

Corporate Governance

General information about company

Scrip code	524164
NSE Symbol	IOLCP
MSEI Symbol	NOTLISTED
ISIN	INE485C01011
Name of the entity	IOL Chemicals and Pharmaceuticals Limited
Date of start of financial year	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Yearly
Date of Report	31-03-2024
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Yes

Whether Chairperson is related to MD or CEO

No

Sr	Title (Mr / Ms)	Name of the Director	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth
1	Mr	Rajender Mohan Malla	00136657	Non-Executive - Independent Director	Chairperson		15-05-1953
2	Mr	Varinder Gupta	00044068	Executive Director	Not Applicable	MD	06-12-1962
3	Mr	Vikas Gupta	07198109	Executive Director	Not Applicable		13-02-1992
4	Mr	Abhiraj Gupta	08204917	Executive Director	Not Applicable		04-01-1995
5	Mr	Kushal Kumar Rana	09189020	Executive Director	Not Applicable		15-09-1969
6	Ms	Sandhya Mehta	06954964	Non-Executive - Independent Director	Not Applicable		25-03-1968

7	Mr	Harpal Singh	06658043	Non-Executive - Independent Director	Not Applicable		17-09- 1955
8	Mr	Sharad Tyagi	00371842	Non-Executive - Independent Director	Not Applicable		01-11- 1961

I. Composition of Board of Directors

Disqualification of Directors under section 164 of the Companies Act, 2013

Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Active
5	No				Active
6	No				Active
7	No				Active
8	No				Active

Sr	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & 17A(2)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
1	NA		06-02-2019	06-02-2022		61.26	3	3	5	4
2	NA		13-11-1986	01-09-2023			1	0	1	0
3	NA		29-05-2015	29-05-2020			1	0	2	0
4	NA		03-04-2023	03-04-2023			1	0	0	0
5	NA		04-06-2021	04-06-2021			1	0	0	0
6	NA		22-08-2014	22-08-2019		115.1	1	1	2	1
7	NA		06-02-2019	06-02-2022		61.26	2	2	1	1
8	NA		30-05-2022	30-05-2022		22.02	1	1	2	0

Audit Committee Details

Whether the Audit Committee has a Regular Chairperson Yes

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	06658043	Harpal Singh	Non-Executive - Independent Director	Chairperson	06-02-2019		
2	06954964	Sandhya Mehta	Non-Executive - Independent Director	Member	06-02-2019		
3	07198109	Vikas Gupta	Executive Director	Member	06-02-2019		
4	00371842	Sharad Tyagi	Non-Executive - Independent Director	Member	09-08-2022		

Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson Yes

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	06954964	Sandhya Mehta	Non-Executive - Independent Director	Chairperson	06-02-2019		
2	00136657	Rajender Mohan Malla	Non-Executive - Independent Director	Member	06-02-2019		

3	06658043	Harpal Singh	Non-Executive - Independent Director	Member	06-02-2019		
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Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson Yes

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	06954964	Sandhya Mehta	Non-Executive - Independent Director	Chairperson	06-02-2019		
2	00044068	Varinder Gupta	Executive Director	Member	06-02-2019		
3	07198109	Vikas Gupta	Executive Director	Member	06-02-2019		
4	00371842	Sharad Tyagi	Non-Executive - Independent Director	Member	09-08-2022		

Risk Management Committee

Whether the Risk Management Committee has a Regular Chairperson Yes

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	06658043	Harpal Singh	Non-Executive -	Chairperson	10-02-2021		

			Independent Director				
2	06954964	Sandhya Mehta	Non-Executive - Independent Director	Member	10-02-2021		
3	07198109	Vikas Gupta	Executive Director	Member	10-02-2021		
4	09189020	Kushal Kumar Rana	Executive Director	Member	10-02-2021		
5	99999999	Pardeep Kumar Khanna	Chief Financial Officer	Member	10-02-2021		Textual Information(1)

Sr Text Block

Textual Information(1)	Mr Pardeep Kumar Khanna is CFO of the Company. He is not director of the Company
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Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson Yes

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00044068	Varinder Gupta	Executive Director	Chairperson	11-08-2018		

2	07198109	Vikas Gupta	Executive Director	Member	11-08-2018		
3	06954964	Sandhya Mehta	Non-Executive - Independent Director	Member	11-08-2018		

Annexure 1

III. Meeting of Board of Directors

Disclosure of notes on
meeting of board of directors
explanatory

Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	08-11-2023				Yes	8	8	4
2		06-02-2024	89		Yes	8	7	4

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	08-11-2023				Yes	4	4	3	0
2	Audit Committee	06-02-2024	89			Yes	4	4	3	0
3	Corporate Social Responsibility Committee	08-11-2023				Yes	3	3	1	0
4	Corporate Social Responsibility Committee	06-02-2024	89			Yes	3	3	1	0
5	Stakeholders Relationship Committee	06-02-2024				Yes	4	4	2	0

