

Secretarial compliance report of Insilco Limited (Under Voluntary Liquidation)
For financial year ended 31st March, 2025

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Insilco Limited** (hereinafter referred as 'the listed entity'), having its Registered Office at **B-23, Sector 63, Noida, Gautam Buddha Nagar, Uttar Pradesh, India, 201301**. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our e-verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on **March 31, 2025**, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We, **Nityanand Singh and Co.**, have examined:

- a. all the documents and records made available to us and explanation provided by **Insilco Limited ("the listed entity")**,
- b. the filings/ submissions made by the listed entity to the stock exchanges,
- c. website of the listed entity,
- d. any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **March 31, 2025** ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("**SEBI Act**") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("**SCRA**"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("**SEBI**");

The specific Regulations, to the extent applicable whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (Not applicable to the listed entity during the period under review);
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the listed entity during the period under review)



- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not Applicable to the listed entity during the period under review)
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not Applicable to the listed entity during the period under review)
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (i) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 as amended (Not Applicable to the Company during the review period);
- (j) Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with Client;
- (k) other regulations as applicable

and circulars / guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:

We hereby further report that during the period under Review:

- I. (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken By	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
NIL										

- (b) The listed entity has taken the following actions to comply with the observations made in previous reports:



Sr. No	Observations/ Remarks Of the Practicing Company Secretary in the previous reports) (PCS)	Observations made in the secretarial compliance report for the year ended 31 st March 2024	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1.	1.The Meeting of the Audit Committee and the Board for considering and approving the unaudited financial results for the quarter/three months ended 30th June 2023 was initially scheduled for 14th August 2023.However the same was re-scheduled on 21st August 2023 due to unavoidable circumstances and want of quorum. The said meeting was again rescheduled and conducted on 7th September, 2023. 2. The Meeting of the Audit Committee and the Board for considering and approving the unaudited	1. There has been a delay in conducting the Audit Committee Meeting and Meeting of the Board of Directors of the Company for considering and approving the unaudited financial results for the quarter/three months ended 30th June 2023. 2. There has been a delay in conducting the Audit Committee Meeting and	Regulation 17(7) and 18(3) of SEBI (LODR) Regulations, 2015 Non-compliance with respect to the delay in conducting the Audit Committee Meeting/Board Meeting for the quarter ended June 2023 and December 2023	Delay in conducting the Audit Committee Meeting/Board Meeting for the quarter ended June 2023 and December 2023 with reference to Regulation 18(3)/17(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	The Company has conducted the said meeting on 7th September, 2023. The Company has conducted the said meeting on 14th May	We have been informed that the said Audit Committee Meeting and Meeting of the Board of Directors of the Company for considering and approving the unaudited financial results for the quarter/three months ended 30th June 2023 has been conducted on 7th September, 2023. We have been informed that the said Audit Committee Meeting and Meeting of the Board of



	financial results for the quarter/nine months ended 31st December 2023 was scheduled for 12th February 2024. However the same was postponed due to some unavoidable circumstances and was conducted on 14th May 2024.	Meeting of the Board of Directors of the Company for considering and approving the unaudited financial results for the quarter/nine months ended 31st December 2023.			2024.	Directors of the Company for considering and approving the unaudited financial results for the quarter/nine months ended 31st December 2023 has been conducted on 14 th May 2024.
2.	Utility in respect of loss of share certificate(s) and issuance of duplicate certificate(s) has been filed belatedly.	3. The utility in respect of loss of share certificate(s) and issuance of duplicate certificate(s) as per Regulation 39(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been filed late to the Bombay Stock Exchange.	Regulation 39(3) of SEBI (LODR) Regulations, 2015 Non-compliance with respect to the delay in filing the utility in respect of loss of share certificate(s) and issuance of duplicate certificate(s) as per Regulation 39(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Utility in respect of loss of share certificate(s) and issuance of duplicate certificate(s) not filed within two days of its getting information Delay in filing the utility in respect of loss of share certificate(s) and issuance of duplicate certificate(s) as per Regulation 39(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	The Company has filed said utility with the Bombay Stock Exchange belatedly.	The Company has filed said utility with the Bombay Stock Exchange belatedly.



III. We hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Statuts (Yes/No/NA)	Observations /Remarks by PCS*
1.	<u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI) , as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	-
2.	<u>Adoption and timely updation of the Policies:</u> - All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. - All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI.	Yes	-
3.	<u>Maintenance and disclosures on Website:</u> - The Listed entity is maintaining a functional website - Timely dissemination of the documents/ information under a separate section on the website - Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website	Yes	-
4.	<u>Disqualification of Director:</u> None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	-
5.	<u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u> (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	NA	The Company doesn't have any subsidiary



6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	-
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	Yes	-
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions. (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	Yes NA	- There was no related party transaction for which prior approval of audit committee has not taken.
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	-
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	-
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	NA	There was no action taken by SEBI or Stock Exchange
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular	NA	There was no resignation of statutory auditor from the Company



	on compliance with the provisions of the LODR Regulations by listed entities.		
13.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	NA	There was no such non-compliance

*Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

We further, report that the listed entity is in compliance/ not in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations. **Not Applicable**

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**For Nityanand Singh & Co.
Company Secretaries**

Nsnh



**Date: 26.05.2025
Place: New Delhi**

Nityanand Singh (Prop.)

C. P. No. 2388

M. No. F2668

UDIN: F002668G000435091

PR No:1188/2021