

# Insilco Limited

(Under Voluntary Liquidation wef 25.06.2021)

**INSILCO LIMITED**  
(Under Voluntary Liquidation w.e.f. 25.06.2021)  
CIN: L34102UP1988PLC010141

**Regd. Office - A - 5, UPSIDC Industrial Estate, Bhartiagram, Gajraula,  
Distt. Amroha, Uttar Pradesh-244223,  
Phone: 09837923893, Fax: (05924) 252348, Email id: insilco2@gmail.com,  
Website: www.insilcoindia.com**

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## NOTICE OF POSTAL BALLOT

**NOTICE** is hereby given to the Members of Insilco Limited (“the Company”) pursuant to the provisions of section 108, 110, and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**Secretarial Standard**”), and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest one being General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (“**MCA**”) (hereinafter collectively referred to as “**MCA Circulars**”), approval of the Members of Insilco Limited (“the **Company**”) are sought through Postal Ballot as Special Resolutions only by way of remote e-voting (“**e-voting**”) process for the resolutions as set out in the notice:

An Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the resolution setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice.

### **SPECIAL BUSINESS:**

#### **ITEM NO.1:**

### **APPOINTMENT OF MR. SUBHASH CHANDER SETIA (DIN: 01883343) AS AN NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

Regd. Office & Works;  
A-5, UPSIDC Indl. Area,  
Bhartiagram, Gajraula - 244223  
Distt. Amroha (U.P.)

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**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules framed thereunder including the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“LODR Regulations”) (including any statutory modification or re-enactment thereof for the time being in force), and subject to such other approval(s) / permissions/ sanctions of the Statutory Authorities, as on recommendation of the Nomination and Remuneration Committee, approval of the members of the Company be and is hereby accorded for the appointment of Mr. Subhash Chander Setia (DIN: 01883343) who was appointed as an Additional Director by the Board of Directors in the category “Non-Executive Independent Director” of the Company for a term of five years with effect from February 20, 2024 till February 19, 2029, not liable to retire by rotation, who holds office till the approval of the members and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the SEBI Listing Regulations, and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of an Independent Director of the Company.

**RESOLVED FURTHER THAT** Mr. Vinod Paremal – Managing Director, Ms. Kapila Gupta – Liquidator, Mr. Rajeev Agrawal- Chief Financial Officer and/or Ms. Geetika Varshney – Company Secretary of the Company be and are hereby severally authorized to intimate the above to the Ministry of Corporate Affairs and to do all other acts, deeds, matters and things connected therewith or incidental as may be necessary in this regard.”

## **ITEM NO.2:**

### **SHIFTING OF REGISTERED OFFICE OF THE COMPANY**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** Pursuant to section 12 and other applicable provisions, if any, of Companies Act 2013, read with the rules framed thereunder (“Rules”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) including any statutory modification(s) and re-enactments(s) thereof for the time being, subject to such approvals, consents, sanctions and permissions from any appropriate authority(ies) as may be necessary, the consent of the members be and is hereby accorded for shifting the Registered Office of the Company from A-5, UPSIDC Industrial Estate, P.O. Bhartiagram, Gajraula, District Amroha, Uttar Pradesh– 244223 to B-23, Sector-63 Noida, Uttar Pradesh – 201301.

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**RESOLVED FURTHER THAT** Mr. Vinod Paremam - Managing Director, Ms. Kapila Gupta – Liquidator, Mr. Rajeev Agrawal- Chief Financial Officer or Ms. Geetika Varshney - Company Secretary of the Company be and is hereby severally authorized to file such Forms with Registrar of Companies and authorize to do such act, deeds, and things as are necessary to give effect to above Resolution and matters related thereto.”

**For and on behalf of Insilco Limited**  
(Under Voluntary Liquidation)

Sd/-  
**Geetika Varshney**  
Company Secretary  
M. No. A53579

Place : Palwal, Haryana

Date : 20<sup>th</sup> February 2024

## **NOTES:**

1. An Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013, Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 stating all material facts and the reasons in respect of all the business specified above is annexed hereto.
2. The Postal Ballot Notice is being sent to the members of the Company whose names appear in the Register of Members/List of Beneficial Owners as received from the depositories as on Friday, February 20, 2024.
3. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. The Postal Ballot Notice is also placed on the website of the Company [www.insilcoindia.com](http://www.insilcoindia.com), [websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com](http://www.bseindia.com) and website of the depository i.e., NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
4. Members whose names appear on the Registered of the Members / List of Beneficial Owners as on Tuesday, February 20, 2024 will be considered for the purpose of voting.
5. Relevant documents referred to in this Postal Ballot Notice and the Explanatory Statement will be available electronically for inspection by the shareholders. Shareholders are requested to write at [insilco2@gmail.com](mailto:insilco2@gmail.com) for inspection until the last date of remote e-voting.

