

APK & ASSOCIATES

(Company Secretaries)

Email ID: csajay01@gmail.com

Mob. No. +91-9999911391

53-A, Shyam Vihar-II, Goyla Road, Najafgarh, N.D -110043



Report of Scrutinizer

Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015, as amended from time to time and as per MCA General Circular No. 14/2020 dated 08.04.2020, Circular No. 17/2020 dated 13.04.2020 and Circular No 20/2020 dated 05.05.2020 as issued by MCA

To,

The Chairman

INSILCO LIMITED

A-5, UPSIDC Industrial Area,
Bhartiagram, Gajraula - 244223,
Uttar Pradesh

Subject: Consolidated Report of Scrutinizer on voting through e-voting system and through remote e-voting.

Dear Sir,

I, Ajay Kumar Prajapati, Proprietor of APK & Associates, Practicing Company Secretary, having office at 53-A, Shyam Vihar-II, Goyla Road, Najafgarh, New Delhi-110043, have been appointed as the Scrutinizer by the Board of Directors of the **Insilco Limited**, pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting and e-voting process in respect of the below mentioned resolutions proposed at the 32nd Annual General Meeting ("AGM") of Insilco Limited on Thursday, August 13, 2020 at 02:30 P.M. through VC / OAVM.

I was also appointed as Scrutinizer to scrutinize the remote e-voting process during the said AGM.

The notice dated June 23, 2020, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the MCA Circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020.

The Company had availed the e-voting facility offered by National Securities Depository Limited ("NSDL") for conducting remote e-voting by the Shareholders of the Company.



The voting period for remote e-voting commenced on Monday, August 10, 2020 (9:00 a.m. IST) and ended on Wednesday, August 12, 2020 (5:00 p.m. IST) and the NSDL e-voting platform was blocked thereafter.

The Company had also provided e-voting facility to the shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier.

The shareholders of the Company holding shares as on the "cut-off" date of Friday, August 7, 2020 were entitled to vote on the resolutions as contained in the Notice of the AGM.

After the closure of e-voting at the AGM, the report on voting done at the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and were counted.

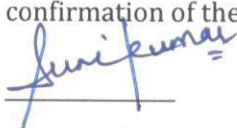
I have scrutinized the remote e-voting and e-voting process prior and during the AGM. Also votes cast therein based on the data downloaded from the NSDL e-voting system.

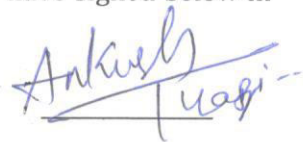
The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to voting process prior and during the AGM on the resolutions contained in the notice of the AGM.

My responsibility as scrutinizer for the remote e-voting and e-voting process is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

Further, on account of threat posed by COVID-19 pandemic situation and in accordance with the relaxation given vide above-referred Circulars the members have casted their votes electronically only.

After the conclusion of the e-voting at the 32nd Annual General Meeting, the votes cast by the members present through VC/OAVM at the 32nd AGM through e-voting system and through remote e-voting facility were downloaded on 13th August, 2020 around 03:37 P.M in the presence of two witness, Mr Sunil Kumar, R/o House No. 6A E-block STD Road Phase-1 Qutub Vihar New Delhi-110071 and Mr. Ankush Tyagi, R/o, R-175, Mohan Garden, Uttam Nagar-110055, who are not in the employment of the Company. They have signed below in confirmation of the votes being unlocked in their presence.





I now submit my Consolidated Report as under on the result of the remote e-voting and e-voting in respect of the said resolutions.

1) Ordinary Resolution

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.; and



Summary of votes cast through remote e-voting and e-voting in favour and against the Ordinary Resolution is as under:

| S. No. | Particulars | No. of members who cast valid votes | Total No. of Shares | % of Votes cast to total valid votes cast |
|--------------|--|-------------------------------------|---------------------|---|
| 1 | Total number of votes cast in favour of the Resolution | 69 | 4,59,30,574 | 99.9994 |
| 2 | Total number of votes cast against the Resolution | 4 | 261 | 0.0006 |
| Total | | 73 | 4,59,30,835 | 100 |

2) Ordinary Resolution

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.

