

**INSILCO LIMITED**  
**(UNDER VOLUNTARY LIQUIDATION)**

**Registered Office** : B-23, Sector-63, Noida, Uttar Pradesh-201301  
Phone : 09837823893, 09837923893  
E-mail: insilco2@gmail.com  
Website : www.insilcoindia.com  
CIN: L34102UP1988PLC010141

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that 38<sup>th</sup> Annual General Meeting (AGM) of the members of Insilco Limited (Under Voluntary Liquidation) ("the Company") will be held on Thursday, the 10<sup>th</sup> Day of September 2026 at 03.00 p.m. (IST) through Video Conferencing (VC)/Other Audio Visual Means (OAVM), to transact the following businesses:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on 31<sup>st</sup> March 2026 along with the Reports of the Board of Directors and Auditors thereon.
2. To consider and re-appoint Mr. Vinod Paremal (DIN:08803466), who retires by rotation and being eligible, offers himself for re-appointment, by passing the following Resolution, as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Vinod Paremal (DIN:08803466), Director of the Company, who retires by rotation at this Annual General Meeting and being eligible, offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation".

**SPECIAL BUSINESS:**

3. **APPOINTMENT OF MR. MANMOHAN JUNEJA (DIN: 00464238) AS AN NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160, 161, Schedule IV – 'Code for Independent Directors' and other applicable provisions of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 16(1)(b), 17, 25 and other applicable regulations of the Securities and

Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), as amended from time to time, and in accordance with the relevant provisions of the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded for appointment of Mr. Manmohan Juneja (DIN: 00464238) as an Independent Director of the Company, for a term of 05 (five) consecutive years with effect from 04<sup>th</sup> August 2026 to 03<sup>rd</sup> August 2031 .

**RESOLVED FURTHER THAT** Managing Director, Liquidator, Chief Financial Officer and 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.”

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

Sd/-

**Priya Singhal  
Company Secretary  
Membership No. ACS 50517**

**Date : 28<sup>th</sup> July 2026**

**Place: Gurugram, Haryana**

**NOTES:**

1. In pursuant to the General Circular Nos.14/2020 dated 8<sup>th</sup> April 2020, 17/2020 dated 13<sup>th</sup> April 2020 and other subsequent circulars issued in this regard, the latest being General Circular No. 03/2025 dated 22<sup>nd</sup> September 2025, issued by the Ministry of Corporate Affairs (“MCA Circulars”) has permitted the holding of the AGM through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) without the physical presence of the shareholders at a common venue.
2. An Explanatory Statement pursuant to Section 102(1) of the Act is annexed hereto. Further, Information under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) and Secretarial Standard-2 in respect of the Director seeking appointment/re-appointment at the AGM in the Item no. 2 of the Notice is given as Annexure-A and in the Item no. 3 of the Notice is given as Annexure-B to the Notice.
3. In accordance with the applicable provisions of the Companies Act, 2013 (“Act”) Listing Regulations read with circulars issued by MCA and SEBI, the 38<sup>th</sup> AGM of the Company shall be conducted through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), which does not require physical presence of members at a common venue. The deemed venue for the 38<sup>th</sup> AGM shall be the Registered Office of the Company. The detailed procedure for participation in the meeting through VC/OAVM is annexed hereto.

4. Since this AGM is being held through VC / OAVM pursuant to the MCA and SEBI Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility of appointment of proxies by Members will not be available for the 38<sup>th</sup> AGM and hence, the proxy form, attendance slip and route map for the venue of the AGM are not annexed to this Notice.

However, in pursuance of Section 113 of the Act, the Body Corporates are entitled to appoint authorised representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the AGM through Video Conferencing Facility and e-Voting during the 38<sup>th</sup> AGM.

