

5th September 2017

The Listing Department
The Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
25th Floor, Dalal Street
Mumbai – 400001

Sub: Proceedings of 29th Annual General Meeting

Ref :- Scrip Code No. 500211

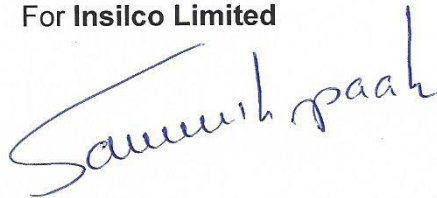
Dear Sir / Madam,

Pursuant to the provisions of regulation 30 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith proceedings of the 29th Annual General Meeting (AGM) of the Company which was held at A-5, UPSIDC Industrial Estate, Bhartiagram, Gajraula – 244223, Uttar Pradesh from 10:00 A.M. on 26th September 2017.

Kindly take the same in your records.

Thanking You

Yours Faithfully
For **Insilco Limited**



Sarvesh Kr Upadhyay
Company Secretary



Insilco Limited
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INSILCO LIMITED

Proceedings of the Twenty Ninth Annual General Meeting of the Shareholders of Insilco Limited held on Tuesday, 5th September 2017 at 10:00 a.m. at its Registered Office situated at A-5, UPSIDC Industrial Area, Bhartiagram, Gajraula, Dist. Amroha, Uttar Pradesh– 244223 and concluded at 10.45 a.m.

Physically Present**Shareholders**

40 Members were present including authorized representative of Shareholder - M/s Evonik Degussa GmbH of the Company aggregating to 0.0040% of the paid-up share capital of the Company. There was no member present through proxy.

Directors

1. Mr. Dara Phirozeshaw Mehta, Director & Chairman of the Board, Audit Committee and Stakeholders' Relationship Committee
2. Mr. Brijesh Arora, Managing Director
3. Ms. Meng Tang, Director
4. Ms. Sonia Prashar, Director and Chairman of Nomination and Remuneration Committee

By Invitation

1. Mr. Himanshu Agarwal, Representative of M/s. S.R. Batliboi & Co. LLP, Statutory Auditor
2. Mr. Nityanand Singh, Representative of Scrutinizer and Secretarial Auditor i.e. M/s. Nityanand Singh & Co., Company Secretaries

Company Officials in Attendance

Mr. Sarvesh Kumar Upadhyay, Company Secretary
Ms. Shivangi Negi, Chief Financial Officer

The necessary documents and statutory registers as required under the provisions of the Companies Act, 2013 including Auditor's Report and Secretarial Audit Report were kept at the meeting for inspection by the members.

29.1 Chairman of the Meeting

Mr. Brijesh Arora welcomed all the members to 29th Annual General Meeting of the Company. He requested Mr. Dara Phirozeshaw Mehta, Chairman of the Board to take the chair pursuant to Article 60 of the Articles of Association of the Company.

**Insilco Limited**

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29.2 Declaration of Quorum

The Chairman welcomed all the shareholders to the 29th Annual General Meeting of the Company after confirming the presence of requisite quorum of the Meeting. He thereafter briefed the shareholders, *inter-alia*, about important highlights of the performance of the Company and future prospects. He also briefed the members about the changes happened in the Board w.e.f. 1st April 2016 onwards.

29.3 Grant of Leave of Absence to the absentee Director

Leave of absence was granted to Mr. Christian Schlossnikl, Director of the Company, as requested by him.

29.4 Notice of the meeting

The Chairman suggested that the notice for the meeting be taken as read and it was accepted by the members.

29.5 Statutory Auditor's Report and Secretarial Auditor's Report

The Chairman informed the members that the Statutory Auditor had qualified the report of internal control over financial reporting which forms as an Annexure to the Audit Report on the financial results for the financial year ended 31st March 2017.

The Chairman also informed the members that report of Secretarial Auditor and Corporate Governance Certificate was consisting one qualification each.

The Chairman requested Mr. Sarvesh Kumar Upadhyay to read the above qualifications alongwith comment of the Board as detailed in the Annual Report and to update the members about status as on the date of Annual General Meeting. The Chairman also requested the members that annexures of the Auditor's Report be taken as read which was accepted by the members.

