

### **SUMMARY OF PROCEEDINGS OF 32<sup>nd</sup> ANNUAL GENERAL MEETING**

The 32<sup>nd</sup> Annual General Meeting of the Members of the Company was convened on Thursday, 13<sup>th</sup> August, 2020 at 02:30 p.m. through Video Conference (VC) / Other Audio Visual Means (OAVM) in compliance with the General Circular numbers 20/2020, 14/2020, 17/2020 issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 issued by the Securities and Exchange Board of India (SEBI) and as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

Mr. Dara Phirozeshaw Mehta, Chairman of the Board, chaired the proceedings of the Meeting. The number of shareholders as on record date 7<sup>th</sup> August, 2020 were 37,957. The details of number of shareholders present in the meeting are as follows:

<b>Category</b>	<b>Promoter and Promoter Group (Through Proxy / Authorised Representative)</b>	<b>Public</b>	<b>Total</b>
In Person	N.A	N.A	-
Video Conference	1	49	50

The Chairman called the meeting to order as requisite quorum was present. The Chairman thereafter, requested other Board Members to introduce themselves. The Chairman also formally acknowledged the participation of the partners or authorized representative of Statutory Auditors, M/s Price Waterhouse & Co Chartered Accountants LLP and Secretarial Auditors, M/s Nityanand Singh & Co.

Ms. Swati Surhatia, on the request of Chairman, briefed the members that the Annual General Meeting is being held through video conference in accordance with the Companies Act 2013 and circulars issued by the Ministry of Corporate Affairs and SEBI. She informed the members that the Register of Directors and Key Managerial Personnel, the Register of Contracts or Arrangements, have been made available electronically for inspection by the members during the AGM.

#### **Insilco Limited**

“The Corenthum”  
 Office No. 2312, 3<sup>rd</sup> Floor  
 2<sup>nd</sup> Lobe, Tower-A  
 A - 41, Sector - 62  
 Noida 201309, Uttar Pradesh  
 India

Phone : +91 120 4307910-12  
 Fax : +91 120 4165888  
 E.mail : insilco@evonik.com

Web : www.insilcoindia.com  
 www.evonik.com

CIN : L34102UP1988PLC010141

Ms. Swati further informed that members who have not cast their votes through remote e-voting and who are participating in this meeting will have an opportunity to cast their votes during the meeting through the e-voting system provided and administered by NSDL and the voting period for the same commenced at 02:45 p.m and was allowed till 03.15 p.m.

Thereafter, the Chairman took over and stated that in view of the unprecedented outbreak of global pandemic, Covid-19, the Company has taken the opportunity granted by Ministry of Corporate Affairs and SEBI, to organize this AGM as fully virtual and that the Company has taken all feasible efforts under the current circumstances to enable members to participate through video conference and vote at the AGM.

The Chairman delivered his speech on Company performance during the financial year & future outlook of the Company.

The Chairman informed the Members that the Report of Board of Directors, the Accounts for the financial year ended 31<sup>st</sup> March, 2020 and the Notice convening the 32<sup>nd</sup> AGM were taken as read as the same had already been circulated to the Members. However, as there were qualifications in the Audit Report, the qualifications in the Audit Report and the Board's response to the qualifications was read at the meeting. The Chairman also stated that the Secretarial Audit Report issued by Secretarial Auditor has no qualifications.

The Chairman informed the Members that the facility for voting through e-voting system was made available during the Meeting for Members who had not cast their vote prior to the Meeting. The Company had appointed M/s APK & Associates, Practising Company Secretary, as the Scrutiniser for the purpose of scrutinising the process of remote e-voting held prior and e-voting during the AGM. Further, the Members were also informed by the Chairman that the result of E-voting and voting at the AGM will be announced within 48 hours from the conclusion of the Meeting and the results shall also be placed on the website of the Company and be intimated to National Securities Depository Limited and Bombay Stock Exchange where the securities of the Company are listed. Thereafter, the following resolutions as set out in the Notice convening the 32<sup>nd</sup> Annual General Meeting were placed before the Members:

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S.No.	Particulars of business	Nature of business
1	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2020 along with the Reports of the Board of Directors and Auditors thereon.	Ordinary
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.	Ordinary

On the invitation of the Chairman, Members who had registered themselves as speakers, addressed the Meeting through VC / OAVM and sought clarifications on the Company's accounts, businesses impact of Covid-19 on the operations of the Company etc. The Chairman asked Mr. Brijesh Arora, Managing Director to respond to the queries of the Members and provide clarifications. The Chairman also acknowledged the messages posted by the Members in the Communication box available to them on the screen during the AGM. It was also informed that for the questions unanswered, the Company shall suitably reply over the e-mail.

The meeting concluded at 03:21 p.m. After the conclusion of the Annual General Meeting, after scrutiny of votes the Scrutinizer submitted his Report. As per the report submitted by the Scrutiniser considering the consolidated results of the remote e-voting held prior and e-voting during the AGM, all resolutions (Ordinary) embodied in the Notice of Annual General Meeting were passed with requisite majority.

**For Insilco Limited**

**Swati Surhatia**  
**Company Secretary & Compliance officer**

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