6	Risk Management Committee	06-02-2024				Yes	4	2	0	1
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V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes

4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	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
7	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
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	Abhay Raj Singh
2	Designation	Company Secretary and Compliance Officer

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		https://www.iolcp.com/business/business-overview
2	Terms and conditions of appointment of independent directors	Yes		https://www.iolcp.com/uploads/Draft-Letter-of-Appointmentid.pdf
3	Composition of various committees of board of directors	Yes		https://www.iolcp.com/investors/corporate-governance
4	Code of conduct of board of directors and senior management personnel	Yes		https://www.iolcp.com/uploads/Code-of-conduct-for-Directors-and-Senior-Management.pdf
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://www.iolcp.com/uploads/Whistle-Blower-Policy.pdf
6	Criteria of making payments to non-executive directors	Yes		https://www.iolcp.com/uploads/Nomination-and-Remuneration-Policy.pdf
7	Policy on dealing with related party transactions	Yes		https://www.iolcp.com/uploads/Policy-on-materiality-of-and-dealing-with-Related-Party-Transactions.pdf
8	Policy for determining	Yes		https://www.iolcp.com/uploads/Policy-for-

	'material' subsidiaries			determining-material-subsiidiaries.pdf
9	Details of familiarization programmes imparted to independent directors	Yes		https://www.iolcp.com/uploads/Familiarisation-Programme-for-Directors.pdf
10	Email address for grievance redressal and other relevant details	Yes		https://www.iolcp.com/investors/services
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://www.iolcp.com/investors/services
12	Financial results	Yes		https://www.iolcp.com/investors/financial-performance
13	Shareholding pattern	Yes		https://www.iolcp.com/investors/shareholding-pattern
14	Details of agreements entered into with the media companies and/or their associates	Yes		https://www.iolcp.com/investors/disclosure-under-regulation
15.1	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		https://www.iolcp.com/investors/events

15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	Yes		https://www.iolcp.com/investors/earnings-concall
16	New name and the old name of the listed entity	Yes		https://www.iolcp.com/investors/disclosure-under-regulation
17	Advertisements as per regulation 47 (1)	Yes		https://www.iolcp.com/investors/publication-announcements
18	Credit rating or revision in credit rating obtained	Yes		https://www.iolcp.com/investors/credit-ratings
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		https://www.iolcp.com/investors/financial-statements-of-subsiary-companies
20	Secretarial Compliance Report	Yes		https://www.iolcp.com/investors/secretarial-compliance-report
21	Materiality Policy as per Regulation 30 (4)	Yes		https://www.iolcp.com/uploads/Policy-on-Determination-of-Materiality-2016.pdf
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		https://www.iolcp.com/investors/disclosure-under-regulation
23	Disclosures under regulation 30(8)	Yes		https://www.iolcp.com/investors/publication-announcements
24	Statements of deviation(s) or	Yes		https://www.iolcp.com/investors/disclosure-under-

	variations(s) as specified in regulation 32			regulation
25	Dividend Distribution policy as per Regulation 43A(1)	Yes		https://www.iolcp.com/investors/divident
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes		https://www.iolcp.com/investors/annual-returns
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		https://www.iolcp.com/investors/disclosure-under-regulation
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		https://www.iolcp.com/investors/disclosure-under-regulation

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	

2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Role of Audit Committee and	18(3)	Yes	

	information to be reviewed by the audit committee			
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
26	Meeting of Risk Management Committee	21(3A)	Yes	
27	Quorum of Risk Management Committee meeting	21(3B)	Yes	
28	Gap between the meetings of the Risk	21(3C)	Yes	

	Management Committee			
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes	
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
32	Approval for material related party transactions	23(4)	Yes	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
36	Alternate Director to Independent Director	25(1)	NA	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	NA	
39	Meeting of independent directors	25(3) & (4)	Yes	

40	Familiarization of independent directors	25(7)	Yes	
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	Yes	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	NA	
44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Disclosure of Shareholding by Non-Executive Directors	26(4)	NA	
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA	
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	NA	

Annexure II

1	Name of signatory	Abhay Raj Singh
2	Designation	Company Secretary and Compliance Officer

Annexure II

III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

Annexure II

1	Name of signatory	Abhay Raj Singh
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure

Applicability of disclosure	Not Applicable
Reason for Non Applicability	Textual Information(1)

Text Block

Textual Information(1)	No loan, guarantee, comfort letter or securities provide by the Company to Promoter, Promoter Group, Directors, KMPs or any other entity controlled by them
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Details of Cyber security incidence

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No	
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event

Signatory Details

Name of signatory	Abhay Raj Singh
Designation of person	Company Secretary and Compliance Officer
Place	Ludhiana
Date	17-04-2024