

INSILCO LIMITED
(UNDER VOLUNTARY LIQUIDATION)

Registered Office : B-23, Sector-63, Noida, Uttar Pradesh-201301
Phone : 09837823893 / 09837923893
E-mail: insilco2@gmail.com
Website : www.insilcoindia.com
CIN: L34102UP1988PLC010141

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that 37th Annual General Meeting (AGM) of the members of Insilco Limited (Under Voluntary Liquidation) (“the Company”) will be held on Wednesday, the 10th Day of September 2025 at 02.00 p.m. (IST) through Video Conferencing (VC)/Other Audio Visual Means (OAVM), organized by the Company, to transact the following business. The venue of the Meeting shall be deemed to be the Registered Office of the Company situated at B-23, Sector-63, Noida, Uttar Pradesh-201301 and the proceedings of the AGM shall be deemed to be made thereat, 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 on 31st March 2025 along with the Reports of the Board of Directors and Auditors thereon.
2. To consider and re-appoint Ms. Chaitali Talele (DIN: 10392374), who retires by rotation and being eligible, offers herself for re-appointment, by passing the following Resolution, as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Ms. Chaitali Talele (DIN: 10392374), Director of the Company, who retires by rotation at this Annual General Meeting and being eligible, offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation”.

SPECIAL BUSINESS

3. To appoint M/s. Nityanand Singh & Co, Company Secretaries (FCS No. 2668 and CP No. 2388) as the Secretarial Auditors of the Company for a term of upto 5 (Five) consecutive years, fix their remuneration and in this regard, to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 (“the Act”), read with the applicable rules made thereunder and Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) read with Circulars issued thereunder from time to time [including any statutory modification or re-enactment thereof for the time being in force] and in accordance with the recommendations of the Audit Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for the appointment of Mr. Nityanand Singh, Proprietor of M/s. Nityanand Singh & Co., Practicing Company Secretaries (FCS No. 2668 and CP No. 2388), as the Secretarial Auditor of the Company for a term of five (5) consecutive years commencing from April 1, 2025, to March 31, 2030 (“the Term”), at a remuneration to be mutually decided by the Board of Directors or the liquidator, as the case may be and reimbursement of out-of-pocket expenses at actuals, exclusive of GST.

RESOLVED FURTHER THAT any director of the Company and/or the Liquidator of the Company, the Chief Financial Officer of the Company, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, things and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto.”

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

Sd/-

**Priya Singhal
Company Secretary
Membership No. ACS 50517**

Date : 26th May 2025

Place: Gurugram, Haryana

NOTES:

1. In pursuant to the General Circular Nos.14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020 and other subsequent circulars issued in this regard, the latest being General Circular No. 09/2024 dated 19th September 2024, issued by the Ministry of Corporate Affairs (“MCA Circulars”) has permitted the holding of the AGM through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) without the physical presence of the shareholders at a common venue upto 30th September 2025. The Securities and Exchange Board of India (‘SEBI’) pursuant to its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 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 May 13, 2022, SEBI/HO/CRD/PoD-2/P/CIR/2023/4 dated January 5, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and latest Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 (“SEBI Circulars”) has provided certain relaxations from compliance with certain provisions of the Securities and Exchange Board of India (Listing

Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

2. An Explanatory Statement pursuant to Section 102(1) of the Act is annexed hereto. Further, Information under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) and Secretarial Standard-2 in respect of the Directors seeking appointment/re-appointment at the AGM (Item no. 2 of the Notice) is given in Annexure-A to the Notice.
3. In accordance with the applicable provisions of the Companies Act, 2013 (“Act”), Listing Regulations read with circulars issued by MCA and SEBI, the 37th 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 37th AGM shall be the Registered Office of the Company. The detailed procedure for participation in the meeting through VC/OAVM is annexed hereto.
4. Since this AGM is being held through VC / OAVM pursuant to the MCA and SEBI Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility of appointment of proxies by Members will not be available for the 37th AGM and hence, the proxy form, attendance slip and route map for the venue of the AGM are not annexed to this notice.

However, in pursuance of Section 113 of the Act, the Body Corporates are entitled to appoint authorised representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the AGM through Video Conferencing Facility and e-Voting during the 37th AGM.

