

Insilco Limited

CIN – L34102UP1988PLC010141

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Code of Conduct to Regulate, Monitor and Report Trading by Insiders

1. This Code of Conduct will be known as “Code of Conduct to Regulate, Monitor and Report Trading by Insiders” (hereinafter referred to as “**Code**”).
2. This Code has been made pursuant to Regulation 9 of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (as may be amended from time to time) (hereinafter referred to as the “**Regulations**”).
3. This Code replaces Code of Internal Procedures and Conduct for Prohibition of Insider Trading as framed under the SEBI (Prohibition of Insider Trading) Regulations, 1992 and is effective from 12th August 2015. This code is amended as and when felt necessary by the Board of Director.

4. Definition

- 4.1 “**Act**” means the Securities and Exchange Board of India Act, 1992 (15 of 1992).
- 4.2 “**Board**” means the Securities and Exchange Board of India.
- 4.3 “**Board of Directors**” means the Board of Directors of the Company.
- 4.4 “**Companies Act**” means The Companies Act, 2013.
- 4.5 “**Company**” or “**the Company**” means Insilco Limited.
- 4.6 “**Compliance Officer**” means the Company Secretary for the time being of the Company.
- 4.7 “**Connected person**” means-
 - (i) any person who is or has during the six months prior to the concerned act been associated with the Company, directly or indirectly, in any capacity including by reason of frequent communication with Company’s officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.

- (ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established -
- (a) an immediate relative of connected persons specified in clause (i); or
 - (b) a holding company or associate company or subsidiary company; or
 - (c) an intermediary as specified in section 12 of the Act or an employee or director thereof; or
 - (d) an investment company, trustee company, asset management company or an employee or director thereof; or
 - (e) an official of a stock exchange or of clearing house or corporation; or
 - (f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
 - (g) a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
 - (h) an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
 - (i) a banker of the company; or
 - (j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten per cent of the holding or interest.

4.8 "Designated Person" shall mean and include the following:

- 1) Every Key Managerial Personnel (KMP) and Director of the Company;
- 2) All Promoter(s) of the Company;
- 3) Chief Executive Officer and Chief Operating Officer of the Company, whether director or not;
- 4) All Employees upto two level below the Managing Director/Executive Director;
- 5) Executive Assistant/Secretaries to Executive Directors;
- 6) President, Vice President, Asst. Vice President and above;
- 7) Head of Departments;
- 8) Support Staff such as Secretarial Staff, Accounts Staff, IT Staff;
- 9) Immediate relative of persons mentioned above in clause 4.8(1) to 4.8(8).

Any other employee /person as may be determined and informed by the Compliance Officer from time to time in consultation with the Board of Directors considering the objectives of the Code.

4.9 " Employees" shall mean every employee of the Company including the Directors in the employment of the Company.

4.10 "Financial Literate" shall mean a person who has ability to read and understand basic financial statements i.e. Balance Sheet, Profit / Loss A/c and Statement of cash flows

- 4.11 “generally available information”** means information that is accessible to the public on a non-discriminatory basis.
- 4.12 “immediate relative”** means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities.
- 4.13 “insider”** means any person who is-
- (i) a connected person, or
 - (ii) in possession of or having access to Unpublished Price Sensitive Information or
 - (iii) Designated Person.
- 4.14 “key managerial personnel”**, in relation to the Company, means—
- (i) the Chief Executive Officer or the Managing Director or the manager;
 - (ii) the Company Secretary;
 - (iii) the Whole-time Director;
 - (iv) the Chief Financial Officer; and
 - (v) such other officer as may be prescribed under the Companies Act.
- 4.15 “promoter”** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.
- 4.16 “securities”** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund.
- 4.17 “takeover regulations”** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.
- 4.18 “threshold limit”** means the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregating to a traded value of five lakh rupees.
- 4.19 “trading”** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and “trade” shall be construed accordingly.
- 4.20 “trading day”** means a day on which the recognized stock exchanges are open for trading.
- 4.21 “trading window”** means a trading period for trading in the Company's Securities as specified by the Company from time to time in Clause 9 of this Code.
- 4.22 “unpublished price sensitive information”** means any information, relating to the Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: –
- (i) financial results;
 - (ii) dividends;
 - (iii) change in capital structure;
 - (iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
 - (v) changes in key managerial personnel.

Words and expressions used and not defined in this Code but defined in the Regulations, Act, Companies Act, the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or the Depositories Act, 1996 (22 of 1996) shall have the meanings respectively assigned to them in those legislations, as amended from time to time.

