

24<sup>th</sup> July 2018

The Listing Department  
The Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers  
25<sup>th</sup> Floor, Dalal Street  
Mumbai – 400001

**Sub: Proceedings of 30<sup>th</sup> Annual General Meeting**

**Ref :- Scrip Code No. 500211**

Dear Sir / Madam,


Pursuant to the provisions of regulation 30 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith proceedings of the 30<sup>th</sup> Annual General Meeting (AGM) of the Company which was held at A-5, UPSIDC Industrial Estate, Bhartiagram, Gajraula – 244223, Uttar Pradesh from 11:00 A.M. onwards on 24<sup>th</sup> July 2018.

Kindly take the same in your records.

Thanking You

Yours Faithfully

For **Insilco Limited**



**Sarvesh Kr Upadhyay**

**Company Secretary**

Enclosed: a/a

**Insilco Limited**  
"The Corenthum"  
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**INSILCO LIMITED**

Proceedings of the 30<sup>th</sup> Annual General Meeting of the Shareholders of Insilco Limited held on Tuesday, 24<sup>th</sup> July 2018 at 11:00 a.m. at its Registered Office situated at A-5, UPSIDC Industrial Area, Bhartiagram, Gajraula, Dist. Amroha, Uttar Pradesh– 244223 and concluded at 11:30 a.m.

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**Physically Present****Shareholders**

35 Members were present including authorized representative of Shareholder - M/s Evonik Degussa GmbH of the Company aggregating to 73.12% of the paid-up share capital of the Company. There was no member present through proxy.

**Directors**

1. Mr. Dara Phirozeshaw Mehta, Director & Chairman of the Board, Audit Committee and Stakeholders' Relationship Committee
2. Mr. Brijesh Arora, Managing Director
3. Sanjeev Taneja, Director
4. Ms. Meng Tang, Director
5. Ms. Sonia Prashar, Director and Chairman of Nomination and Remuneration Committee

**By Invitation**

1. Mr. Anupam Dhawan, Representative of M/s. Price Waterhouse & Co Chartered Accountants LLP, Statutory Auditor
2. Mr. Nityanand Singh, Representative of Scrutinizer and Secretarial Auditor i.e. M/s. Nityanand Singh & Co., Company Secretaries

**Company Officials in Attendance**

Mr. Sarvesh Kumar Upadhyay, Company Secretary  
Ms. Shivangi Negi, Chief Financial Officer

The necessary documents and statutory registers as required under the provisions of the Companies Act, 2013 including Auditor's Report and Secretarial Audit Report were kept at the meeting for inspection by the members.

**30.1 Chairman of the Meeting**

Mr. Brijesh Arora welcomed all the members to 30<sup>th</sup> Annual General Meeting of the Company. He requested Mr. Dara Phirozeshaw Mehta, Chairman of the Board to take the chair pursuant to Article 60 of the Articles of Association of the Company.



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### **30.2 Declaration of Quorum**

The Chairman welcomed all the shareholders to the 30<sup>th</sup> Annual General Meeting of the Company after confirming the presence of requisite quorum of the Meeting. He thereafter briefed the shareholders, *inter-alia*, about important highlights of the performance of the Company and future prospects. He also briefed the members about the changes happened in the Board w.e.f. 1<sup>st</sup> April 2017 onwards.

### **30.3 Grant of Leave of Absence to the absentee Director**

Leave of absence was granted to Mr. Christian Schlossnikl, Director of the Company, as requested by him.

### **30.4 Notice of the meeting**

The Chairman suggested that the notice for the meeting be taken as read and it was accepted by the members.

### **30.5 Statutory Auditor's Report and Secretarial Auditor's Report**

The Chairman informed the members that the Statutory Auditor and Secretarial Auditor have issued clean Auditor's Report and Secretarial Auditor Report respectively.

### **30.6 Transaction of Items of Business in the Notice of Annual General Meeting**

The Chairman informed the members that in compliance of provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013, the company has provided the facility to its shareholders to cast their votes through remote e-voting as per the schedule and guidelines mentioned in the notice of Annual General Meeting.

He then apprised the members that in compliance of provisions of the Companies Act, 2013, a poll would be taken on all items included in the notice of Annual General Meeting and invited the members who did not cast their vote through remote e-voting facility to participate in the poll either in person or through proxy. It was further informed that M/s. Nityanand Singh & Co. had been appointed as the scrutinizer for the poll to be conducted at the Annual General Meeting.

