

**Report of Scrutinizer**

[Pursuant to the provisions of Section 110 and 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

To

The Chairperson

**Insilco Limited**

**(Under Voluntary Liquidation)**

B-23, Sector 63, Gautam Buddha Nagar,

Noida, Uttar Pradesh, India, 201301

**Subject: Scrutinizer's Report on the Postal Ballot Result**

Dear Ma'am,

I, Nityanand Singh, proprietor of M/s Nityanand Singh & Co., Company Secretaries, having registered office at 14, Second Floor, Arjun Nagar, Safdarjung Enclave, New Delhi-110029, has been appointed by the Board of Directors as the Scrutinizer for the purpose of conducting and scrutinizing the Postal Ballot process through remote e-voting in a fair and transparent manner in respect of the special business, as set out in the Postal Ballot Notice dated **June 18, 2024**.

In the above matter, we hereby submit our Report as under:


- (i) As per Section 110 and 108 of the Companies Act, 2013 ('Act') read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations'), read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest one being General Circular No. 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ('MCA') (hereinafter collectively referred to as 'MCA Circulars'), the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, and other applicable laws, rules and regulations, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Postal Ballot Notice dated **June 18, 2024** was sent to the members for transacting the following Special Business:

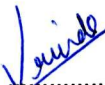
Type of Resolution	Description of the Resolution
Ordinary Resolution	Appointment of Ms. Chaitali Talele (DIN: 10392374) as a Non-Executive Non-Independent Director of the Company.



- (ii) In compliance with the MCA Circulars, the Company has sent the Postal Ballot Notice on **Tuesday, June 25, 2024** through electronic mode only to those members whose names appeared in the Register of Members and the Register of Beneficial Owners maintained by the Company and Depositories respectively, as at the close of business hours on **Wednesday, June 19, 2024**, (the 'Cut-off date') and whose e-mail addresses were registered with the Company and the Depositories.
- (iii) The members not having their e-mail addresses registered with their respective Depository Participants or with the Registrar & Share Transfer Agent of the Company, were given the process to register the same in order to participate in the remote e-voting.
- (iv) The members of the Company were required to cast their votes through 'remote e-voting' facility provided by the National Securities Depository Limited ('NSDL') at its designated website [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- (v) The remote e-voting period commenced on **Wednesday, June 26, 2024 at 09:00 AM (IST)** and ended on **Thursday, July 25, 2024 at 05:00 PM (IST)**.
- (vi) We had monitored the process of remote e-voting through Scrutinizer's secured link provided by NSDL.

The remote e-voting system was un-blocked at around 05:11 P.M. (IST) on **Thursday, July 25, 2024** in the presence of two witnesses Mr. Ram Niwas R/o 16 A, Gali. No. 2 B-Block Qutub Vihar, New Delhi 110071 and Ms. Vrinda Pathak R/o RZ-34, Old Palam Road, Kakrola, New Delhi-110078 who are not in the employment of the Company.

  
 .....  
 Mr. Ram Niwas

  
 .....  
 Ms. Vrinda Pathak

- (vii) The particulars of votes cast through remote e-voting have been entered in the Register maintained separately for this purpose.

Based on the scrutiny of remote e-voting, the summary of votes cast through remote e-voting in favour and against the proposed resolution is as under:

**Resolution 1: Appointment of Ms. Chaitali Talele (DIN: 10392374) as a Non-Executive Non-Independent Director of the Company. - (Ordinary Resolution)**

Particulars	No. of Members who voted	No. of votes cast	% of total votes cast
<b>Valid votes in favour of the Resolution</b>	106	4,61,78,419	99.9812
<b>Valid votes against the Resolution</b>	19	8,662	0.0188
<b>Total</b>	125	4,61,87,081	100
Invalid Votes	NA	NA	NA



Based on the aforesaid result, we report that the proposed resolution as contained in the Postal Ballot Notice dated **June 18, 2024** has been duly passed with the requisite majority on **Thursday, July 25, 2024** i.e. last date specified for receipt of votes through the remote e-voting process.

You may accordingly declare the results of remote e-voting.

The voting results as per Regulation 44(3) of the SEBI LODR Regulations are enclosed with this report as **Annexure-I**.

Thanking you,  
Yours truly

**For Nityanand Singh & Co.**  
**(Company Secretaries)**



**Nityanand Singh (Prop.)**  
**C.P. No.: 2388**  
**Membership No.: F-2668**  
**UDIN: F002668F000828559**

Place: New Delhi  
Date: 26.07.2024

SONIA  
PRASHAR  
**(Counter Signature)**

Digitally signed by  
SONIA PRASHAR  
Date: 2024.07.26  
15:15:54 +05'30'

**Annexure-I  
Insilco Limited**

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

Date of declaration of the results of Postal Ballot	26.07.2024
Total number of shareholders as on the Cut-Off date	38410
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	NA
No. of shareholders present in the meeting through Video Conferencing: Promoters and Promoter Group: Public:	NA

Resolution 1: Appointment of Ms. Chaitali Talele (DIN: 10392374) as a Non-Executive Non-Independent Director of the Company. Resolution required : Ordinary Resolution Whether Promoter/ Promoter Group interested in the agenda/ resolution: No									
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes- favour	In	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		-	-	-		-	-	-
	<b>Total</b>	<b>4,58,53,315</b>	<b>4,58,53,315</b>	<b>100.0000</b>	<b>4,58,53,315</b>		<b>-</b>	<b>100.0000</b>	<b>-</b>
Public- Institutional holders	Remote e-voting	37,740	-	-	-		-	-	-
	Postal Ballot		-	-	-		-	-	-
	<b>Total</b>	<b>37,740</b>	<b>-</b>	<b>-</b>	<b>-</b>		<b>-</b>	<b>-</b>	<b>-</b>
Public- Others	Remote e-voting	1,68,23,945	3,33,766	1.9839	3,25,104		8,662	97.4048	2.5952
	Postal Ballot		-	-	-		-	-	-
	<b>Total</b>	<b>1,68,23,945</b>	<b>3,33,766</b>	<b>1.9839</b>	<b>3,25,104</b>		<b>8,662</b>	<b>97.4048</b>	<b>2.5952</b>
<b>Grand Total</b>		<b>6,27,15,000</b>	<b>4,61,87,081</b>	<b>73.6460</b>	<b>4,61,78,419</b>		<b>8,662</b>	<b>99.9812</b>	<b>0.0188</b>

*Jeethika*

