

# Insilco Limited

(Under voluntary liquidation wef 25.06.2021)

**3<sup>rd</sup> August 2021**

**The Secretary**

**Bombay Stock Exchange Limited**

Corporate Relationship Department

1st Floor, New Trading Ring,

Rotunda Building

PhirozeJeejeebhoy Towers, Dalal Street,

Mumbai-400 001

**Sub:**

- 1. Details of voting results of the Annual General Meeting of the Company as per Regulation 44(3) of the SEBI (Listing obligations & Disclosure Requirements) Regulations, 2015 & amendments thereto. (Annexure-1)**
- 2. Report of the Scrutinizer dated 3<sup>rd</sup> August, 2021, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration), Rules 2014 as amended.**

Dear Sir,

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find details of the Voting Results of the 33rd Annual General Meeting of the Members of the Company held on Monday, 2nd August, 2021 at 02:30 p.m. through Video Conference (VC) / Other Audio Visual Means (OAVM) in compliance with the General Circular Nos.14/2020, 17/2020 and 20/2020 dated 8th April 2020, 13th April 2020 and 5th May 2020, respectively, and clarification circular No. 02/2021 dated January 13, 2021 issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020, the validity of which has been extended till December 31, 2021 by SEBI, vide its Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 ("SEBI Circulars") and as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

We are also enclosing the consolidated report of the Scrutinizer on remote e-voting prior and e-voting during the AGM. The above are also being uploaded on the Company's website [www.insilcoindia.com](http://www.insilcoindia.com) and on the website of National Securities Depository limited [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

Regd. Office & Works;  
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Email [insilco@evonik.com](mailto:insilco@evonik.com)  
Website [www.insilcoindia.com](http://www.insilcoindia.com)  
CIN: L34102UP1988PLC010141

# Insilco Limited

(Under voluntary liquidation wef 25.06.2021)

S .No	Particulars of business	Nature of Resolution	Mode of voting
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2021 along with the Reports of the Board of Directors and Auditors thereon.	Ordinary	Remote e-voting prior and e-voting during the AGM
2.	To consider and appoint a Director in place of Mr. Christian Schlossnikl (DIN: 07557639), who retires by rotation and, being eligible, offers himself for re-appointment	Ordinary	Remote e-voting prior and e-voting during the AGM
3.	Appointment of Mr. Vinod Paremal (DIN: 08803466) as a Director of the Company	Ordinary	Remote e-voting prior and e-voting during the AGM
4.	Re-appointment of Ms. Sonia Prashar (DIN: 06477222) as an Independent Director of the Company for a 2 <sup>nd</sup> Term	Special	Remote e-voting prior and e-voting during the AGM

You are requested to please take the same on records.

Thanking you

For Insilco Limited  
(Under Voluntary Liquidation)

Swati Surhatia  
Company Secretary & Compliance Officer  
Encl : As above

Regd. Office & Works;  
A-5, UPSIDC Indl. Area,  
Bhartiagram, Gajraula - 244223  
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Website [www.insilcoindia.com](http://www.insilcoindia.com)  
CIN: L34102UP1988PLC010141

**Annexure-I**  
**Insilco Limited**

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

Date of AGM	August 2, 2021
Total number of shareholders as on the Cut-Off date	38,475
No. of shareholders present in the meeting through video conferencing / other Audio Visual Means:	
Promoters and Promoter Group:	1
Public:	38

**Resolution 1: To receive consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2021 along with the Reports of the Board of Directors and Auditors thereon.**

**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	E-voting	45,853,315	45,853,315	100.0000	45,853,315	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>	<b>45,853,315</b>	<b>45,853,315</b>	<b>100.0000</b>	<b>45,853,315</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>
Public- Institutional holders	E-voting	202,820	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>	<b>202,820</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public- Others	E-voting	16,658,865	20,544	0.1233	19,423	1,121	94.5434	5.4566
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>	<b>16,658,865</b>	<b>20,544</b>	<b>0.1233</b>	<b>19,423</b>	<b>1,121</b>	<b>94.5434</b>	<b>5.4566</b>
<b>Grand Total</b>		<b>62,715,000</b>	<b>45,873,859</b>	<b>73.1466</b>	<b>45,872,738</b>	<b>1,121</b>	<b>99.9976</b>	<b>0.0024</b>



**For INSILCO LIMITED**

*Swati Surbhai*  
Company Secretary



Resolution 2: To consider and appoint a Director in place of Mr. Christian Schlossnikl (DIN: 07557639), who retires by rotation and, being eligible, offers himself for reappointment.