5. Body Corporates, whose authorised Representatives are intending to attend the Meeting through VC/OAVM are requested to send a certified true copy of the Board Resolution through their registered email to the Scrutiniser at [officenns@gmail.com](mailto:officenns@gmail.com) with a copy marked to NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com) authorising their representative to attend and vote on their behalf at the Meeting through e-voting or through remote e-voting.
6. National Securities Depositories Limited ("NSDL") will be providing facility for voting through remote e-Voting as well as e-Voting during the AGM in respect of the businesses to be transacted at the AGM and for participation in the 38<sup>th</sup> AGM through VC/OAVM Facility.
7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. In compliance with the MCA Circulars and Regulation 36(1)(a) of the Listing Regulations, the Notice of AGM along with Annual Report for the Financial Year 2025-26 are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may note that Notice and Annual Report for the Financial Year 2025-26 has been uploaded on the website of the Company at [www.insilcoindia.com](http://www.insilcoindia.com). The Notice can also be accessed on the website of Stock Exchange i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) (Agency for providing the Remote e-Voting facility).
9. Additionally, as per Regulation 36(1)(b) of the Listing Regulations, a letter providing the weblink of the Annual Report for FY 2025-26, will be sent to those shareholder(s) who have not registered their email address with the Company/Depositories / Depository Participants / MCS Share Transfer Agent Limited.
10. The Members can join the AGM through the VC/OAVM mode 15 minutes before the time scheduled for the commencement of the Meeting by following the procedure mentioned in the Notice. Members may note that the VC/OAVM Facility, provided by NSDL, allows participation of at least 1,000 Members on a first-come-first-served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first-come-first-served basis.

## 11. Voting through Electronic means

- I. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (“ICSI”) and Regulation 44 of Listing Regulations read with MCA Circulars and SEBI vide Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December 2020 i.e., in relation to providing remote e-Voting facility by the listed entities to its Members in respect of the business to be transacted at the 38<sup>th</sup> AGM and facility for those Members participating in the 38<sup>th</sup> AGM to cast vote through e-Voting system during the 38<sup>th</sup> AGM.

### II. Instructions for Members for Remote e-Voting are as under:

- i. The remote e-Voting period commences on Saturday, 05<sup>th</sup> September 2026 at 09:00 a.m. (IST) and end on Wednesday, 09<sup>th</sup> September 2026 at 05:00 p.m. (IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Thursday, 03<sup>rd</sup> September 2026 may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- ii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member cast votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- iii. A person, who is not a Member as on the cut-off date, should treat this Notice of 38<sup>th</sup> AGM for information purpose only.
- iv. The details of the process and manner for remote e-Voting are explained herein below:

*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 and joining virtual meeting 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 or joining virtual meeting &amp; voting during the meeting.</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 “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center; margin-top: 20px;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div> |

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|--------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders holding securities in demat mode with CDSL                                     | <ol style="list-style-type: none"> <li>Existing users who have opted for CDSL Easi / Easiest facility, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the e-Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <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 provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol> |
| 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 or joining virtual meeting & voting during the meeting.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |

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

|                                                                    |                                                                                                                                                                                                               |
|--------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 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 1800-21-09911. |
|--------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

**B) Login Method for e-Voting and joining virtual meeting 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<br>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<br>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.<br>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.
  - 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.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.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 and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of the Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
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.
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](mailto: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 or send a request to Ms. Pallavi Mhatre, Senior Manager NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com).

### **12. 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).
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 shareholder 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 and joining virtual meeting 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 e-mail ID correctly in their demat account in order to access e-Voting facility.

**13. THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE 38<sup>TH</sup> AGM ARE AS UNDER:**

1. The procedure for e-Voting on the day of the 38<sup>th</sup> AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/shareholders, who will be present in the 38<sup>th</sup> AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the 38<sup>th</sup> AGM.
3. Members, who have voted through Remote e-Voting will be eligible to attend the 38<sup>th</sup> AGM. However, they will not be eligible to vote at the 38<sup>th</sup> AGM.
4. The details of the person, who may be contacted for any grievances connected with the facility for e-Voting on the day of the 38<sup>th</sup> AGM, shall be the same person mentioned for Remote e-voting.

**14. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE 38<sup>TH</sup> AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the 38<sup>th</sup> AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members, who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. **Members can submit questions in advance with regard to the financial statements or any other matter to be placed at the 38<sup>th</sup> AGM, from their registered e-mail address, mentioning their name, DP ID and Client ID number/folio number and mobile number, to the Company’s e-mail address at insilco2@gmail.com atleast 48 hours in advance before the start of the meeting. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably.**
6. Members, who would like to express their views or ask questions during the AGM need to register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID number/folio number and mobile number, to the Company’s e-mail address insilco2@gmail.com atleast 48 hours in advance before the start of the 38<sup>th</sup> AGM

i.e. by 08<sup>th</sup> September, 2026 by 03:00 p.m. (IST). The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

7. Institutional Investors, who are Members of the Company, are encouraged to attend and vote in the 38<sup>th</sup> AGM through VC/OAVM Facility.