5. Functions, duties and responsibilities of the Compliance Officer

The Compliance Officer, subject to the supervision of the Board of Directors/Managing Director/Joint Managing Director shall be responsible for –

- (1) Setting forth policies, procedures, monitoring adherence to the Code and Regulations for the preservation of unpublished price sensitive information, approval of trading plan, pre-clearance of trades and monitoring of trades and implementation of this Code.
- (2) Maintaining the record of the Promoters, Directors, Key Managerial Personnel, Designated Persons and other connected persons and incorporate changes from time to time.
- (3) Assisting all employees in addressing any clarifications in the Regulations or this Code.
- (4) Advising all Designated Persons not to trade in securities of the Company when the Trading Window is closed.
- (5) Advising all Directors, Promoters, member of the promoter group, Key managerial personnel and Designated Persons to furnish the details of transactions in the securities of the Company as stated in clauses 11-13 in the prescribed form and to maintain a record of all the intimations received for a period of at least five years.
- (6) Obtaining disclosures from Promoters, Directors, Key Managerial Personnel, Designated Persons and other connected persons and to give information, in respect of the disclosures received, to all the Stock Exchanges where the securities are listed, as applicable.
- (7) Maintaining records of all disclosures and to report the same to the Audit Committee/Board of Director at least once in a year.

6. Communication or procurement of unpublished price sensitive information

- (1) All information is to be handled on a need to know basis. It should be disclosed only to those within the Company who need the information to discharge their duty.
- (2) No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to a Company or securities, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- (3) No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to the Company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

- (4) The board of directors of the Company shall make a policy for determination of “legitimate purposes” as a part of “Codes of Fair Disclosure and Conduct” formulated under these Regulation.
- (5) Any person in receipt of unpublished price sensitive information pursuant to a “legitimate purpose” shall be considered an “insider” for purposes of these regulations and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.
- (6) Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password etc.
- (7) Notwithstanding anything contained above, an unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:-
 - entail an obligation to make an open offer under the takeover regulations where the Board of Directors is of informed opinion that sharing of such information is in the best interests of the Company;
 - not attract the obligation to make an open offer under the takeover regulations but where the Board of Directors is of informed opinion that sharing of such information in the best interests of the Company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board of Directors may determine to be adequate and fair to cover all relevant and material facts.
- (8) For purposes of sub-clause (7) above, the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose of sub-clause (7) above, and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information.
- (9) It shall be ensure that a structured digital database is maintained containing the names of such persons or entities as the case may be with whom information is shared under this regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.
- (10) To prevent misuse of confidential information, the person dealing with confidential information to be seated appropriately with lockable computers and Almira. Individuals should be made aware of the duties and responsibilities attached to the receipt of Inside Information, and the liability that attaches to misuse or unwarranted use of such information.
- (11) Adequate and effective system of internal controls to be in place to ensure compliance with the requirements of this Code and Regulations.

- (12) The company shall formulate written policies and procedures for inquiry in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information, which shall be approved by board of directors of the company and accordingly initiate appropriate inquiries on becoming aware of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information and inform the Board promptly of such leaks, inquiries and results of such inquiries.
- (13) If an inquiry has been initiated by the company in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information, the relevant intermediaries and fiduciaries shall co-operate with the company in connection with such inquiry conducted by the company.

7. Trading when in possession of unpublished price sensitive information

- (1) Save as provided in this Code and the Regulations, no insider shall trade in securities of the Company when in possession of unpublished price sensitive information.
- (2) In the case of connected persons the onus of establishing, that they were not in possession of unpublished price sensitive information, shall be on such connected persons and in other cases, the onus would be on the Board.
- (3) They shall, while in possession of any unpublished price sensitive information, neither trade in the securities of the Company on the basis of unpublished price sensitive information nor pass on such information to any person directly or indirectly by way of making a recommendation for trading in securities of the Company.
- (4) The Board may specify such standards and requirements, from time to time, as it may deem necessary for the purpose of these regulations.

8. Trading Plans

- (1) An Insider shall be entitled to formulate a trading plan and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.
- (2) Such trading plan shall:-
 - not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;
 - not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced and the second trading day after the disclosure of such financial results;
 - entail trading for a period of not less than twelve months;
 - not entail overlap of any period for which another trading plan is already in existence;
 - set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
 - not entail trading in securities for market abuse.
- (3) The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of these regulations and shall be entitled to seek express undertakings that:

- the person is not in possession of unpublished price sensitive information; or
- he would ensure that any unpublished price sensitive information in his possession becomes generally available before he commences his trades;

or such other undertaking as may be necessary to enable such assessment and to approve and monitor the implementation of the plan. The Compliance Officer may thereafter approve the plan.