5. Body Corporates, whose Authorised Representatives are intending to attend the Meeting through VC/OAVM are requested to send a certified true copy of the Board Resolution through their registered email to the Scrutiniser at officenns@gmail.com with a copy marked to NSDL at evoting@nsdl.com authorising their representative to attend and vote on their behalf at the Meeting through e-voting or through remote e-voting.
6. National Securities Depositories Limited (“NSDL”) will be providing facility for voting through remote e-Voting as well as e-Voting during the AGM in respect of the business to be transacted at the AGM and for participation in the 37th AGM through VC/OAVM Facility.
7. 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.
8. In line with the MCA Circulars and SEBI Circulars, the Notice of AGM along with Annual Report for the Financial Year 2024-25 are 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 for the Financial Year 2024-25 has been uploaded on the website of the Company at www.insilcoindia.com. The Notice can also be accessed on the website of Stock Exchange i.e., BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL at www.evoting.nsdl.com (Agency for providing the Remote e-Voting facility).

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. This will not include 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. who are 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 vide Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020 i.e., in relation to providing remote e-Voting facility by the listed entities to its Members in respect of the business to be transacted at the 37th AGM and facility for those Members participating in the 37th AGM to cast vote through e-Voting system during the 37th AGM.

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

- i. The remote e-Voting period commences on Friday, 05th September 2025 at 09:00 a.m. (IST) and end on Tuesday, 09th September 2025 at 05:00 p.m. (IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Wednesday, 03rd September 2025 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 Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member cast votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- iii. A person, who is not a Member as on the cut-off date, should treat this Notice of 37th AGM for information purpose only.
- iv. 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.	<ol style="list-style-type: none">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.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp3. 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. 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.

	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

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.
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Important note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at above mentioned 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.com or call at 022-4886 7000.
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 1800-21-09911.

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.com 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 the 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 officenns@gmail.com with a copy marked to evoting@nsdl.com. 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 022-4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager NSDL at evoting@nsdl.com.

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 shareholder 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.com 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 e-mail 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 37TH AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the 37th AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/shareholders, who will be present in the 37th 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 37th AGM.
3. Members, who have voted through Remote e-Voting will be eligible to attend the 37th AGM. However, they will not be eligible to vote at the 37th 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 37th AGM, shall be the same person mentioned for Remote e-voting.

13. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE 37TH AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the 37th AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following 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 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 37th AGM, from their registered e-mail address, mentioning their name, DP ID and Client ID number/folio number and mobile number, to the Company’s e-mail address at insilco2@gmail.com atleast 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 e-mail address mentioning their name, DP ID and Client ID number/folio number and mobile number, to the Company’s e-mail address

insilco2@gmail.com at least 48 hours in advance before the start of the 37th AGM i.e. by 08th September, 2025 by 05:00 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 37th 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 03rd September 2025.
- 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 sent through e-mail and holding shares as of the cut-off date i.e., Wednesday, 03rd September 2025 may obtain the login ID and password by sending a request at evoting@nsdl.com. 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 022-4886 7000. 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. Nityanand Singh, Proprietor of M/s. Nityanand Singh & Co., Practicing Company Secretaries (Membership No.: FCS No. 2668 and CP No. 2388), has been appointed as the Scrutinizer to scrutinize both the remote e-Voting as well as e-Voting process in a fair and transparent manner.
- V. The Scrutinizer shall, immediately after the conclusion of e-Voting at the 37th AGM, unblock and download the votes cast through remote e-Voting and e-voting at the AGM and thereafter scrutinize the votes cast through remote e-Voting and e-voting at the AGM 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/Chairperson or a person authorized by him/her, within two working days from the conclusion of the 37th AGM, who shall countersign the same 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, Notice of the 37th AGM and the Annual Report including therein the Audited Financial Statements, are being sent only by e-mail to the Members. Therefore, those Members, whose e-mail address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 37th AGM and the Annual Report and all other communication sent by the Company, from time to time, can get their e-mail address registered by following 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, e-mail 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 e-mail to the Company's e-mail address.
 - II. For the Members holding shares in demat form, please update your e-mail 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 e-mail 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 04th September 2025 to 10th September 2025 (both days inclusive) in terms of the provision of Section 91 of the Companies Act, 2013 for the purpose of this AGM.
17. During the 37th 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 Login 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 of staying abroad 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. 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 37th AGM are given in the **Annexure-A**, and it forms integral part of the Notice of the 37th AGM.

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

**Sd/-
Priya Singhal
Company Secretary
Membership No. ACS 50517**

Date : 26th May 2025

Place: Gurugram, Haryana

Explanatory Statement

Explanatory Statement relating to the business mentioned in Item No. 3 of the accompanying Notice of the Annual General Meeting (AGM) is given below:

Item No. 3

Pursuant to the recent amendments to Regulation 24A of the SEBI Listing Regulations, every listed entity is required to conduct a Secretarial Audit and annex the Secretarial Audit Report to its annual report. Additionally, a listed entity must appoint a Secretarial Audit firm for a maximum of two terms of five consecutive years each, with the approval of shareholders to be obtained at the Annual General Meeting (AGM).

