

INSILCO LIMITED
(UNDER VOLUNTARY LIQUIDATION)

Regd. Office & Works : A-5, UPSIDC Industrial Area, Bhartiagram,
Gajraula – 244223, Uttar Pradesh
Phone : 09837823893, 09837923893
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E-mail: insilco2@gmail.com
Website : www.insilcoindia.com
CIN: L34102UP1988PLC010141

NOTICE OF ADJOURNED ANNUAL GENERAL MEETING

Notice is hereby given that 34th Annual General Meeting (AGM) of the members of Insilco Limited (which was earlier scheduled on September 21, 2022 at 02:00 P.M and was adjourned due to want of quorum) will be held on Wednesday, the 28th Day of September, 2022 at 02.00 p.m. (IST) through Video Conferencing/Other Audio Visual Means, to transact the following business: -

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2022 along with the Reports of the Board of Directors and Auditors thereon.
2. To consider and appoint a Director in place of Ms. Meng Tang (DIN: 07012101), who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint Statutory Auditors from the conclusion of this Annual General Meeting until the conclusion of the 39th Annual General Meeting and to fix their remuneration:

To consider and if thought fit, to pass the following Resolution, with or without modification(s) as an **Ordinary Resolution**

“RESOLVED THAT pursuant to the provisions of Sections 139, 141 and 142 and all other applicable provisions, if any of the Companies Act, 2013 and pursuant to Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. Shiv & Associates (Firm Registration No. with ICAI 009989N) be and are hereby appointed as Statutory Auditor of the Company for their first term of 5 (five) consecutive years to hold the office from the conclusion of the 34th Annual General Meeting till the conclusion of 39th Annual General Meeting in place of M/s. Price Waterhouse & Co Chartered Accountants LLP, (Firm Registration No. with ICAI – 304026E/E300009) who have expressed their unwillingness to be re-appointed. The annual remuneration of Rs. 6,00,000/- will be paid for the financial year 2022-23 and Rs 6,75,000/- for remaining four financial years. Remuneration is exclusive of applicable taxes (such as GST) & out of pocket expenses and subject to tax deduction at source.

RESOLVED FURTHER THAT Mr. Chandra Prakash, Liquidator of the Company be and is hereby authorised to vary, or increase the remuneration or, alter, amend and modify the remuneration payable to the auditors of the Company from time to time as they deem fit for the remaining financial years.

RESOLVED FURTHER THAT Mr. Dara P Mehta - Chairman of the Company or Mr. Vinod Paremal - Managing Director or Mr. Chandra Prakash, Liquidator of the Company or Mr. Rajeev Agarwal – Chief Financial Officer of the Company be and is hereby severally authorized to finalise the terms and conditions of their appointment and issue appointment letter in this regard.

RESOLVED FURTHER THAT Mr. Chandra Prakash, Liquidator of the Company can engage any of the professional for furtherance of day-to-day affairs of the Company who are not his relative(s), or related party, or has served as an auditor of the Company at any time during five years preceding liquidation commencement date.

RESOLVED FURTHER THAT Mr. Vinod Paremal - Managing Director, Mr. Rajeev Agarwal – Chief Financial Officer, Ms. Geetika Varshney – Company Secretary and Mr. Chandra Prakash- Liquidator of the Company be and are hereby severally authorized to do necessary filings with Registrar of Companies and to do such other acts, deeds and things as may be required to give effect to the aforesaid resolution.”

For and on behalf of Insilco Limited
(Under Voluntary Liquidation)

Sd/-

Geetika Varshney
Company Secretary
M.No. A53579

Place: Palwal

Date : 12th August, 2022

NOTES:-

1. Given the unprecedented current environment caused by the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA'), Government of India pursuant to the General Circular Nos.14/2020, 17/2020 and 20/2020 dated 8th April 2020, 13th April 2020 and 5th May 2020, respectively, clarification circular No. 02/2021 dated January 13, 2021 and the latest circular No. 02/2022 dated 5th May, 2022 ("MCA Circulars") and The Securities and Exchange Board of India ('SEBI') pursuant to its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 (the validity of which had been extended till December 31, 2021 by SEBI, vide its Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021) and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 ("SEBI Circulars"), and any other applicable circulars issued in this regard have permitted the companies to conduct their Annual General Meeting ('AGM') through Video Conferencing (VC) or Other Audio Visual Means (OAVM) till 31st December, 2022 without physical presence of the Members at a common venue.

