

INSECTICIDES (INDIA) LIMITED

Regd. Office: 401-402, Lusa Tower, Azadpur Commercial Complex, Delhi - 110033

CODE OF CONDUCT

The Company and its Officers which inter alia includes the Board of Directors and the management officials especially the senior management shall strictly follow the Code of Conduct as enumerated hereunder:

National Interest

The Company and its Officers shall be committed in all its actions to benefit the economic development of the countries in which its operates. It shall not engage in any activity that would adversely affect such an objective. It shall not undertake any project or activity to the detriment of the nation's interests, or those that will have any adverse impact on the social and cultural life patterns of its citizens. The Company and its Officers shall conduct its business affairs in accordance with the economic, development and foreign policies, objectives and priorities of the nations government and shall strive to make a positive contribution to the achievement of such goals at the international, national and regional level, as appropriate.

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 key entities in the governance structure of the Company. This code forms an integral part of the Company's Governance Policy. The directors, senior management and employees must adhere to the Corporate Governance Policy of the Company.

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.

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Sexual harassment includes unwelcome sexually determined behaviour such as: unwelcome physical contact; a demand or request for sexual favours; sexually coloured 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. A committee has been constituted to enquire into complaints and to recommend appropriate action, wherever required.

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 reflect 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.

Competition

The Company and its Officers shall fully strive for the establishment and support of a competitive, open market economy in India and abroad and shall cooperate in the efforts to promote the progressive and judicious liberalization of trade and investment by a country. Specifically, the

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Company shall not engage in activities, which generate or support the formation of monopolies, dominant market positions, cartels and similar unfair trade practices.

The Company and its Officers shall market the products and services of the Company on its own merits and shall not make unfair and misleading statements about competitors' products and services. Any collection of competitive information shall be made only in the normal course of business and shall be obtained only through legally permitted sources and means.

Transparency and Auditability

All directors, officers and employees 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 policy to maintain a work 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.

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Gifts and Donations

The Company and its officer or employees 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 director, officer and employee shall misuse Company 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 or employees 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.

Political Non – Alignment

The Company and its officers shall be committed to and support a functioning democratic constitution and system with a transparent and fair electoral system in India. The Company and its officers shall not support, directly or indirectly, any specific political party or candidate for political office. The Company shall not offer or give any company funds or property as donations, directly or indirectly, to any specific political party, candidate or campaign.

Health, Safety and Environment

The Company and its officers shall strive to provide a safe and healthy working environment and comply, in the conduct of the business affairs of the Company, with all regulations regarding the preservation of the environment of the territory it operates in. 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 after sales service 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 and literacy and encourage application of modern scientific and managerial techniques and expertise. This will be reviewed periodically in consonance with national and regional priorities.

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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 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.

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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

Every employee 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 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 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 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.

(8)

Every employees 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 and employees 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 shall not exploit for their own personal gain, opportunities that are discovered through the use of Company 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 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/organization/statutory body unless required by law and/or with specific written permission of the Company.

Representation

The officers shall nor write/appear or represent himself to any third party unless authorized by the Company in writing.

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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 and employees 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 or employee 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 or employee is 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 judgement 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 employee or 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 publicity held company shall not ordinarily constitute a financial interest for this purpose.)

(10)

- An employee 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 an employee or 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 employee 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.

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If an employee 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 and employees of the Company and his or her immediate family 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 and employees 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 and employees 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 and employee 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 and employee 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.

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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.