The Chairman then invited the queries/ Information to be sought by the Shareholders in respect of the items of Agenda and performance of the Company. Few questions were asked which was duly replied by the Chairman.

Thereafter, on the instructions of the Chairman, the Scrutinizer distributed the polling papers to the members present at the Meeting. The Scrutinizer then locked and sealed the empty polling box in presence of the members.

Thereafter, with the permission of the Chairman, the resolutions in respect of items included in the notice of Annual General Meeting were put to vote by Poll. All the members present in the meeting hall cast their polling papers in the polling box for the following resolutions:

## **ORDINARY BUSINESS**

- 30.6.1 Item No.1: Receive, consider and adopt the Audited Balance Sheet of the Company as at 31<sup>st</sup> March 2018 and the Profit & Loss Account for the year ended on that date along with the Reports of the Directors and Auditors thereon**



The following resolution was proposed to be passed as an Ordinary Resolution:

“RESOLVED THAT the Audited Balance Sheet of the Company as at 31<sup>st</sup> March 2018 and the Profit & Loss Account for the year ended on that date, along with the Reports of the Directors and Auditors thereon as circulated to the members be and is hereby approved and adopted.”

**30.6.2 Item No. 2: Appointment of a Director in place of Mr. Christian Schlossnikl (DIN: 07557639), who retires by rotation and being eligible offers himself for re-appointment**

The following resolution was proposed to be passed as an Ordinary Resolution:

“RESOLVED THAT Mr. Christian Schlossnikl (DIN: 07557639), who retires by rotation and being eligible offers himself for re-appointment be and is hereby re-appointed as the Director of the Company.”

**30.6.3 Item No. 3: Appointment of Mr. Sanjeev Taneja as a Director**

The following resolution was proposed to be passed as an Ordinary Resolution:

“RESOLVED THAT Pursuant to the provisions of Section 161 of the Companies Act, 2013, applicable provisions of Articles of Association of the Company and any other provisions as may be applicable for the time being in force, Mr. Sanjeev Taneja (DIN: 08055630), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 1<sup>st</sup> February, 2018 and who holds office upto the date of this meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, proposing the candidature of Mr. Sanjeev Taneja for the office of Director, be and is hereby appointed as a Director (non-executive non-independent) of the Company liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorised to take all such actions as may be considered necessary to give effect to the aforesaid Resolution.”

**30.6.4 Item No. 4: Reappointment of Mr. Dara Phirozeshaw Mehta as an Independent Director of the Company for a 2<sup>nd</sup> Term**

The following resolution was proposed to be passed as Special Resolution:

“RESOLVED THAT Mr. Dara Phirozeshaw Mehta (DIN : 00041164), currently approximately 85 years of age, who was appointed as an Independent Director by the Shareholders in the 26<sup>th</sup> Annual General Meeting (AGM) of the Company held in the year 2014 for a term of 5 consecutive years from 1<sup>st</sup> April, 2014 to 31<sup>st</sup> March, 2019, who meets the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013 and pursuant to the provisions of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, who is eligible for re-appointment and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, be and is hereby re-appointed, in accordance with Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and the corresponding Rules framed thereunder, as an Independent Director to hold office for a 2<sup>nd</sup> term of 5 (Five) consecutive years with effect from 1<sup>st</sup> April, 2019.”



RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to take all such actions as may be considered necessary to give effect to the aforesaid resolution.”

**30.7 Information for declaration of results**

The Chairman informed the members that the representative of M/s. Nityanand Singh & Co. shall count the votes cast on poll and unblock the votes cast through remote e-voting and make at earliest, but not later than forty eight hours from conclusion of the Annual General Meeting, a consolidated scrutiniser's report and handover to the Chairman which shall be declared forthwith.

After declaration of results, it can be seen on the website of the Company, website of Bombay Stock Exchange Limited where the equity shares of the Company are listed and website of CDSL.

**30.8 Vote of Thanks**

There being no other item on the notice left to be transacted, a vote of thanks was accorded to the Chairman of the meeting who then declared the meeting as closed.

*AP Mehta*

**CHAIRMAN**

Place : 24<sup>th</sup> July 2018  
Dated: Gajraula, Uttar Pradesh