## **15. OTHER GUIDELINES FOR MEMBERS**

- I. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date of 03<sup>rd</sup> September 2026.
- II. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the Notice is sent through e-mail and holding shares as of the cut-off date i.e., Thursday, 03<sup>rd</sup> September 2026 may obtain the login ID and password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com). However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on 022-4886 7000. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-Voting system.”
- III. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the meeting.
- IV. Mr. Nityanand Singh, Proprietor of M/s. Nityanand Singh & Co., Practicing Company Secretaries (Membership No.: FCS No. 2668 and CP No. 2388), has been appointed as the Scrutinizer to scrutinize both the remote e-Voting as well as e-Voting process in a fair and transparent manner.
- V. The Scrutinizer shall, immediately after the conclusion of e-Voting at the 38<sup>th</sup> AGM, unblock and download the votes cast through remote e-Voting and e-voting at the AGM and thereafter scrutinize the votes cast through remote e-Voting and e-voting at the AGM and shall make a consolidated scrutinizer’s report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman/Chairperson or a person authorized by him/her, within two working days from the conclusion of the 38<sup>th</sup> AGM, who shall countersign the same and declare the result of the voting forthwith.
- VI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at [www.insilcoindia.com](http://www.insilcoindia.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the declaration of Results by the Chairman or a person authorized by him. The Company shall

also simultaneously forward the results to the Bombay Stock Exchange where the equity shares of the Company are listed.

16. In compliance with the MCA Circulars and Regulation 36(1)(a) of the Listing Regulations, Notice of the 38<sup>th</sup> AGM and the Annual Report including therein the Audited Financial Statements, are being sent only by e-mail to the Members. Therefore, those Members, whose e-mail address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 38<sup>th</sup> AGM and the Annual Report and all other communication sent by the Company, from time to time, can get their e-mail address registered by following steps as given below:
  - I. For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your name, folio number, complete address, e-mail address to be registered along with scanned self-attested copy of the PAN and self-attested copy of any document (such as Driving Licence, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by e-mail to the Company's e-mail address.
  - II. For the Members holding shares in demat form, please update your e-mail address through your respective Depository Participant/s.
  - III. If there is any change in the e-mail ID already registered with the Company/ RTA, Members are requested to immediately notify such change to the Company at Company's e-mail address [insilco2@gmail.com](mailto:insilco2@gmail.com) in respect of shares held in physical form and to DPs in respect of shares held in electronic form.
17. The Register of Members and Share Transfer books of the Company will remain closed for a period of 7 days from 04<sup>th</sup> September 2026 to 10<sup>th</sup> September 2026 (both days inclusive) in terms of the provision of Section 91 of the Companies Act, 2013 for the purpose of this AGM.
18. During the 38<sup>th</sup> AGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, upon Login to NSDL e-Voting system at <https://www.evoting.nsdl.com>.
19. Under the provisions of Section 72 of the Companies Act, 2013, shareholder(s) is/are entitled to nominate in the prescribed manner, a person to whom his/her/their shares in the Company, shall vest in the event of his/her/their death. Members, who are holding shares in physical form and are interested in availing this nomination facility are requested to write to the Company.
20. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or of staying abroad or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

21. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
22. In terms of the Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from 1<sup>st</sup> April 2019. In view of the above, Members are advised to dematerialize shares held by them in physical form.

