



13th November, 2014

The Listing Department
The Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
25th Floor, Dalal Street
Mumbai – 400001

Sub: Outcome of the Board Meeting and the intimation of proposed voluntary delisting of the equity shares (the "Equity Shares") of the Company

Ref: Scrip Code: 500211

Dear Sir/ Madam,

This is to inform you that Board of Directors in their meeting held today i.e. on 13th November, 2014 have considered and approved the following:

- (i) The Unaudited Financial Results as per Clause 41 of the Listing Agreement for quarter/six months ended 30th September 2014. (Copy enclosed).
- (ii) Re-appointment of Mr. Pankaj Khandelwal as Managing Director subject to approval of Shareholders, for a further period of 3 years w.e.f 1st March, 2015.
- (iii) Appointment of Woman Director: Ms. Meng Tang w.e.f 13th November, 2014

In respect of the same, we wish to inform you that the Board of Directors in its previous meeting held on 14.08.2014 had approved the appointment of Woman Director, Ms. Iris Tang as an additional Director with effect from 15th September, 2014 or from the date of approval of her Director Identification Number(DIN), whichever is later. Accordingly, we have informed you about the appointment Ms. Iris Tang as an additional Director, subject to above mentioned conditions.

However, Ms. Iris Tang had later informed the Company that her official name is Meng Tang and the name Meng Tang has been used in all her official documents i.e. passport, address proof etc. Accordingly, she had applied her Director Identification Number (DIN) in the name of Ms. Meng Tang and the DIN in the name of Meng Tang has been allotted by the Ministry of Corporate Affairs vide its letter dated 6.11.2014.

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In view of the above, (i) the earlier appointment in the name of Ms. Iris Tang stands cancelled as she cannot obtain DIN in the name of Ms. Iris Tang and (ii) a fresh appointment in the name of Ms. Meng Tang as an Additional Director has been considered and approved in this Meeting and hence, Ms. Meng Tang has been appointed as an Additional Director of the Company w.e.f from today i.e. 13th November, 2014.

- (iv) We refer to our letter dated 12th November, 2014 regarding the meeting of the Board on 13th November 2014 during which the delisting proposal received from Evonik Degussa GmbH ("**Evonik**") based on the letter received by the Company from Evonik informing the Board about their proposal to voluntarily delist the Equity Shares of the Company currently listed on the BSE Limited in accordance with Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (the "**SEBI Delisting Regulations**") by acquiring 16,861,685 Equity Shares of the Company representing 26.89% of the Company's Equity Shares held by the public shareholders of the Company i.e. shareholders other than Evonik (the "**Delisting Proposal**") **was to be discussed.**

We would like to inform you that the Board at its meeting held on 13th November, 2014 has:


1. Taken on record the aforementioned letter received from Evonik with respect to the Delisting Proposal;
2. Consented to the Delisting Proposal pursuant to and in accordance with Regulation 8(1)(a) of the SEBI Delisting Regulations; and
3. Passed an a resolution to seek the consent of the shareholders of the Company for the Delisting Proposal by way of a Postal Ballot and e-voting in accordance with the provisions of Section 110 of the Companies Act, 2013, the applicable rules under the Companies Act, 2013, Clause 35B of the equity listing agreement and the SEBI Delisting Regulations.

This is for your information and appropriate dissemination under the Listing Agreement.

The above is for your information and records.

Thanking you

Yours faithfully
For **Insilco Limited**


Pankaj Khandelwal
Managing Director

Encl: As above

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