



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 Chairman
Insilco Limited
(Under Voluntary Liquidation)
A 5 UPSIDC Industrial AREA PO
Bhartia Gram Gujraula Distt
J P Nagar, Uttar Pradesh - 244223

Subject: Scrutinizer's Report on the Postal Ballot Result

Dear Sir,

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 businesses, as set out in the Postal Ballot Notice dated **February 20, 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 being 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ('MCA') (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 **February 20, 2024** was sent to the members for transacting the following Special Businesses:

Type of Resolution	Description of the Resolution
Special Resolution	Appointment of Mr. Subhash Chander Setia (DIN: 01883343) as a Non-Executive Independent director of the Company.
Special Resolution	Shifting of registered office of the Company.



- (ii) In compliance with the MCA Circulars, the Company has sent the Postal Ballot Notice 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 **Tuesday, February 20, 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 receive the Postal Ballot Notice electronically and 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.
- (v) The remote e-voting period commenced on **Tuesday, February 27, 2024 at 09:00 AM (IST)** and ended on **Wednesday, March 27, 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 05:15 P.M. (IST) on **Wednesday, March 27, 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. Kanika Sharma R/o RZ-01 Gali no. 01 Puran Nagar, Palam Colony New Delhi-110045 who are not in the employment of the Company.



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Mr. Ram Niwas



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Ms. Kanika Sharma

- (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 Mr. Subhash Chander Setia (DIN: 01883343) as a Non-Executive Independent Director of the Company. - (Special Resolution)

Particulars	No. of Members who voted	No. of votes cast	% of total votes cast
Valid votes in favour of the Resolution	87	4,59,73,709	99.9896
Valid votes against the Resolution	14	4,801	0.0104
Total	101	4,59,78,510	100
Invalid Votes	NA	NA	NA



Resolution 2: Shifting of registered office of the Company. – (Special Resolution)

Particulars	No. of Members who voted	No. of votes cast	% of total votes cast
Valid votes in favour of the Resolution	87	4,59,73,659	99.9894
Valid votes against the Resolution	14	4,851	0.0106
Total	101	4,59,78,510	100
Invalid Votes	NA	NA	NA

Based on the aforesaid results, we report that the proposed resolutions as contained in the Postal Ballot Notice dated **February 20, 2024** has been duly passed with the requisite majority on **Wednesday, March 27, 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 Regulation 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: F002668E003641413

Place: New Delhi

Date: 28.03.2024

DARA
PHIROZESH
AW MEHTA
Digitally signed
by DARA
PHIROZESHAW
MEHTA
Date: 2024.03.28
16:00:29 +05'30'

(Counter Signature)

**Annexure-I
Insilco Limited**

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

Date of declaration of the results of Postal Ballot	28.03.2024
Total number of shareholders as on the Cut-Off date	38421
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 Mr. Subhash Chander Setia (DIN: 01883343) as a non-executive independent director of the Company.									
Resolution required : Special 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- 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	Remote e-voting	4,58,53,315	4,58,53,315	100.0000	4,58,53,315	-	100.0000	-	
	Postal Ballot		-	-	-	-	-	-	
	Total	4,58,53,315	4,58,53,315	100.0000	4,58,53,315	-	100.0000	-	
Public- Institutional holders	Remote e-voting	37,740	-	-	-	-	-	-	
	Postal Ballot		-	-	-	-	-	-	
	Total	37,740	-	-	-	-	-	-	
Public- Others	Remote e-voting	1,68,23,945	1,25,195	0.7441	1,20,394	4,801	96.1652	3.8348	
	Postal Ballot		-	-	-	-	-	-	
	Total	1,68,23,945	1,25,195	0.7441	1,20,394	4,801	96.1652	3.8348	
Grand Total		6,27,15,000	4,59,78,510	73.3134	4,59,73,709	4,801	99.9896	0.0104	

Subhash Setia



Resolution 2 : Shifting of registered office of the Company

Resolution required : Special 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	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		-	-	-	-	-	-
	Total	4,58,53,315	4,58,53,315	100.0000	4,58,53,315	-	100.0000	-
Public- Institutional holders	Remote e-voting	37,740	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	37,740	-	-	-	-	-	-
Public- Others	Remote e-voting	1,68,23,945	1,25,195	0.7441	1,20,344	4,851	96.1252	3.8748
	Postal Ballot		-	-	-	-	-	-
	Total	1,68,23,945	1,25,195	0.7441	1,20,344	4,851	96.1252	3.8748
Grand Total		6,27,15,000	4,59,78,510	73.3134	4,59,73,659	4,851	99.9894	0.0106

Geethika