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

Sd/-

**Priya Singhal  
Company Secretary  
Membership No. ACS 50517**

**Date : 28<sup>th</sup> July 2026**

**Place: Gurugram, Haryana**

**Annexure-A**

**Details of the Directors seeking appointment / re-appointment at the 38<sup>th</sup> AGM  
(Pursuant to Clause 36 of Listing Regulations)**

|                                                                                                                                                           |                                                                                                                                                                                                                                                                   |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name of the Director                                                                                                                                      | Mr. Vinod Paremal                                                                                                                                                                                                                                                 |
| Director Identification Number                                                                                                                            | 08803466                                                                                                                                                                                                                                                          |
| Date of Birth & Age                                                                                                                                       | 28 <sup>th</sup> April 1979 & Age : 47 Years                                                                                                                                                                                                                      |
| Nationality                                                                                                                                               | Indian                                                                                                                                                                                                                                                            |
| Date of First Appointment on the Board                                                                                                                    | 13 <sup>th</sup> August 2020                                                                                                                                                                                                                                      |
| Disclosure of relationship with Directors interse                                                                                                         | Not related to any director of the Company                                                                                                                                                                                                                        |
| Qualifications                                                                                                                                            | Master's degree in Industrial Engineering from the University of Massachusetts – Amherst, USA and an MBA from INSEAD, France                                                                                                                                      |
| Expertise in specific functional area                                                                                                                     | Management                                                                                                                                                                                                                                                        |
| Directorships in other listed companies including Listed Companies in which Director has resigned in the last three years.                                | NIL                                                                                                                                                                                                                                                               |
| Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person | Appointed as a Director of the Company in the category of Non-Executive Non-Independent Director with effect from 10 <sup>th</sup> October 2025. He shall not be entitled to any remuneration or sitting fees for attending the meetings of the Board/Committees. |
| Memberships / Chairmanships of Committees in other listed Companies                                                                                       | NIL                                                                                                                                                                                                                                                               |
| Memberships / Chairmanships of Committees in the Company                                                                                                  | Member of Audit Committee. Member of Nomination and Remuneration Committee. Member of Stakeholders' Relationship Committee.                                                                                                                                       |
| Shareholding, if any, in the Company                                                                                                                      | NIL                                                                                                                                                                                                                                                               |
| Disclosure of relationship with other Directors, Manager and KMP                                                                                          | Not related to any Director, Manager and KMP of the Company                                                                                                                                                                                                       |
| Number of Meetings of the Board attended during the year                                                                                                  | 5 Meetings attended during the Financial Year 2025-26.                                                                                                                                                                                                            |

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

**Sd/-  
Priya Singhal  
Company Secretary  
Membership No. ACS 50517**

**Date : 28<sup>th</sup> July 2026  
Place: Gurugram, Haryana**

## **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. MANMOHAN JUNEJA (DIN: 00464238)  
AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE  
COMPANY**

The Board of Directors in their meeting held on 28<sup>th</sup> July 2026, based on recommendation of the Nomination and Remuneration Committee, appointed Mr. Manmohan Juneja (DIN: 00464238) as an Additional Director in the category "Non-Executive Independent Director" of the Company, for a term of 05 (five) consecutive years commencing from 04<sup>th</sup> August 2026 to 03<sup>rd</sup> August 2031, not liable to retire by rotation, subject to the approval of the Members by way of a Special Resolution.

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.

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. Manmohan Juneja 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.

The qualifications and brief Profile of Mr. Manmohan Juneja are given below for noting of the Committee:

Mr. Manmohan Juneja is qualified B. Com (Gold Medal), Fellow Chartered Accountant (FCA) [Membership number 087296 dated 19.07.1988] and Advanced Certification Course in Competition Law and Market Regulation from Indian Institute of Corporate Affairs {IICA}, Certification on Arbitration, Mediation and Conciliation (ADR) from ICAI.

**Nature of Functional Experience in brief:**

- a) Administration of Companies Act and Limited Liability Partnership Act (LLP Act) by performing all functions of ROC from Registration of Companies/LLPs, maintaining Registry, including electronic Registry and all such statutory functions.