2. In accordance with the applicable provisions of the Act, the said circulars of MCA and SEBI and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 34th AGM of the Company shall be conducted through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), which does not require physical presence of members at a common venue. The deemed venue for the 34th AGM shall be the Registered Office of the Company. The detailed procedure for participation in the meeting through VC/OAVM is annexed hereto.
3. In terms of the MCA Circulars, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 34th AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the 34th AGM through Video Conferencing Facility and e-Voting during the 34th AGM.
4. Body Corporates whose Authorised Representatives are intending to attend the Meeting through VC/OAVM are requested to send to the Scrutinizer by email through registered email address to csajay01@gmail.com with a copy marked to evoting@nsdl.co.in and to the Company at insilco2@gmail.com, a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting through e-voting or through remote e-voting.
5. National Securities Depositories Limited (“NSDL”) will be providing facility for voting through remote e-Voting, for participation in the 34th AGM through VC/OAVM Facility and e-Voting during the 34th AGM.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. In line with the MCA Circulars and SEBI Circular, the Notice of AGM along with Annual Report 2021-22 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. Members may note that Notice and Annual Report 2021-22 has been uploaded on the website of the Company at www.insilcoindia.com. The Notice can also be accessed on the website of BSE Limited and NSDL (Agency for providing the Remote e-Voting facility) at www.bseindia.com and www.evoting.nsdl.com respectively.
8. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
9. The Members can join the AGM through the VC/OAVM mode 15 minutes before the time scheduled for the commencement of the Meeting by following the procedure mentioned in the Notice. Members may note that the VC/OAVM Facility, provided by NSDL, allows participation of at least 1,000 Members on a first-come-first-served basis. The large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders’ Relationship Committee, Auditors

etc. will be allowed to attend the AGM without restriction on account of first come first served basis.

10. Voting through Electronic means

I. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (“ICSI”) and Regulation 44 of Listing Regulations read with MCA Circulars and SEBI Circulars, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the 34th AGM and facility for those Members participating in the 34th AGM to cast vote through e-Voting system during the 34th AGM.

II. Instructions for Members for Remote e-Voting are as under:-

- i. The remote e-Voting period will commence on 16th September, 2022 (09:00 am IST) and end on 20th September, 2022 (05:00 pm IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 14th September, 2022 may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- ii. A person who is not a Member as on the cut-off date should treat this Notice of 34th AGM for information purpose only.
- iii. The details of the process and manner for remote e-Voting are explained herein below:

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDeAS ’ section , this will prompt you to enter your existing User ID and Password. After

successful authentication, you will be able to see e-Voting services under Value added services. Click on “**Access to e-Voting**” under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or

	<p>www.cdslindia.com and click on New System Myeasi.</p> <ol style="list-style-type: none"> 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your

mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csajay01@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Manager NSDL at evoting@nsdl.co.in

11. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to insilco2@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to insilco2@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **Step-1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories

and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

12. THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE 34TH AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the 34th AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/shareholders, who will be present in the 34th AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the 34th AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the 34th AGM. However, they will not be eligible to vote at the 34th AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the 34th AGM shall be the same person mentioned for Remote e-voting.

13. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE ADJOURNED 34TH AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the 34th AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members desirous of speaking at AGM, will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. **Members can submit questions in advance with regard to the financial statements or any other matter to be placed at the 34th AGM, from their registered email address, mentioning their name, DP ID and Client ID number/folio number and mobile number, to the Company’s email address at insilco2@gmail.com at least 48 hours in advance before the start of the meeting. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably.**

6. Members, who would like to express their views or ask questions during the AGM need to register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number/folio number and mobile number, to the Company's email address insilco2@gmail.com atleast 48 hours in advance before the start of the 34th AGM i.e. by 19th September, 2022 by 02:00 p.m. IST. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.
7. Institutional Investors who are Members of the Company, are encouraged to attend and vote in the 34th AGM through VC/OAVM Facility

14. OTHER GUIDELINES FOR MEMBERS

- I. The voting rights of Members shall be in proportion to their share in the paid up equity share capital of the Company. as on the cut-off date of 14th September, 2022.
- II. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. 14th September, 2022 may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system."
- III. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the meeting.
- IV. Mr. Ajay Kumar Prajapati, Proprietor of M/s APK & Associates, Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the remote e-Voting process and casting vote through the e-Voting system during the meeting in a fair and transparent manner.
- V. The Scrutinizer shall after the conclusion of e-Voting at the 34th AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within two working days from the conclusion of the 34th AGM, who shall then countersign and declare the result of the voting forthwith.
- VI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.insilcoindia.com and on the website of NSDL at www.evoting.nsdl.com immediately after the declaration of Results by the Chairman or a person authorized by him. The Company shall also simultaneously forward the results to the Bombay Stock Exchange where the equity shares of the Company are listed.