Provided that pre-clearance of trades shall not be required for a trade executed as per an approved trading plan. Provided further that trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.

- (4) The trading plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

Provided that the implementation of the trading plan shall not be commenced if any unpublished price sensitive information in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such event the compliance officer shall confirm that the commencement ought to be deferred until such unpublished price sensitive information becomes generally available information.

- (5) Upon approval of the trading plan, the Compliance Officer shall notify the plan to the stock exchanges on which the securities are listed.

9. Trading Window

- (1) Insiders may execute trades subject to compliance with this Code and the Regulations. Towards this end, a notional trading window shall be used as an instrument of monitoring trading by the Insiders. In any case, the trading restriction period is required to commence not later than end of every quarter till 48 hours after the declaration of financial results. Designated Persons and their immediate relatives shall not trade in securities when the trading window is closed.
- (3) The notice of closure of Trading Window intimated to the Stock Exchanges, if any, wherever the securities of the Company are listed, by the Compliance Officer, shall be deemed as intimation to the Insiders for adherence and compliance with this Code.
- (4) The timing for re-opening of the trading window shall be determined by the Compliance Officer taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty eight hours after the information becomes generally available.
- (5) The "Trading Window" shall, inter-alia, remain closed from:
- twenty one days prior to the date of Board Meeting/Committee Meeting for declaration/publication/consideration of the
 - annual /half yearly /quarterly financial results; or
 - recommendation/declaration of dividend; or

- change in Capital Structure; or
- merger, de-merger, acquisition, disposal and expansion of business; or
- Delisting

or circulation of agenda, whichever is earlier, until 2 days after conclusion of the Board Meeting/Committee Meeting for the above said purpose(s).

- Trading Window may be closed by the Company during such time in addition to the above period, as it may deem fit by the Compliance Officer.

10 Pre-clearance of Trades

- (1) When the trading window is open, trading by Insiders shall be subject to pre-clearance by the Compliance Officer, if the value of the proposed trades is above threshold limit.
- (2) Insiders intending to deal in the securities of the Company upto the threshold limit, as defined and provided hereinbefore, may do so without any pre-clearance from the Compliance Officer. In all other cases, they should pre-clear the transactions as per the pre-dealing procedure as provided hereinafter.
- (3) Insiders shall make an application in the prescribed **Form I**, to the Compliance Officer indicating the estimated number of securities that he/she intends to deal in, the details as to the depository(ies) with which he/she maintains a Demat/Trading account, the details as to the securities in such depository mode and such other details as may be required by the Compliance Officer in this matter.
- (4) He / She shall execute an undertaking in favour of the Company, incorporating, therein, inter alia, the following clauses:
 - that he/she does not have any access or has not received Unpublished Price Sensitive Information upto the time of signing the undertaking;
 - that in case he/she has access to or receives Unpublished Price Sensitive Information after the signing of the undertaking but before the execution of the transaction he/she shall inform the Compliance Officer of the change in his/her position and that he/she would completely refrain from dealing in the securities of the Company till the time such information becomes generally available;
 - that he/she has not contravened any provisions of this Code and the Regulations;
 - that he/she has made a full and true disclosure in the said matter.
- (5) Compliance officer will also check whether any such declaration is reasonably capable of being rendered inaccurate.
- (6) Insiders shall execute their transactions in respect of securities of the Company within seven (7) trading days after the approval of pre-clearance is given failing which the transaction has to be pre-cleared again. Reporting of trades executed or decisions not to trade and recording of such reasons shall be made/done in **Form II**.

They shall not execute a contra trade during the six months following the prior transaction. In case of emergency the six months holding period may be waived by the Compliance Officer (application to be made in **Form III**) after recording in writing the reasons in this regard provided that such relaxation does not violate this Code/ Regulations. In case a contra trade is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Board for credit to the Investor Education and Protection Fund administered by the Board under the Act.

Provided that this shall not be applicable for trades pursuant to exercise of stock options.

- (7) In case of the Compliance Officer intending to deal in the securities of the Company beyond the threshold limit, the pre-clearance of the Managing Director or in his absence, the Chairman of the Board of Director, will have to be obtained. Similarly in case of emergency Compliance Officer may obtain the waiver from the Managing Director or in his absence, the Chairman of the Board of Director, provided that such relaxation does not violate this Code/ Regulations.