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	E-voting	45,853,315	45,853,315	100.0000	45,853,315	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>	<b>45,853,315</b>	<b>45,853,315</b>	<b>100.0000</b>	<b>45,853,315</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>
Public- Institutional holders	E-voting	202,820	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>	<b>202,820</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public- Others	E-voting	16,658,865	20,924	0.1256	19,303	1,621	92.2529	7.7471
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>	<b>16,658,865</b>	<b>20,924</b>	<b>0.1256</b>	<b>19,303</b>	<b>1,621</b>	<b>92.2529</b>	<b>7.7471</b>
<b>Grand Total</b>		<b>62,715,000</b>	<b>45,874,239</b>	<b>73.1472</b>	<b>45,872,618</b>	<b>1,621</b>	<b>99.9965</b>	<b>0.0035</b>

For INSILCO LIMITED  
Swati Surhatia  
Company Secretary



**Resolution 3: Appointment of Mr. Vinod Paremal (DIN: 08803466) as a Director of the Company**

**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	E-voting	45,853,315	45,853,315	100.0000	45,853,315	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>	<b>45,853,315</b>	<b>45,853,315</b>	<b>100.0000</b>	<b>45,853,315</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>
Public- Institutional holders	E-voting	202,820	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>	<b>202,820</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public- Others	E-voting	16,658,865	20,544	0.1233	19,423	1,121	94.5434	5.4566
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>	<b>16,658,865</b>	<b>20,544</b>	<b>0.1233</b>	<b>19,423</b>	<b>1,121</b>	<b>94.5434</b>	<b>5.4566</b>
<b>Grand Total</b>		<b>62,715,000</b>	<b>45,873,859</b>	<b>73.1466</b>	<b>45,872,738</b>	<b>1,121</b>	<b>99.9976</b>	<b>0.0024</b>

**For INSILCO LIMITED**

**Swati Surbani**  
Company Secretary





**Resolution 4: Re-appointment of Ms. Sonia Prashar (DIN: 06477222) as an Independent Director of the Company for a 2nd Term.**

**Resolution required :**Special 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	E-voting	45,853,315	45,853,315	100.0000	45,853,315	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>	<b>45,853,315</b>	<b>45,853,315</b>	<b>100.0000</b>	<b>45,853,315</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>
Public- Institutional holders	E-voting	202,820	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>	<b>202,820</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public- Others	E-voting	16,658,865	20,544	0.1233	18,923	1,621	92.1096	7.8904
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>	<b>16,658,865</b>	<b>20,544</b>	<b>0.1233</b>	<b>18,923</b>	<b>1,621</b>	<b>92.1096</b>	<b>7.8904</b>
<b>Grand Total</b>		<b>62,715,000</b>	<b>45,873,859</b>	<b>73.1466</b>	<b>45,872,238</b>	<b>1,621</b>	<b>99.9965</b>	<b>0.0035</b>

**For INSILCO LIMITED**

*Swati Surhatia*  
Company Secretary



# APK & ASSOCIATES

(Company Secretaries)

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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 amended, and as per MCA General Circular No. 14/2020 dated 08.04.2020, Circular No. 17/2020 dated 13.04.2020 Circular No 20/2020 dated 05.05.2020 and Circular No. 02/2021 dated 13.01.2021]

To,

The Chairman

**INSILCO LIMITED**

A 5 UPSIDC INDUSTRIAL AREAPO

BHARTIA GRAM GUJRAULA DISTT

J P NAGAR UTTAR PRADESH 244223

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

Dear Sir,

1. 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, had been appointed as the Scrutinizer by the Board of Directors of the **Insilco Limited**, pursuant to Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules 2014 as amended time to time.
2. As the Scrutinizer, I have to scrutinize:
  - (i) Process of e-voting remotely, before the AGM, using an electronic voting system on the dates referred to in the notice calling AGM ("remote e-voting").
  - (ii) Process of e-voting at the AGM through electronic voting system ("e-voting").
3. The e-voting facility both for e-voting prior to the AGM (remote e-voting) and voting at the AGM by electronics means (e-voting) was provided by National Securities Depository Limited (NSDL).
4. The voting period for remote e-voting commenced on Friday, 30<sup>th</sup> July, 2021 at 9:00 a.m. IST and ended on Sunday, August 1<sup>st</sup>, 2021 at 5:00 p.m. IST. The remote e-Voting module shall be disabled by NSDL for voting thereafter.
5. 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.