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6. In compliance with the provisions of Sections 108 and 110 of the Companies Act 2013 read with Rule 20 and 22 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the Members to exercise their votes electronically through remote e-voting. The remote e-voting service facility will be provided by NSDL. The instructions for remote e-voting are annexed to the Postal Ballot Notice.
7. A Member cannot exercise his vote by proxy on postal ballot.
8. The Special Resolutions, if passed by requisite majority, will be deemed to have been passed on the last date of remote e-voting i.e., Wednesday, March 27, 2024.
9. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the Members.
10. The Company has appointed M/s. Nityanand Singh & Co., Company Secretaries, as Scrutinizer for scrutinizing and conducting the Postal Ballot e-voting process in a fair and transparent manner required consent for such appointment has been received.
11. The Scrutinizer will submit the report to the Chairman or any person authorised by him, after scrutinizing the votes cast through remote e-voting process and the consolidated results of the voting will be declared / announced by the Chairman or any person authorised by him, on or before Friday, March 29, 2024. The said results will be posted on the Company's website i.e., [www.insilcoindia.com](http://www.insilcoindia.com), website of the depository i.e., NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and on the website of Stock Exchange i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com).

## THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

1. The remote e-voting period begins on 27<sup>th</sup> February, 2024 at 09:00 A.M. (IST) and ends on 27<sup>th</sup> March, 2024 at 05:00 P.M (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e., Tuesday, 20<sup>th</sup> February 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 20<sup>th</sup> February 2024.
2. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
3. A person who is not a member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.

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## How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

### Step 1: Access to NSDL e-Voting system

#### A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ section. A new screen will open. You will have to enter your User ID (i.e.</li></ol>

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your sixteen digit demat account number hold with (NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.

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	<p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

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## B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

### How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

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- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.

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6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

## **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to officenns@gmail.com with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request Ms. Pallavi Mhatre, Senior Manager, at [evoting@nsdl.com](mailto:evoting@nsdl.com).

## **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [insilco2@gmail.com](mailto:insilco2@gmail.com).

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2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [insilco2@gmail.com](mailto:insilco2@gmail.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

## **EXPLANATORY STATEMENT**

### **Pursuant to Sections 102 and 110 of the Companies Act, 2013**

**As required by section 102(1) and 110 of the Companies Act, 2013 ("Act") and such other applicable rules (if any), including any statutory modification(s) thereof, the following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice and shall be taken as forming part of it**

### **ITEM NO.1: APPOINTMENT OF MR. SUBHASH CHANDER SETIA (DIN: 01883343) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

Based on recommendation of the Nomination and Remuneration Committee, the Board of Directors, through resolution by circulation on February 19, 2024 appointed Mr. Subhash Chander Setia (DIN: 01883343) as an Additional Director in the category "Non-Executive Independent Director" of the Company, for a term of five years commencing from February 20, 2024 to February 19, 2029, not liable to retire by rotation, subject to the approval of the Members by way of a Special Resolution.

Based on the skills, competence and expertise in understanding, of global business dynamics, appreciation of long-term trends, strategic choices and experience in guiding and leading management teams, developing governance practices, the Board, on the recommendation of the Nomination and Remuneration Committee, has determined that the appointment of Mr. Subhash Chander Setia would be beneficial to the Company.

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CIN: L34102UP1988PLC010141

# Insilco Limited

*(Under Voluntary Liquidation wef 25.06.2021)*

The Company has received a notice in writing in terms of Section 160(1) of the Act, proposing him for candidature of the office as Director.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

He has also confirmed that he is not disqualified from being appointed as Director, in terms of the provisions of Section 164 (2) of the Act and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority and has given his consent to act as a Director of the Company. There is no inter se relationship between him and any other member of the Board and other Key Managerial Personnel of the Company.

In the opinion of the Board, Mr Subhash Chander Setia is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the SEBI Listing Regulations, each as amended, and is independent of the management of the Company.

