



**Secretarial compliance report of Insilco Limited
For the year ended March 31st, 2021**

We, 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 31st, 2021** 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 to the Company, 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;
- (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;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (j) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

And based on the above examination, We hereby report that, during the Review Period:

- (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 Requirements	Deviations	Observations/Remarks of the PCS
1.	Regulation 17(1)(a) of SEBI (LODR) which provides that the Board shall have optimum combination of executive and non-executive directors with at least one-woman director and not less than fifty per cent of the board of directors shall comprise of non-executive directors	Mr. Brijesh Arora, Managing director of the Company resigned w.e.f. 10.12.2020 and the vacancy caused due to his resignation was yet to be filled till closure of the financial year ending on 31.03.2021.	As informed by the Management of the Company, they are in search of suitable candidate to be appointed as Managing Director of the Company.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr.No.	Action Taken By	Details of Violations	Details of action taken i.e. Fines/warning letter/debarment etc.	Observations/Remarks by PCS
	Not Applicable	Not Applicable	Not Applicable	Not Applicable



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

Sr.No.	Observations of the PCS in the Previous Reports	Observations made in the Secretarial Compliance Report for the year ended.....	Actions taken by the Listed Entity	Comments of the PCS on the Action taken by the Listed Entity
	Not Applicable	Not Applicable	Not Applicable	Not Applicable

For APK & Associates
Company Secretaries



A.K. Prajapati

Ajay Kumar Prajapati
(Prop.)

CP No.: 22365

ACS No.: 49295

UDIN: A049295C000209829

Place: New Delhi
Date: 29.04. 2021