- 15.** Pursuant to the MCA Circulars and SEBI Circular, in view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies of the Notice of the 34th AGM and the Annual Report including therein the Audited Financial Statements, are being sent only by email to the Members. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 34th AGM and the Annual Report and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-
- I. For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your name, folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and self-attested copy of any document (such as Driving Licence, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company's email address .
 - II. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
 - III. If there is any change in the e-mail ID already registered with the Company / RTA, Members are requested to immediately notify such change to the Company at Company's email address insilco2@gmail.com in respect of shares held in physical form and to DPs in respect of shares held in electronic form.
- 16.** The Register of Members and Share Transfer books of the Company will remain closed for a period of 7 days from 15th September, 2022 to 21st September, 2022 (both days inclusive) in terms of Section 91 of the Companies Act, 2013.
- 17.** During the 34th AGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, upon Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>.
- 18.** Under the provisions of Section 72 of the Companies Act, 2013, shareholder(s) is/are entitled to nominate in the prescribed manner, a person to whom his/her/ their shares in the Company, shall vest in the event of his/her/their death. Members who are holding shares in physical form and are interested in availing this nomination facility are requested to write to the Company.
- 19.** To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
- 20.** The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
- 21.** In terms of the Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from 1st April 2019. In view of the above, Members are advised to dematerialize shares held by them in physical form.

22. The Explanatory Statement setting out the material facts pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Item no. 3 set above is enclosed and it forms integral part of the Notice of the 34th AGM.
23. As required under sub-regulation (3) of Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2014 (hereinafter in this report referred as “Listing Regulations”) and Secretarial Standard on General Meeting (SS-2) of ICSI, the particulars of the Director seeking appointment/re-appointment at the 34th AGM are given in the **Annexure-A**, and it forms integral part of the Notice of the 34th AGM.

For and on behalf of Insilco Limited
(Under Voluntary Liquidation)

Place: Palwal
Date : 12th August, 2022

Sd/-
Geetika Varshney
Company Secretary
M.No A53579

EXPLANATORY STATEMENT

(Pursuant to Section 102(1) of the Companies Act, 2013)

Item No. 3

Appointment of M/s Shiv & Associates, Chartered Accountants, as Statutory Auditor

The members are hereby informed that M/s. Price Waterhouse & Co., Chartered Accountants LLP, (Firm Registration No. with ICAI – 304026E/E300009), the existing Statutory Auditor was appointed for their 1st term of five years from the conclusion of 29th Annual General Meeting till the conclusion of 34th Annual General Meeting of the Company. However, M/s. Price Waterhouse & Co Chartered Accountants LLP, has now expressed its unwillingness for re-appointment as Statutory Auditor of the Company after the conclusion of 34th Annual General Meeting.

The members are further informed that the Company approached to M/s Shiv & Associates, Chartered Accountants, (Firm Registration No. with ICAI–009989N), who has expressed its willingness to act as Statutory Auditor of the Company, if appointed, and has provided the requisite documents as required under the Act.

Pursuant to the provisions of the Companies Act, 2013, the appointment of M/s. Shiv & Associates, Chartered Accountants, (Firm Registration No. with ICAI–009989N) is proposed for its first term of five consecutive years from the conclusion of 34th Annual General Meeting until the conclusion of 39th Annual General Meeting of the Company.

The Audit Committee and the Board in their respective meetings held on 12th August 2022, have approved the appointment of M/s. Shiv & Associates, Chartered Accountants, (Firm Registration No. with ICAI–009989N) as Statutory Auditor of the Company, subject to the approval from members of the Company, for their 1st term of 5 (Five) consecutive years i.e. from the conclusion of 34th Annual General Meeting until the conclusion of 39th Annual General Meeting of the Company at a remuneration of Rs. 6,00,000 for the first financial year 2022-23 and Rs 6,75,000/- for remaining four financial years till completion of their term exclusive of applicable taxes & out of pocket expenses and subject to tax deduction at source.

The Board recommends the resolution for approval by the members. None of the Directors, Key Managerial Personnel & their relatives is concerned or interested, financially or otherwise, in this resolution.

Annexure-A

**Details of the Directors seeking appointment / re-appointment at the 34th AGM
(Pursuant to Clause 36 of Listing Regulations)**

Name of the Director : Ms. Meng Tang

Date of Birth	23 rd March 1972
Date of appointment	13 th November 2014
Qualifications	Ms. Meng Tang is having a Degree in International MBA and General Management from Rotterdam School of Management, the Netherlands and Master of Biochemical Engineering from East China University of Science and Technology, China. She is also Bachelor of Science in Chemical Engineering from Xi'an Jiaotong University, China.
Expertise in specific functional area	Approx. 25 years of rich experience in the field of product development, sales and marketing, strategy development, etc. at senior positions.
Directorships in other listed companies	Nil
Memberships / Chairmanships of Committees in other listed Companies	Nil
Memberships / Chairmanships of Committees in the Company	Nil
Shareholding, if any, in the Company	Nil
Disclosure of relationship between Directors inter-se	Not related to any director of the Company.

For and on behalf of Insilco Limited
(Under Voluntary Liquidation)

Place: Palwal
Date: 12th August, 2022

Sd/-
Geetika Varshney
Company Secretary
M.No. A53579