

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity: **INSECTICIDES (INDIA) LIMITED (CIN: L65991DL1996PLC083909)**
 2. Quarter ending: **March 31, 2019**

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)	15/11/2016 (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	01/06/2014 (A)	4 Yrs & 10 Months	1	2	Nil
Mr.	Virjesh Kumar Gupta	06382540	Independent Director	01/06/2014 (A)	4 Yrs & 10 Months	1	2	1
Mr.	Vinod Kumar Mittal	07421742	Independent Director	09/02/2019 (A)	1 Month	1	1	1
Mr.	Jayaraman Swaminathan	02634470	Independent Director	09/02/2019 (A)	1 Month	1	1	0

\$ 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)
12/11/2018	04/02/2019	83 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	04/02/2019	Yes, all the members were present except S.Jayaraman	12/11/2018	83 Days
Stakeholders Relationship Committee	04/02/2019	Yes, all the members were present	04/10/2018 12/11/2018	83 Days
Corporate Social Responsibility Committee	04/02/2019	Yes, all the members were present	12/11/2018	83 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
New name and the old name of the listed entity			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)	Yes
Meeting of Board of Directors		17(2)	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
Composition of Audit Committee		18(1)	Yes
Meeting of Audit Committee		18(2)	Yes
Composition Of Nomination & Remuneration Committee		19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee		20(1) & (2)	Yes
Composition and Role of Risk Management committee		21(1),(2),(3),(4)	NA
Vigil Mechanism		22	Yes
Policy for related party Transaction		23(1), (5), (6), (7) & (8)	Yes

Prior or Omnibus approval of Audit Committee for all Related Party Transactions	23(2), (2)	Yes
Approval of material Related Party Transaction	23(4)	Yes
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
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of Independent Directors	25(3) & (4)	Yes
Familiarization of Independent Directors	25(7)	Yes
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:

1. 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.
2. If status is "No" details of non-compliance may be given here.
3. 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
Mem No. - 29777