## **Brief profile of Mr. Subhash Chander Setia is as follows:**

Mr. Subhash Chander Setia is a qualified Company Secretary and a Fellow Member of the Institute of Company Secretaries of India (ICSI) and an Associate Member of Institute of Cost Accountants of India (ICAI). Mr Setia is also a Commerce and Law (L.LB) Graduate from University of Delhi and Postgraduate in Economics and Diploma holder in Tax Laws. Mr Setia has approx. 40 years rich and versatile experience.

During the last four decades Mr. Subhash Chander Setia has rendered diverse services in the field of Secretarial/Corporate Laws, Finance & Accounts, Taxation, Central Excise & Legal Affairs to DLF, ONGC, Montari, Asahi, Jagatjit Group and UP State Brassware at Senior Management Level. Mr. Setia retired from DLF Limited.

Mr Setia was also a member of Secretarial Standard Board of ICSI for continuous 6 years, represented on various committees of ICSI, ICAI, Co-Chairman of Company Law & Corporate Governance Committee of PHD Chambers of Commerce and Industries, FICCI and ASSOCHAM and professional development Committee and other various committees of ICSI. Member of CSR Committee set up by Ministry of Corporate Affairs, Govt. of India for further improvements and simplification of CSR Rules. Winner of Corporate Governance award from the ICSI and Institute of Directors, New Delhi both on national and international levels. Commendation certificate from the C&MD of ONGC for handling and satisfactory completion of largest IPO of the Country within a record time.

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In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulations 17 and 25 of SEBI Listing Regulations and other applicable Regulations, the appointment of Mr. Subhash Chander Setia as Non-Executive Independent Director is now being placed before the Members for their approval by way of a Special Resolution.

The Board recommends the Special Resolution as set out at item no. 1 in this Notice for approval of the Members.

Except Mr. Subhash Chander Setia and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution as set out in this Notice.

## **ANNEXURE-A**

### **DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT**

#### **AS REQUIRED UNDER REGULATION 36 OF THE LISTING REGULATIONS:**

Name of the Director	Mr. Subhash Chander Setia
Director Identification Number	01883343
Category	Non-Executive Independent Director
Date of Birth	21 <sup>st</sup> December 1950
Nationality	Indian
Date of First Appointment on the Board	
Disclosure of relationship with Directors interse	Not related to any director of the Company
Qualifications	Mr. Subhash Chander Setia is a qualified Company Secretary and a Fellow Member of the Institute of Company Secretaries of India (ICSI) and an Associate Member of Institute of Cost Accountants of India (ICAI). Mr Setia is also a Commerce and Law (L.LB) Graduate from University of Delhi and Postgraduate in Economics and Diploma holder in Tax Laws.

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Expertise in specific functional area	Management
Terms and Conditions of Appointment or reappointment along with remuneration	As mentioned in explanatory statement in Item No. 1
Membership of Committees of the Company	Member of Audit Committee Chairman of Nomination and Remuneration Committee
List of Directorships held in other Listed Companies (excluding foreign, private and Section 8 Companies)	1. Parsvnath Developers Limited
Membership/Chairmanship of Committees across other Listed Companies	Chairperson of Audit Committee in Parsvnath Developers Limited
Shareholding, if any, in the Company	Nil

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## **ITEM NO. 2: SHIFTING OF REGISTERED OFFICE OF THE COMPANY**

As per Provision of section 12 of the Companies Act, 2013 read with rule 22 of Chapter VII relating to be procedure to be followed for, shifting of registered office of Company outside the local limits of any city or town requires approval of the members by Special Resolution. The Registered Office of the Company is shifting from A-5, UPSIDC Industrial Estate, P.O. Bhartiagram, Gajraula, District Amroha, Uttar Pradesh – 244223 to B-23, Sector-63 Noida, Uttar Pradesh – 201301. With a view to the execution of the sale deed and surrender of lease deed to Dykes & Dunes Enterprises Private Limited, Insilco Limited has relinquished possession of this plot and the assets to Dykes & Dunes Enterprises Private Limited. The Board of Directors considered and subject to approval of members, approved the proposal of shifting the registered office to B-23, Sector-63 Noida, Uttar Pradesh – 201301. The Board of Directors recommends the approval of special resolution.

None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution of Item No. 2

**For and on behalf of Insilco Limited**  
**(Under Voluntary Liquidation)**

Sd/-

**Geetika Varshney**  
**Company Secretary**  
**M. No. A53579**

Place : Palwal, Haryana

Date : 20<sup>th</sup> February 2024

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