

To,  
Mr. Brijesh Arora  
Joint Managing Director  
Insilco Limited  
A-5, UPSIDC Industrial Estate,  
Bhartia Gram, Gajraula - 244223, Uttar Pradesh.

**Subject:** Consolidated Scrutinizer's Report of e-voting and voting by Poll at AGM

**Reference:** 27<sup>th</sup> Annual General Meeting (the AGM) of the Company held on Wednesday, 12<sup>th</sup> August, 2015

Dear Sir,

I have submitted separate reports on 'e-voting' and voting by 'poll' on the resolutions contained in the notice dated 21<sup>st</sup> May 2015 convening the 27<sup>th</sup> Annual General Meeting on 12<sup>th</sup> August, 2015. I Submit herewith my combined report on the results on 'e-voting and voting by 'poll' as under:

**ORDINARY BUSINESS**

**Resolution No. 1: To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2015**

Votes in favour of resolution		Votes against the resolution		Invalid votes
No. of Votes	% of total number of valid votes cast	No. of votes	% of total number of valid votes cast	Nos.
34	99.9999%	1	0.0001%	-

**Resolution No. 2: To appoint a Director in place of Mr. Frank Heinz Lelek (DIN: 05140529), who retires by rotation and being eligible offers himself for re-appointment.**

Votes in favour of resolution		Votes against the resolution		Invalid votes
No. of Votes	% of total number of valid votes cast	No. of votes	% of total number of valid votes cast	Nos.
34	99.9999%	1	0.0001%	-

**Resolution No. 3: To appoint a Director in place of Dr. Mustafa Siray (DIN: 02067680), who retires by rotation and being eligible offers himself for re-appointment.**

Votes in favour of resolution		Votes against the resolution		Invalid votes
No. of Votes	% of total number of valid votes cast	No. of votes	% of total number of valid votes cast	Nos.
34	99.9999%	1	0.0001%	-



**SPECIAL BUSINESS**

**Resolution No. 4: (Ordinary Resolution) To appoint M/s. S.R. Batliboi & Co. LLP, Chartered Accountants, (Firm Registration No. with ICAI – 301003E) as Statutory Auditor of the Company.**

Votes in favour of resolution		Votes against the resolution		Invalid votes
No. of Votes	% of total number of valid votes cast	No. of votes	% of total number of valid votes cast	Nos.
34	99.9999%	1	0.0001%	-

**Resolution No. 5: (Ordinary Resolution) Appointment of Ms. Meng Tang as Director of the Company.**

Votes in favour of resolution		Votes against the resolution		Invalid votes
No. of Votes	% of total number of valid votes cast	No. of votes	% of total number of valid votes cast	Nos.
34	99.9999%	1	0.0001%	-

**Resolution No. 6: (Ordinary Resolution) Appointment of Mr. Brijesh Arora as Director of the Company.**

Votes in favour of resolution		Votes against the resolution		Invalid votes
No. of Votes	% of total number of valid votes cast	No. of votes	% of total number of valid votes cast	Nos.
34	99.9999%	1	0.0001%	-

**Resolution No. 7: (Special Resolution) Appointment of Mr. Brijesh Arora as Whole-time Director designated as Joint Managing Director for a period of three years w.e.f. 1<sup>st</sup> March, 2015 and approval of his remuneration.**

Votes in favour of resolution		Votes against the resolution		Invalid votes
No. of Votes	% of total number of valid votes cast	No. of votes	% of total number of valid votes cast	Nos.
33	99.99954%	2	0.00046%	-

**Resolution No. 8: (Ordinary Resolution) Appointment of Mr. Frank Heinz Lelek as Managing Director for a period of three years w.e.f. 1<sup>st</sup> March, 2015.**

Votes in favour of resolution		Votes against the resolution		Invalid votes
No. of Votes	% of total number of valid votes cast	No. of votes	% of total number of valid votes cast	Nos.
34	99.9999%	1	0.0001%	-





**Resolution No. 9: (Special Resolution) Approval of Articles of Association of the Company.**

Votes in favour of resolution		Votes against the resolution		Invalid votes
No. of Votes	% of total number of valid votes cast	No. of votes	% of total number of valid votes cast	Nos.
34	99.9999%	1	0.0001%	-


**Resolution No. 10: (Special Resolution) Approval of Memorandum of Association of the Company.**

Votes in favour of resolution		Votes against the resolution		Invalid votes
No. of Votes	% of total number of valid votes cast	No. of votes	% of total number of valid votes cast	Nos.
34	99.9999%	1	0.0001%	-

Thanking you,

Yours truly,

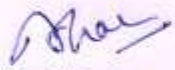
**For Nityanand Singh & Co.,  
Company Secretaries**

  
**Nityanand Singh (Prop.)  
FCS 2668, CP 2388**

Date: 14<sup>th</sup> August, 2015



Acknowledge receipt of the Report  
For and on behalf of Insilco Limited and Chairman

  
**Mr. Brijesh Arora  
Joint Managing Director**

DIN: 00952523