Summary of votes cast through remote e-voting and e-voting in favour and against the Ordinary Resolution is as under:

| S. No. | Particulars | No. of members who cast valid votes | Total No. of Shares | % of Votes cast to total valid votes cast |
|--------------|--|-------------------------------------|---------------------|---|
| 1 | Total number of votes cast in favour of the Resolution | 70 | 4,59,33,574 | 99.9994 |
| 2 | Total number of votes cast against the Resolution | 4 | 261 | 0.0006 |
| Total | | 74 | 4,59,33,835 | 100 |

APK & Associates,
Practicing Company Secretary
(Company Secretaries)

Ajay Kumar Prajapati (Prop.)
C.P. No.: 22365 ACS: 49295
UDIN: A049295B000577878



Acknowledge receipt of the report

D.P. Mehta

Dara P. Mehta
Chairman of the 32nd AGM
Insilco Limited
DIN: 00041164

Place: New Delhi
Date: 13-08-2020

Insilco Limited

Voting results as per regulation 44(3) of SEBI (Listing Obligations and Disclosure requirements), 2015

| | |
|---|-----------------|
| Date of AGM | August 13, 2020 |
| Total number of shareholders as on the Cut-Off date | 37957 |
| No. of shareholders present in the meeting through video conferencing / other Audio Visual Means: | |
| Promoters and Promoter Group: | 1 |
| Public: | 49 |



| Resolution 1: To receive consider and adopt | | | | | | | | | |
|--|-----------------|--------------------|---------------------|---|-------------------------|-----------------------|--------------------------------------|------------------------------------|---|
| a. 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.; and | | | | | | | | | |
| Resolution required : Ordinary Resolution | | | | | | | | | |
| Whether Promoter/ Promoter Group interested in the agenda/ resolution: Promoter/ Promoter Group of the Company are not, in anyway concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding in the Company. | | | | | | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of votes polled on outstanding shares | No. of Votes- In favour | No. of Votes- against | % of Votes in favour on votes polled | % of Votes against on votes polled | |
| | | 1 | 2 | 3=(2/1)*100 | 4 | 5 | 6=(4/2)*100 | 7=(5/2)*100 | |
| Promoter and Promoter Group | Remote e-voting | 4,58,53,315 | 4,58,53,315 | 100.0000 | 4,58,53,315 | - | 100.0000 | - | - |
| | Postal Ballot | | - | - | - | - | - | - | - |
| | Total | 4,58,53,315 | 4,58,53,315 | 100.0000 | 4,58,53,315 | - | 100.0000 | - | - |
| Public- Institutional holders | Remote e-voting | 2,02,820 | - | - | - | - | - | - | - |
| | Postal Ballot | | - | - | - | - | - | - | - |
| | Total | 2,02,820 | - | - | - | - | - | - | - |
| Public- Others | Remote e-voting | 1,66,58,865 | 77,520 | 0.4653 | 77,259 | 261 | 99.6633 | 0.3367 | |
| | Postal Ballot | | - | - | - | - | - | - | |
| | Total | 1,66,58,865 | 77,520 | 0.4653 | 77,259 | 261 | 99.6633 | 0.3367 | |
| Grand Total | | 6,27,15,000 | 4,59,30,835 | 73.2374 | 4,59,30,574 | 261 | 99.9994 | 0.0006 | |

Resolution 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
Resolution required : Ordinary Resolution

Whether Promoter/ Promoter Group interested in the agenda/ resolution : Promoter/ Promoter Group of the Company are not, in anyway concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding in the Company.

| Category | Mode of Voting | No. of shares held | No. of votes polled | % of votes polled on outstanding shares | No. of Votes- In favour | No. of Votes- against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|-------------------------------|-----------------|--------------------|---------------------|---|-------------------------|-----------------------|--------------------------------------|------------------------------------|
| | | 1 | 2 | 3=(2/1)*100 | 4 | 5 | 6=(4/2)*100 | 7=(5/2)*100 |
| Promoter and Promoter Group | Remote e-voting | 4,58,53,315 | 4,58,53,315 | 100.0000 | 4,58,53,315 | - | 100.0000 | - |
| | Postal Ballot | | - | - | - | - | - | - |
| | Total | 4,58,53,315 | 4,58,53,315 | 100.0000 | 4,58,53,315 | - | 100.0000 | - |
| Public- Institutional holders | Remote e-voting | 2,02,820 | | - | | | - | - |
| | Postal Ballot | | | - | - | - | - | - |
| | Total | 2,02,820 | - | - | - | - | - | - |
| Public- Others | Remote e-voting | 1,66,58,865 | 80,520 | 0.4833 | 80,259 | 261 | 99.6759 | 0.3241 |
| | Postal Ballot | | | - | | | - | - |
| | Total | 1,66,58,865 | 80,520 | 0.4833 | 80,259 | 261 | 99.6759 | 0.3241 |
| Grand Total | | 6,27,15,000 | 4,59,33,835 | 73.2422 | 4,59,33,574 | 261 | 99.9994 | 0.0006 |

