

Insilco Limited

(Under voluntary liquidation wef 25.06.2021)

INSILCO LIMITED
(Under Voluntary Liquidation w.e.f. 25.06.2021)
CIN: L34102UP1988PLC010141

Regd. Office – B-23, Sector-63, Noida, Uttar Pradesh-201301, India
Phone: 09837823893 / 09837923893, Email id: insilco2@gmail.com,
Website: www.insilcoindia.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 and Section 108 of the Companies Act, 2013 read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and applicable circulars issued by the Ministry of Corporate Affairs Government of India and applicable circulars issued by SEBI, from time to time]

Dear Member(s),

NOTICE is hereby given to the Members of Insilco Limited (“the Company”) pursuant to the provisions of section 110, 108, and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”) read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**Secretarial Standard**”), any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 3/2022 dated May 05, 2022, 11/2022 dated December 28, 2022 and the latest one being General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (“**MCA**”) (hereinafter collectively referred to as “**MCA Circulars**”) and SEBI Circulars, approval of the Members of Insilco Limited (“the **Company**”) are sought through Postal Ballot as an Ordinary Resolution only by way of remote e-voting (“**e-voting**”) process for the resolution as set out in the notice:

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An Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the resolution setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice.

The Board of Directors of the Company has appointed M/s. Nityanand Singh & Co., Practicing Company Secretary (FCS No. 2668 and CP No. 2388), as the Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairperson or to the person authorized by the Chairperson after completion of scrutiny of the Postal Ballot (remote e-voting) in a fair and transparent manner. The results of the postal ballot/e-voting will be announced not later than 2 (two) working days from the closure of the remote e-voting.

SPECIAL BUSINESS:

ITEM NO.1: Appointment of Ms. Chaitali Talele (DIN: 10392374) as a Non-Executive Non-Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules framed thereunder including the Companies (Appointment and Qualification of Directors) Rules, 2014, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“LODR Regulations”) (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company and subject to such other approval(s) / permissions/ sanctions of the Statutory Authorities and on the recommendation of the Nomination and Remuneration Committee, Ms. Chaitali Talele (DIN: 10392374), who was appointed as an Additional Director (Non-Executive Non-Independent Director) of the Company with effect from 29th May 2024 and in respect of whom the Company has received the notice under section 160 of the Companies Act, 2013, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company and shall liable to retire by rotation.

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RESOLVED FURTHER THAT Mr. Vinod Paremal – Managing Director, Ms. Kapila Gupta – Liquidator, Mr. Rajeev Agrawal – Chief Financial Officer and/or Ms. Geetika Varshney – Company Secretary of the Company be and are hereby severally authorized to intimate the above to the Ministry of Corporate Affairs and to do all other acts, deeds, matters and things connected therewith or incidental as may be necessary in this regard.”

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

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

Place : Palwal, Haryana

Date : 18th June 2024

NOTES:

1. An Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013, Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 stating all material facts and the reasons in respect of all the business specified above is annexed hereto.
2. The Postal Ballot Notice is being sent to the members of the Company whose names appear in the Register of Members/List of Beneficial Owners as received from the depositories as on cut-off date i.e., **Wednesday, June 19, 2024**.
3. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. The Postal Ballot Notice is also placed on the website of the Company www.insilcoindia.com, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and website of the depository i.e., NSDL at www.evoting.nsdl.com.
4. Members whose names appear on the Registered of the Members / List of Beneficial Owners as on Wednesday, June 19, 2024 will be considered for the purpose of voting.

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5. Relevant documents referred to in this Postal Ballot Notice and the Explanatory Statement will be available electronically for inspection by the shareholders. Shareholders are requested to write at insilco2@gmail.com for inspection until the last date of remote e-voting.
6. In compliance with the provisions of Sections 108 and 110 of the Companies Act 2013 read with Rule 20 and 22 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the Members to exercise their votes electronically through remote e-voting. The remote e-voting facility will be provided by NSDL. The instructions for remote e-voting are annexed to the Postal Ballot Notice.
7. A Member cannot exercise his vote by proxy on postal ballot.
8. The Ordinary Resolution, if passed by requisite majority, will be deemed to have been passed on the last date of remote e-voting i.e., Thursday, July 25, 2024.
9. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the Members.
10. The Company has appointed M/s. Nityanand Singh & Co., Practicing Company Secretary, as Scrutinizer for conducting and scrutinizing the Postal Ballot e-voting process in a fair and transparent manner required consent for such appointment has been received.
11. The Scrutinizer will submit the report to the Chairperson or any person authorised by Chairperson, after scrutinizing the votes cast through remote e-voting process and the consolidated results of the voting will be declared / announced by the Chairperson or any person authorised by Chairperson, on or before Saturday, July 27, 2024. The said results will be posted on the Company's website i.e., www.insilcoindia.com, website of the depository i.e., NSDL at www.evoting.nsdl.com and on the website of Stock Exchange i.e., BSE Limited at www.bseindia.com.
12. The term 'Members' has been used to denote the Shareholders of the Company.