Accordingly, based on the recommendation of the Audit Committee and subject to the approval of Members at this AGM, the Board of Directors has approved the appointment of M/s. Nityanand Singh & Co., Peer Reviewed Firm of Company Secretaries in Practice (FCS No. 2668 and CP No. 2388) as the Secretarial Auditors of the Company for a period of five years, commencing from April 1, 2025, to March 31, 2030 on the following terms and conditions:

a. Term of appointment:

Upto 5 (Five) consecutive years from the conclusion of this AGM till the conclusion of 42nd AGM.

b. Proposed Fees:

The remuneration for the Secretarial Audit for the year 2025 is to be mutually decided by the Board of Directors or the Liquidator, as the case may be and reimbursement of out-of-pocket expenses at actuals, exclusive of GST, which shall be paid by the Company at the time of Invoicing. The proposed fees are determined based on the scope of work, team size, industry experience, and the time and expertise required to conduct the audit effectively. Fees for any additional services including certifications and other professional work, shall be separate and determined by the Board in consultation with the Secretarial Auditors and based on the recommendations of the Audit Committee. The remuneration for the subsequent years shall be approved by the Board and/or the Audit Committee.

c. Credentials:

M/s. Nityanand Singh & Co.(NNS), is a peer reviewed and a well-established firm of Practicing Company Secretaries, registered with the Institute of Company Secretaries of India, New Delhi and over its 29 years of existence, NNS has earned a strong reputation in the corporate world for its competence, transparency, and trustworthiness. The firm has expanded both in size and scope of services, consistently delivering value through innovative practices and ethical standards.

The firm has provided its consent to act as Secretarial Auditors of the Company and has confirmed that their aforesaid appointment, if made, would be in compliance with the provisions of the Act and the SEBI Listing Regulations. They have also confirmed that they are not disqualified to be appointed as Secretarial Auditors under the applicable laws and regulations.

Accordingly, the consent of the shareholders is sought for the appointment of Secretarial Auditors of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding, if any, in the Company.

The Board of Directors of the Company recommends the resolution set out at Item No. 3 for approval of the Members as an Ordinary Resolution.

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

**Sd/-
Priya Singhal
Company Secretary
Membership No. ACS 50517**

Date : 26th May 2025

Place: Gurugram, Haryana

**Details of the Directors seeking appointment / re-appointment at the 37th AGM
(Pursuant to Clause 36 of Listing Regulations)**

Name of the Director : Ms. Chaitali Talele

Date of Birth and age	6 th August 1982 and 42 years
DIN	10392374
Brief resume	<p>Ms. Chaitali Talele is a Chartered Accountant and holds Master degree in Commerce from Pune University.</p> <p>Ms. Chaitali Talele has 20 years of professional experience in business controlling and governance, finance operations, digitalization, business strategy, internal audit, global corporate finance, enterprise risk management, investor relations with a mix of roles at business unit, corporate and group level. She started her career with SKF India Limited in the year 2004 and was associated with them for 15 years in various group functions in different positions. She thereafter worked with Laxmi Organic Industries Limited as Senior Vice President, Financial Control and Business Partnering. Her last assignment was with EPL Limited (formerly known as Essel Propack Ltd) as Group Vice President, Corporate Finance before joining Evonik.</p> <p>Ms. Chaitali Talele is currently working as CFO for Evonik for India region. She is responsible to develop, maintain and operate an efficient and effective service function which comprises of Finance, Accounting, Treasury, Controlling, Tax, IT, Logistics, Customer Service and Procurement in India. She is responsible to realize optimization potential along with working on growth strategy to be formulated and implemented within the given functional responsibility.</p>
Date of first appointment on the Board	29 th May 2024
Qualifications	Ms. Chaitali Talele is a Chartered Accountant and holds Master Degree in Commerce from Pune University.
Expertise in specific functional area	Management

Directorships in other listed companies	NIL
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person	Appointed as an Additional Director of the Company in the category of Non-Executive Non-Independent Director. She shall not be entitled to any remuneration or sitting fees for attending the meetings of the Board/Committees.
Memberships / Chairmanships of Committees in other listed Companies	NIL
Memberships / Chairmanships of Committees in the Company	Member of Nomination and Remuneration Committee. Member of Stakeholders' Relationship Committee.
Shareholding, if any, in the Company	NIL
Disclosure of relationship with other Directors, Manager and KMP	Not related to any Director, Manager and KMP of the Company
Number of Meetings of the Board attended during the year	4 Meetings attended during the Financial Year 2024-25.

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

**Sd/-
Priya Singhal
Company Secretary
Membership No. ACS 50517**

**Date : 26th May 2025
Place: Gurugram, Haryana**