Reporting Requirements

11. Initial Disclosures

- (1) Every promoter, member of the promoter group, key managerial personnel and director of the Company shall disclose his holding of securities of the Company as on the date of this Code taking effect, to the Company within thirty days of this Code taking effect in **Form A**;
- (2) Every person on appointment as a Director or a Key Managerial Personnel of the Company or upon becoming a Promoter or member of the promoter group shall disclose his/her holding of securities of the Company as on the date of appointment or becoming a Promoter, to the Company within seven days of such appointment or becoming a promoter in **Form B**.

12. Continual Disclosures

- (1) The Promoters, member of the promoter group, Designated Person, Directors of the Company shall disclose to the Company in **Form C** unless any other Form is specified by the Board, stating the number of such securities acquired or disposed of within two trading days of such transaction, if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, exceeds the threshold limits as defined herein above;
- (2) The Company shall notify the particulars of such trading to the stock exchanges on which the securities are listed, as applicable, within two trading days of receipt of the disclosure or from becoming aware of such information.
- (3) In addition to the continual disclosure, the Managing Director/Joint Managing Director at its discretion require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the Company in such form and at such frequency as may be determined by Managing Director/Joint Managing Director in order to monitor the compliances with these Regulations and/or Code.

Note:

1. Trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for the purpose of making Initial/continual disclosures as required in Clause 11 and 12 above.
2. Disclosures made under Clause 11 and 12 above shall include those relating to trading by such person's immediate relatives and by any other person for whom such person takes trading decisions.

13. Quarterly Disclosures

Designated Persons (excluding relatives of Designated Persons) shall furnish to the Compliance Officer the following:

- Quarterly statement of transactions in securities of the Company in **Form IV** annexed hereto to be submitted within 15 days of the close of each quarter. If there is no transaction in a particular quarter, nil statement need not be submitted. The disclosures to be made by any person under this Chapter shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.

14. Preservation of disclosures

The disclosures made under these regulations shall be maintained by the Compliance Officer, for a minimum period of five years.

15. Penalty for non-compliance of this Code

- (1) Any Promoter, Director and Designated Person, who trades in securities or communicates any information for trading in securities in contravention of this Code, shall be penalized and appropriate action shall be taken against them by the Company after giving reasonable opportunity to them to show-cause. He/ she shall also be subject to disciplinary action, as deemed appropriate by the Board of Directors which may include wage freeze, suspension, recovery, clawback etc.
- (2) In addition to the action which may be taken by the Company, the persons violating the Regulations or this Code shall also be subject to action under SEBI Act. In case of any violation, the Board of Directors shall inform the Board accordingly.

16. General

1. The decision of the Board of Directors with regard to any or all matters relating to this Code shall be final and binding on all concerned. The Board of Directors shall have the power to modify, amend or replace this Code in part or full, as may be thought fit from time to time in their absolute discretion.
2. Designated persons shall be required to disclose names and Permanent Account Number or any other identifier authorized by law of the following persons to the company on an annual basis and as and when the information changes:
 - a) immediate relatives
 - b) persons with whom such designated person(s) shares a material financial relationship
 - c) Phone, mobile and cell numbers which are used by them

In addition, the names of educational institutions from which designated persons have graduated and names of their past employers shall also be disclosed on a one time basis.

Explanation – The term “material financial relationship” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer's annual income but shall exclude relationships in which the payment is based on arm's length transactions.

3. This policy is in conformity with the applicable Regulations. However, if due to subsequent changes in the Regulations, a particular clause or any part of this policy becomes inconsistent with the Regulations, the provisions of the Regulations shall prevail.

17. Forms

(1) Disclosure Forms

- Form A : Form for Initial Disclosures under clause 11(1)
- Form B : Form for Initial Disclosures under clause 11(2)
- Form C : Form for Continual Disclosures under clause 12 (1)

(2) Internal Forms

- Form I : Application for Pre-Clearance and undertaking
- Form II : Reporting of trades executed/decisions not to trade and recording of such reasons
- Form III : Application for waiver of minimum holding period
- Form IV : Form for Quarterly Statement

FORM A

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (a) read with Regulation 6 (2)]**

