suppliers,

customers or other third parties which have business dealing with the Company.

Notwithstanding that such or other instances of conflict of interest exist due to any historical reasons, adequate and full disclosure by the interested employees should be made to the Company's management. It is also incumbent upon every employee to make a full disclosure of any interest which the employee or the employee's immediate family, which would include parents, spouse and children, may have in a Company or firm which is a supplier, customer, distributor of or has other business dealings with his Company.

Every Officer who is required to make a disclosure as mentioned above shall do so, in writing, to his or her immediate superior, who shall forward the information along with comments to the person designated for his purpose by the MD/CEO, who in turn will place it before the MD/CEO and/or the board of directors/ executive committee appointed by the board and, upon a decision being taken in the matter, the employee concerned will be required to take necessary action as advised to resolve/avoid the conflict.

If an Officer fails to make a disclosure as required herein, and the management of its own accord becomes aware of an instance of conflict of interest that ought to have been disclosed by the employee, the management shall take a serious view of the matter and consider suitable disciplinary action against the employee.

Securities Transactions and Confidential Information

The Officers of the Company and his or her immediate family members shall not derive any benefit or assist others to derive any benefit from the access to and possession of information about the Company or the group, which is not in the public domain and thus constitutes insider information.

The Officers of the Company shall not use or proliferate information which is not available to the investing public and which therefore constitutes insider information for making or giving advice on investment decisions on the securities of the respective Company on which such insider information has been obtained.

Such insider information might include the following:

- Periodical financial results of the Company;
- Acquisition and divestiture of businesses or business units;
- Financial information such as profits, earnings and dividends;
- Announcement of new product introductions or developments;
- Assets revaluations;
- Investment decisions/ plans;
- Restructuring plans;
- Major supply and delivery agreements;
- Raising finances
- Issue of new securities and buy back of its own shares;
- Expansion/new projects;
- Amalgamation, merger or takeover.

Protecting Company Assets

The assets of the Company should not be misused but employed for the purpose of conducting the business for which they are duly authorized. These include tangible assets such as equipment and machinery, systems, facilities, materials, resources as well as intangible assets such as proprietary information, relationship with customers and suppliers, etc.

Citizenship

The Officers of the Company shall in his or her private life be free to pursue an active role in civic or political affairs as long as it does not adversely affect the business or interests of the Company or the Group.

Integrity of Data Furnished

Every Officer of the Company shall ensure, at all times, the integrity of data or information furnished by him or her to the Company.

Reporting Concern

Every Officer of the Company shall promptly report to the management any actual or possible violation of this code, or an event he or she becomes aware of that could affect the business or reputation of his/ her or any other Group Company.

Waivers

Any waiver of any provision of this Code of Conduct for a director, officer or employee must be placed for approval before the Company's Board of Directors/ Corporate Management Committee, as appropriate.

Non Adherence

Any instance of non – adherence to the Code of Conduct/ any other observed unethical behavior on the part of those covered under this Code should be brought to the attention of the immediate reporting authority, who shall in turn report the same to the Head of Corporate Human Resources.

CODE FOR INDEPENDENT DIRECTORS

The Code for Independent Director ('Code') is a guide to professional conduct of Independent Directors. This is in addition to whatever has been stated above in the code and applies specifically for independent Directors of the Company.

The Guidelines for Professional Conduct, the Role, Functions and Duties of Independent Directors as enumerated hereunder are as mentioned in Schedule IV of the Companies Act, 2013 and would stand amended to the extent of on any amendment to the said schedule from time to time.

Guidelines for Professional conduct

Every Independent Director shall:

1. uphold ethical standards of integrity and probity;
2. act objectively and constructively while exercising their duties;
3. exercise their responsibilities in a bona fide manner in the interest of the Company;
4. devote sufficient time and attention towards your professional obligations for informed and balanced decision making;

5. not allow any extraneous considerations that will vitiate their exercise of objective independent judgment in the paramount interest of the Company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
6. not abuse their position to the detriment of the Company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
7. refrain from any action that would lead to loss of their independence;
8. where circumstances arise which make an Independent Director lose his independence, the Independent Director must immediately inform the Board accordingly;
9. assist the Company in implementing the best corporate governance practices.

Role and functions

The Independent Directors shall:

1. Help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct.
2. Bring an objective view in the evaluation of the performance of Board and management.
3. Scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance.
4. Satisfy themselves on the integrity of financial information and that financial controls and systems of risk management are robust and defensible.
5. Safeguard the interests of all stakeholders, particularly the minority shareholders.

6. Balance the conflicting interest of the stakeholders.
7. Determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management.
8. Moderate and arbitrate in the interest of the Company as a whole, in situations of conflict between management and shareholder's interest.

Duties

The Independent Directors Shall:

1. Undertake appropriate induction and regularly update and refresh your skills, knowledge and familiarity with the Company.
2. Seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the Company.
3. Strive to attend all meetings of the Board including a separate meeting of the independent director and of the Board committees of which you are a member.
4. Participate constructively and actively in the committees of the Board in which you are chairperson or member.
5. Strive to attend the general meetings of the Company.
6. Where you have concerns about the running of the Company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that your concerns are recorded in the minutes of the Board meeting.
7. Keep themselves well informed about the Company and the external environment in which it operates.
8. Not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board.

9. Pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure yourself that the same are in the interest of the Company.

10. Ascertain and ensure that the Company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use.

11. Report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy.

12. Acting within their authority, assist in protecting the legitimate interests of the Company, shareholders and its employees.

13. Not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.