- b) Liquidation of companies as Official Liquidator attached to High Court.
- c) Vast experience of conducting Inquiries, Inspections and Investigations, of corporate irregularities and corporate frauds under Companies Act and LLP Act including forming of opinion to assign/order Investigations to Serious Fraud Investigation Office (SFIO) and processing of reports submitted by SFIO to grant sanction for action on findings.
- d) Conducted many significant Investigations under Competition Act (Anti-Trust Act) as Additional Director General, Investigation besides dealing with other aspects under Competition Act on Cartels and Dominant undertakings.
- e) Experience of dealing with Insolvency and Bankruptcy Code (IBC) right from law making to its actual implementation at various senior levels in the Ministry of Corporate Affairs.
- f) Performed Quasi-judicial functions for adjudications like Compounding of offences, mergers, adjudication/appellate functions of adjudication of penalties/appeals etc.
- g) Administrative and functional overall supervision of Investigations/Inquiries/Inspections and all other functions of over 50 field offices in MCA (ROC/RDs/OLs).
- h) Appeared as authorized Petitioner for Union of India (UoI) in many Petitions / applications of Public Interest filed by the UoI (MCA) before National Company Law Tribunal (NCLT) and National Company Law Appellate Tribunal (NCLAT) and many are Reportable Judgements. These cases were significant cases where UoI had filed Petitions u/s 241/242, 246 r/w 339 of the Companies Act, 2013 (the Act) in public interest for change of management by appointing Government directors and a few cases of winding up on the allegations of Fraud. This includes many cases widely covered in the media.
- i) Dealing with cases for reopening and recasting of financial statements u/s 130 of the Act and against Auditors u/s 140(5) of the Act for their removal and disqualifications.

Mr. Manmohan Juneja is having a total experience of about 37 years as stated above.

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. Manmohan Juneja as Non-Executive Independent Director is now being placed before the Members for their approval.

The Board recommends the Special Resolution as set out in item no. 3 of this Notice for approval of the Members.

Except Mr. Manmohan Juneja 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-B**

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT**  
**AS REQUIRED UNDER REGULATION 36 OF THE LISTING REGULATIONS:**

|                                                                                                                                                                                    |                                                                                                                                                                                                                                                                                                                                             |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name of the Director                                                                                                                                                               | Mr. Manmohan Juneja                                                                                                                                                                                                                                                                                                                         |
| Director Identification Number                                                                                                                                                     | 00464238                                                                                                                                                                                                                                                                                                                                    |
| Category                                                                                                                                                                           | Non-Executive Independent Director                                                                                                                                                                                                                                                                                                          |
| Date of Birth                                                                                                                                                                      | 13 <sup>th</sup> May 1962                                                                                                                                                                                                                                                                                                                   |
| Nationality                                                                                                                                                                        | Indian                                                                                                                                                                                                                                                                                                                                      |
| Date of First Appointment on the Board                                                                                                                                             | 28 <sup>th</sup> July 2026                                                                                                                                                                                                                                                                                                                  |
| Disclosure of relationship with Directors interse                                                                                                                                  | Not related to any director of the Company                                                                                                                                                                                                                                                                                                  |
| Qualifications                                                                                                                                                                     | Mr. Manmohan Juneja is qualified B. Com (Gold Medal), Fellow Chartered Accountant (FCA) [Membership number 087296 dated 19.07.1988] and Advanced Certification Course in Competition Law and Market Regulation from Indian Institute of Corporate Affairs {IICA}, Certification on Arbitration, Mediation and Conciliation (ADR) from ICAI. |
| 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                                                                                                                                            | <ol style="list-style-type: none"><li>1. Member of Audit Committee</li><li>2. Member of Nomination and Remuneration Committee</li><li>3. Member of Stakeholders' Relationship Committee meeting</li><li>4. Member of Share Transfer Committee meeting</li></ol>                                                                             |
| List of Directorships held in other Listed Companies (excluding foreign, private and Section 8 Companies) Listed Companies in which Director has resigned in the last three years. | Atlas Cycles (Haryana) Limited                                                                                                                                                                                                                                                                                                              |
| Membership/Chairmanship of Committees across other Listed Companies                                                                                                                | Nil                                                                                                                                                                                                                                                                                                                                         |

|                                                                  |                                                             |
|------------------------------------------------------------------|-------------------------------------------------------------|
| Shareholding, if any, in the Company                             | Nil                                                         |
| Disclosure of relationship with other Directors, Manager and KMP | Not related to any Director, Manager and KMP of the Company |
| Number of Meetings of the Board attended during the year         | NA                                                          |

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

Sd/-

**Priya Singhal  
Company Secretary  
Membership No. ACS 50517**

**Date : 28<sup>th</sup> July 2026  
Place: Gurugram, Haryana**