Thereafter, Mr. Sarvesh Kumar Upadhyay read the above qualifications alongwith comment of the Board as detailed in the Annual Report and updated the members about status as on the date of Annual General Meeting.

29.6 Transaction of Items of Business in the Notice of Annual General Meeting

The Chairman informed the members that in compliance of provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013, the company has provided the facility to its shareholders to cast their votes through remote e-voting as per the schedule and guidelines mentioned in the notice of Annual General Meeting.

He then apprised the members that in compliance of provisions of the Companies Act, 2013, a poll would be taken on all items included in the notice of Annual General Meeting and invited the members who did not cast their vote through remote e-voting facility to participate in the poll either in person or through proxy. It was further informed that M/s. Nityanand Singh & Co. had been appointed as the scrutinizer for the poll to be conducted at the Annual General Meeting.

The Chairman then invited the queries/ Information to be sought by the Shareholders in respect of the items of Agenda and performance of the Company. Few questions were asked which was duly replied by the Chairman.



Thereafter, on the instructions of the Chairman, the Scrutinizer distributed the polling papers to the members present at the Meeting. The Scrutinizer then locked and sealed the empty polling box in presence of the members.

Thereafter, with the permission of the Chairman, the resolutions in respect of items included in the notice of Annual General Meeting were put to vote by Poll. All the members present in the meeting hall cast their polling papers in the polling box for the following resolutions:

ORDINARY BUSINESS

29.7.1 Item No.1: Receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March 2017 and the Profit & Loss Account for the year ended on that date along with the Reports of the Directors and Auditors thereon

The following resolution was proposed to be passed as an Ordinary Resolution:

“RESOLVED THAT the Audited Balance Sheet of the Company as at 31st March 2017 and the Profit & Loss Account for the year ended on that date, along with the Reports of the Directors and Auditors thereon as circulated to the members be and is hereby approved and adopted.”

29.7.2 Item No. 2: Appointment of a Director in place of Ms. Meng Tang (DIN: 07012101), who retires by rotation and being eligible offers herself for re-appointment

The following resolution was proposed to be passed as an Ordinary Resolution:

“RESOLVED THAT Ms. Meng Tang (DIN: 07012101), who retires by rotation and being eligible offers herself for re-appointment be and is hereby re-appointed as the Director of the Company.”

29.7.3 Item No. 3: Appointment of M/s. Price Waterhouse & Co Chartered Accountants LLP, (Firm Registration No. with ICAI - 304026E/E300009), as Statutory Auditor from the conclusion of 29th Annual General Meeting until conclusion of 34th Annual General Meeting.

The following resolution was proposed to be passed as an Ordinary Resolution:

“RESOLVED THAT subject to provisions of Section 139 and 140 of the Companies Act, 2013 and pursuant to Companies (Audit & Auditors) Rules, 2014 and other applicable provisions, if any, M/s. Price Waterhouse & Co Chartered Accountants LLP, (Firm Registration No. with ICAI – 304026E/E300009) be and are hereby appointed as Statutory Auditor of the Company for their first term of 5 years to hold the office from the conclusion of this 29th Annual General Meeting till the conclusion of 34th Annual General Meeting in place of M/s. S.R. Batliboi & Co. LLP, Chartered Accountants, (Firm Registration No. with ICAI - 301003E/E300005) who have expressed their unwillingness to be re-appointed.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorized to fix the remuneration including out of pocket expenses of the Statutory Auditor and any act already done in this regard is ratified.”

29.8 Information for declaration of results

The Chairman informed the members that the representative of M/s. Nityanand Singh & Co. shall count the votes cast on poll and unblock the votes cast through remote e-voting and make at earliest, but not later than, forty eight hours from conclusion of the



Annual General Meeting, a consolidated scrutiniser's report and handover to the Chairman which shall be declared forthwith.

After declaration of results, it can be seen on the website of the Company, website of Bombay Stock Exchange Limited where the equity shares of the Company are listed and website of CDSL.

29.9 Vote of Thanks

There being no other item on the notice left to be transacted, a vote of thanks was accorded to the Chairman of the meeting who then declared the meeting as closed.

S.P. Mehta

CHAIRMAN

Place : 5 September 2017
Dated: Gajraula, Uttar Pradesh