Form of Initial disclosure

Name of the company: Insilco Limited

ISIN of the company: INE901A01011

Details of Securities held by Promoter, member of the promoter group, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoters / KMP / Directors / immediate Relatives / others etc)	Securities held as on the date of regulation coming into force		% of Shareholding	Open Interest of the Future contracts held as on the date of regulation coming into force		Open Interest of the Option Contracts held as on the date of regulation coming into force	
		Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts lot size)	Notional value in Rupee terms	Number of Units (contracts lot size)	Notional value in Rupee terms

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015

(Signature)
(Name)
Designation

Date :
Place :

FORM B

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (b) read with Regulation 6 (2) and clause 11(2) of the Code]**

Name of the company: Insilco Limited

ISIN of the company: INE901A01011

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming Promoter or member of the promoter group of a Listed Company and other such persons as mentioned in Regulation 6(2)

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoters / KMP / Directors / immediate Relatives / others etc)	Date of appointment of Director /KMP or date of becoming promoter	Securities held at the time of becoming Promoter/appointment of Director/KMP		% of Shareholding	Open Interest of the Future contracts held as on the date of becoming Promoter/ appointment of Director/KMP		Open Interest of the Option Contracts held at the time of becoming Promoter/appointment of Director/KMP	
			Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts lot size)	Notional value in Rupee terms	Number of Units (contracts lot size)	Notional value in Rupee terms

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015

(Signature)

(Name)

Designation :

Date :

Place :

FORM C

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (2) read with Regulation 6 (2) and clause 12(1) of the Code]**

Name of the company: Insilco Limited
ISIN of the company: INE901A01011

Details of change in holding of Securities of Promoter, member of the promoter group, Designated Person or Director of a Listed Company and other such persons as mentioned in Regulations 6(2)

Name, PAN No., CIN/DIN & address with contact nos. of promoter/Employee/Director	Category of Person (Promoters /KMP/ Directors/ immediate Relatives/ others etc)	Securities held prior to acquisition/disposal		Securities acquired/disposed		% of Shareholding		Date of allotment advice/acquisition of shares/sale of shares (specify)		Date of Intimation to the Company	Mode of acquisition (market purchase/public/rights/preferential/off market/inter-se transfer etc)	Trading in derivatives (Specify type of contract, future or options etc.)				Exchange on which the trade was executed
		Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No.	Pre-transaction	Post-transaction	From	To			Buy		Sell		
												Value	Number of Units (Contract lot size)	Value	Number of Units (Contract lot size)	

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015

(Signature)
(Name)
Designation

Date :
Place :

Form I

**INSILCO LIMITED
FORMAT OF APPLICATION FOR OBTAINING PRE-CLEARANCE APPROVAL
[Clause 10(3) of THE Code of Conduct of the Company]**

Date: _____

To,
The Compliance Officer,
Insilco Limited
The Corenthum "
Office # 2312, 3rd Floor
2nd Lobe, Tower A,
A-41, Sector 62,
Noida 201309, Uttar Pradesh, India

Dear Sir,

Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 and Code of Conduct of Insilco Limited to Regulate, Monitor and Report Trading by Insiders, I seek approval to purchase/sale/subscribe for not more than____ securities of the Company (having approximately Market value of Rs.____ as on the date of application) as per the details given below:

S. No.	Particulars	
1	Name of the Designated Person	
2	Designation	
3	Number of securities held as on date	
4	Folio No./DP ID/Client ID	
5	Estimated number of securities proposed to purchase/sale/subscribe	
6	Estimated price at which the transaction is proposed be executed	
7	Whether the transaction would be through Stock Exchange or off-market deal	
8	In case of Off-market deal, Folio no./DP ID/Client ID where the securities will be credited	

Yours truly

(Signature of the Designated Person)
(Name of the Designated Person)

INSILCO LIMITED

**FORMAT OF UNDERTAKING TO BE ACCOMPANIED WITH THE
APPLICATION FOR OBTAINING PRE-CLEARANCE APPROVAL
UNDERTAKING**

Date: ____

To,
The Compliance Officer,
Insilco Limited
The Corenthum "
Office # 2312, 3rd Floor
2nd Lobe, Tower A,
A-41, Sector 62,
Noida 201309, Uttar Pradesh, India

I,(name of the Designated Person),.....
(designation) of the Company residing at(address
of the Designated Person) hereby declare that I am not in possession of any
Unpublished Price Sensitive Information (as defined in the Code of Conduct of Insilco
Limited to Regulate, Monitor and Report Trading by Insiders) upto the date of signing
of this Undertaking.

