

Corporate Governance Report

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	01-04-2024
Date of end of financial year	31-03-2025
Reporting Quarter	Half Yearly
Date of Report	30-09-2024
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

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	Mrs	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

I. Composition of Board of Directors

Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	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)	Reason for Cessation
NA	06-02-2019	06-02-2022		67.26	5	5	6	5	
NA	13-11-1986	01-09-2023			1	0	1	0	
NA	29-05-2015	29-05-2020			1	0	2	0	
NA	03-04-2023	03-04-2023			1	0	0	0	
NA	04-06-2021	04-06-2024			1	0	0	0	
NA	22-08-2014	22-08-2019	21-08-2024	120	1	1	2	1	Tenure Completion
NA	06-02-2019	06-02-2022		67.26	2	2	1	1	
NA	30-05-2022	30-05-2022		28.2	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	21-08-2024	
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	21-08-2024	
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		

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	21-08-2024	
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		

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	21-08-2024	

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 - Independent Director	Chairperson	10-02-2021		
2	06954964	Sandhya Mehta	Non-Executive - Independent Director	Member	10-02-2021	21-08-2024	
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

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	14-05-2024				Yes	8	8	4
2		09-08-2024	86		Yes	8	8	4

IV. Meeting of Committees

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)	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	14-05-2024		Yes	4	4	3	0
2	Audit Committee	09-08-2024	86	Yes	4	4	3	0
3	Corporate Social Responsibility Committee	14-05-2024		Yes	3	3	1	0
4	Corporate Social Responsibility Committee	09-08-2024	86	Yes	3	3	1	0
5	Stakeholders Relationship Committee	14-05-2024		Yes	4	4	2	0
6	Stakeholders Relationship Committee	09-08-2024	86	Yes	4	4	2	0
7	Risk Management Committee	09-08-2024		Yes	4	4	2	1

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	Yes

	(Listing obligations and disclosure requirements) Regulations, 2015.	
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

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

Annexure III

III. Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	NA	
4	Presence of Chairperson of the Stakeholder Relationship	20(3)	NA	

	committee at the annual general meeting			
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
7	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

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

Additional Half yearly Disclosure		
Applicability of disclosure	Not Applicable	<input type="checkbox"/>
Reason for Non Applicability	Textual Information(1)	<input type="checkbox"/>

Text Block	
Textual Information(1)	The Company has not provided any loan, guarantee, comfort letter or securities to Promoter, Promoter Group, Directors, KMPs or any other entity controlled by them.

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	11-10-2024