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THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

1. The remote e-voting period begins on Wednesday, 26th June, 2024 at 09:00 A.M. (IST) and ends on Thursday, 25th July, 2024 at 05:00 P.M (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e., Wednesday, 19th June 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 19th June 2024.
2. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
3. A person who is not a member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.

How do I vote electronically using NSDL e-Voting system?

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 for Individual shareholders holding securities in demat mode

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 under Regulation 44 of SEBI Listing Regulations listed entities are required to provide, remote to its Shareholders, in respect of all Shareholders’ Resolutions. 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.

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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.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.

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4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



Individual Shareholders holding securities in demat mode with CDSL

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 Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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. 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 & New System Myeasi 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

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	<p>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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>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.</p>

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.com or call at 022 - 4886 7000 and 022 - 2499 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 toll free no. 1800 22 55 33

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B) Login Method 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***

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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.

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Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically 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.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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 and 022 - 2499 7000 or send a request Ms. Sarita Mote, Assistant Manager, at evoting@nsdl.com

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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 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 email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT

Pursuant to Sections 102 and 110 of the Companies Act, 2013

As required by section 102(1) and 110 of the Companies Act, 2013 ("Act") and such other applicable rules (if any), including any statutory modification(s) thereof, the following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice and shall be taken as forming part of it

ITEM NO.1: Appointment of Ms. Chaitali Talele (DIN: 10392374) as a Non-Executive Non-Independent Director of the Company

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Based on recommendation of the Nomination and Remuneration Committee, the Board of Directors, in their meeting held on 29th May 2024, have appointed Ms. Chaitali Talele (DIN: 10392374) with effect from 29th May 2024 as an Additional Director of the Company in the category of Non-Executive Non-Independent Director and shall liable to retire by rotation. In compliance with the Section 161 of the Companies Act, 2013 read with Regulation 17 (1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015), approval of members of the Company shall be taken for the appointment of Ms. Chaitali Talele on the Board of Directors at the next general meeting or within a time period of 3 (three) months from the date of appointment, whichever is earlier.

Based on the skills, competence and expertise in understanding, of global business dynamics, appreciation of long-term trends, strategic choices and experience in guiding and leading management teams, developing governance practices, the Board, on the recommendation of the Nomination and Remuneration Committee, has determined that the appointment of Ms. Chaitali Talele would be beneficial to the Company.

The Company has received a notice in writing in terms of Section 160(1) of the Act, proposing her for candidature of the office as Director.

She has also confirmed that she is not disqualified from being appointed as Director, in terms of the provisions of Section 164 (2) of the Act and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority and has given her consent to act as a Director of the Company. There is no inter se relationship between her and any other member of the Board and other Key Managerial Personnel of the Company.

She shall not be entitled to any remuneration or sitting fees for attending the meetings of the Board/Committees.

Brief profile of Ms. Chaitali Talele is as follows:

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.

She is a Chartered Accountant and holds Master's degree in Commerce from Pune University.

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She 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.

The Board recommends the Ordinary Resolution as set out at item no. 1 in this Notice for approval of the Members.

Except Ms. Chaitali Talele and her relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution as set out in this Notice.

ANNEXURE-A

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT

AS REQUIRED UNDER REGULATION 36 OF THE LISTING REGULATIONS:

Name of the Director	Ms. Chaitali Talele
Director Identification Number	10392374
Category	Non-Executive Non-Independent Director
Date of Birth	6 th August 1982
Nationality	Indian
Date of First Appointment on the Board	29 th May 2024
Inter-se Relationship with Directors and Key Managerial Personnel of the Company	Not related to any director of the Company

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Insilco Limited

(Under voluntary liquidation wef 25.06.2021)

Qualifications	Ms. Chaitali Talele is a Chartered Accountant and holds Master's degree in Commerce from Pune University.
Expertise in specific functional area	Management
Terms and Conditions of Appointment or reappointment along with remuneration	As mentioned in explanatory statement in Item No. 1
Membership of Committees of the Company	NIL
List of Directorships held in Other Companies (excluding foreign companies)	<ol style="list-style-type: none">1. Evonik Catalysts India Private Limited2. Evonik India Private Limited3. Evonik Specialty Silica India Private Limited
Membership/Chairmanship of Committees across other Listed Companies	NIL
Shareholding, if any, in the Company	NIL
Number of Board Meeting Attended during the year	NIL

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

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

Place : Palwal, Haryana
Date : 18th June 2024

Registered Office:
B-23, Sector-63, Noida
Uttar Pradesh-201301
India

Phone : +91 9837823893
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Email : insilco2@gmail.com
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