I further declare that in case I have access to any Unpublished Price Sensitive
Information after the signing of Undertaking and before the execution of Trade for
which Pre-clearance is requested in Form I (enclosed), I shall:

1. Promptly inform the Compliance Officer
2. Refrain from trading in securities of the Company.
3. Apply afresh for obtaining pre-clearance approval from the Compliance Officer of
the Company in **Form I** only after 2 days of such Unpublished Price Sensitive
Information becoming public.

Upon obtaining preclearance for trading in securities of the Company, I undertake to
execute the transaction within seven (7) trading days failing which I shall seek pre-
clearance again.

I undertake to submit **Form II** within 4 working days of execution of the transaction/
a NIL report in case the transaction is not executed.

I declare that I have made true and complete disclosure in the matter.

Thanking you

(Signature of the designated person)
(Name of the designated person)

Form II
INSILCO LIMITED

**FORMAT FOR DISCLOSURE OF TRANSACTIONS EXECUTED / NOT
EXECUTED AFTER OBTAINING PRE-CLEARANCE**
**[Clause 10(6) of Code of Conduct of Insilco Limited to Regulate, Monitor and
Report Trading by Insiders]**

Date: ____

To,
The Compliance Officer,
Insilco Limited
The Corenthum "
Office # 2312, 3rd Floor
2nd Lobe, Tower A,
A-41, Sector 62,
Noida 201309, Uttar Pradesh, India

With reference to trading approval granted by the Company to me on ____, I hereby inform that I have bought/sold/subscribed for ____ equity shares of the Company for Rs. ____ on ____.

In connection with the aforesaid transaction, please find enclosed copy of the following for your records:

Broker's contract note/Proof of payment to/from brokers/ Extract of bank passbook/statements (in case of demat transaction)/ Copy of Delivery instruction slips (applicable in case of sale transactions).

I hereby undertake to preserve the original copy of the above mentioned document for a period of 5 years) and produce to the Compliance Officer/Securities Exchange Board of India, if required in future.

Thanking you

(Signature of the designated person)
(name of the designated person)

Note: After pre-clearance, if the Designated Person opts not to trade in securities should provide the reasons for taking such decision.

Form III
INSILCO LIMITED

APPLICATION FOR WAIVER OF MINIMUM HOLDING PERIOD
[Clause 10(6) of Code of Conduct of Insilco Limited to Regulate, Monitor and
Report Trading by Insiders]

Date : _____

To,
The Compliance Officer,
Insilco Limited
The Corenthum "
Office # 2312, 3rd Floor
2nd Lobe, Tower A,
A-41, Sector 62,
Noida 201309, Uttar Pradesh, India

Dear Sir,

Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 and Code of Conduct of Insilco Limited to Regulate, Monitor and Report Trading by Insiders, I(name and designation of the Designated Person) had (provide the details of purchase/sale/subscribe for shares as the case may be) number of securities) of the Company on ____ after obtaining pre-clearance on _____. The details of transaction executed were submitted on ____ (date) in Form II. I seek your approval to waive off the time restrictions and permit to execute a contra-trade for(number of securities) of the Company due to (valid reason(s) for executing contra trade).

I declare that I am not in possession of any Unpublished Price Sensitive Information (as defined in the Code of Conduct of Insilco Limited to Regulate, Monitor and Report Trading by Insiders) upto the date of this application.

I further declare that in case I have access to any Unpublished Price Sensitive Information after the signing of this application and before executing a contra Trade (if permitted), I shall:

1. Promptly inform the Compliance Officer
2. Refrain from trading in securities of the Company.

Thanking you

(Signature of the designated person)
(name of the designated person)

Form IV
INSILCO LIMITED

DISCLOSURE OF TRANSACTION IN SECURITIES BY DESIGNATED PERSONS
Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Clause 13(1) of the Code]

To,
The Compliance Officer
Insilco Limited
" The Corenthum "
Office # 2312, 3rd Floor
2nd Lobe, Tower A,
A-41, Sector 62,
Noida 201309, Uttar Pradesh, India

Dear Sir,

Giving here-in-below details of transaction in securities of Insilco Ltd. done by myself and/or my immediate relatives during the Quarter from _____ to _____.

Name	Relationship	Type of Securities Equity shares	Opening balance	No. of Securities bought during the quarter	No. of Securities sold during the quarter	Closing balance

I hereby declare that the aforesaid information is complete and correct.

Place:
Date :

Signature :
Name :
Address :

Note :

1. Immediate Relatives have the same definition as given in clause-4 of the Code.
2. Please give only the first holder's name.