6. The shareholders of the Company holding shares as on the "cut-off" date of Monday, July 26, 2021 were entitled to vote on the resolutions as contained in the Notice of the AGM.
7. The Management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013, MCA Circulars, SEBI Circulars and Rules relating to voting on the resolutions contained in the notice of the AGM of the members of the Company.
8. My responsibility as scrutinizer for the remote e-voting and e-voting process is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the Notice of AGM, based on reports generated from electronic voting system provided by National Securities Depository Limited (NSDL), the authorized agency to provide Remote-voting and e- voting facilities, engaged by the Company.
9. After the completion of e-Voting process at the Annual General Meeting, the votes cast through e-Voting at the Meeting and through Remote e-Voting prior to the date of Meeting were unblocked and downloaded on Monday, 2<sup>nd</sup> August, 2021 at around 03.33 P.M (IST) in the presence of two witness, Mr Arvind Dhingra, R/o A-5 B Rama Park New Delhi-110059 and Ms. Tanya Bhartia, R/o, A 1015 Palam Extension Sector 7 Dwarka New Delhi-110075, 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 herewith the Consolidated Scrutinizer's Report on the results of the remote e-voting and e-voting at the AGM,

#### **Resolution 1: Ordinary Resolution**

**To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2021 along with the Reports of the Board of Directors and Auditors thereon.**

S. No.	Particulars	No. of members voted	No. of votes cast by them	% of total number valid votes cast	Invalid votes
1	In favour of the Resolution	56	45,872,738	99.9976	NIL
2	Against the Resolution	6	1,121	0.0024	NIL
<b>Total</b>		<b>62</b>	<b>45,873,859</b>	<b>100</b>	<b>-</b>





Based on the aforesaid result, I report that the Ordinary Resolution as set out in Item No.1 of the Notice of AGM has been passed with requisite majority.

### Resolution 2: Ordinary Resolution

**To consider and appoint a Director in place of Mr. Christian Schlossnikl (DIN: 07557639), who retires by rotation and, being eligible, offers himself for reappointment.**

S. No.	Particulars	No. of members voted	No. of votes cast by them	% of total number valid votes cast	Invalid votes
1	In favour of the Resolution	57	45,872,618	99.9965	NIL
2	Against the Resolution	7	1,621	0.0035	NIL
<b>Total</b>		<b>64</b>	<b>45,874,239</b>	<b>100</b>	<b>-</b>

Based on the aforesaid result, I report that the Ordinary Resolution as set out in Item No.2 of the Notice of AGM has been passed with requisite majority.

### Resolution 3: Ordinary Resolution

**Appointment of Mr. Vinod Paremal (DIN: 08803466) as a Director of the Company.**

S. No.	Particulars	No. of members voted	No. of votes cast by them	% of total number valid votes cast	Invalid votes
1	In favour of the Resolution	56	45,872,738	99.9976	NIL
2	Against the Resolution	6	1,121	0.0024	NIL
<b>Total</b>		<b>62</b>	<b>45,873,859</b>	<b>100</b>	<b>-</b>

Based on the aforesaid result, I report that the Ordinary Resolution as set out in Item No.3 of the Notice of AGM has been passed with requisite majority.



#### Resolution 4: Special Resolution

**Re-appointment of Ms. Sonia Prashar (DIN: 06477222) as an Independent Director of the Company for a 2nd Term.**

S. No.	Particulars	No. of members voted	No. of votes cast by them	% of total number valid votes cast	Invalid votes
1	In favour of the Resolution	55	45,872,238	99.9965	NIL
2	Against the Resolution	7	1,621	0.0035	NIL
<b>Total</b>		<b>62</b>	<b>45,873,859</b>	<b>100</b>	<b>-</b>

Based on the aforesaid result, I report that the Special Resolution as set out in Item No.4 of the Notice of AGM has been passed with requisite majority.

Thanking you

**For APK & Associates,  
(Company Secretaries)**



**C.P. No.: 22365**

**Membership No.: ACS 49295**

**UDIN: A049295C000727137**

**Place: New Delhi**

**Date: 03<sup>rd</sup> August, 2021**

**DARA  
PHIROZESH  
AW MEHTA**

Digitally signed by  
DARA  
PHIROZESHAW  
MEHTA  
Date: 2021.08.03  
15:12:22 +05'30'

**Countersigned by Chairman of the Company**