



# INDSIL HYDRO POWER AND MANGANESE LIMITED

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CIN : L27101TZ1990PLC002849

17<sup>th</sup> December, 2015

**The Bombay Stock Exchange Ltd**  
Department of Corporate Services - Listing  
Rotunda Building  
B.S.Marg, Fort  
Mumbai - 400 001

Dear Sir

Scrip code : 522165  
CIN : L27101TZ1990PLC002849

Sub: Submission of Voting results under Clause 35A of the Listing Agreement.

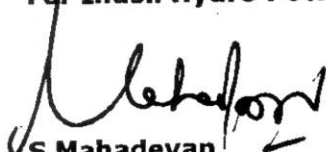
Dear Sir

Please find enclosed the statement prescribed under Clause 35A of the Listing Agreement in respect of voting results at the 25<sup>th</sup> Annual General Meeting of the Company held on 16<sup>th</sup> December, 2015.

Kindly take on record

Thanking you,  
Yours truly

**For Indsil Hydro Power and Manganese Limited**

  
**S Mahadevan**  
Company Secretary

Encl: as above

**DETAILS OF THE VOTING RESULTS AS PER CLAUSE 35A OF THE LISTING AGREEMENT :**

Date of the AGM / EGM	:	16-12-2015
Total number of shareholders on record date	:	7702
No. of shareholders present in the meeting either in person or through proxy	:	210
Promoters and Promoter Group	:	26
Public	:	184
No. of Shareholders attended the meeting through Video Conferencing	:	- NIL -
Promoters and Promoter Group	:	
Public	:	
(Agenda-wise)	:	
Details of the Agenda	:	
Resolution required: ( Ordinary / Special )	:	

RES. NO	SUBJECT MATTER OF THE RESOLUTION	RESOLUTION REQUIREMENT
1.	Consider and adopt Audited Financial Statement, Reports of the Board of Directors and Auditors	ORDINARY
2.	Declaration of Dividend on Equity Shares	ORDINARY
3.	Re-appointment of Sri.S.Inderchand as a Director who retires by rotation	ORDINARY
4.	Re-appointment of Smt.D. Pushpa Varadarajan as a Director who retires by rotation	ORDINARY
5.	Appointment of Auditors and to fix their remuneration	ORDINARY
6.	Ordinary Resolution for the Ratification of Remuneration of Cost Auditor	ORDINARY
7.	Ordinary Resolution for approval of Related Party Transactions	ORDINARY

Mode of voting : ( Show of hands / Poll / Postal ballot /E-voting )

For INDSIL HYDRO POWER AND MANGANESE LIMITED

  
S. Mahadevan  
Company Secretary

**In case E-voting:**

Promoter/ Public	No. of shares held  (1)	No. of votes polled  (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – In favour (4)	No. of Votes – against  (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	0	0	0	0	0	0	0
Public – Institutional holders	0	0	0	0	0	0	0
Public-Others							
1.	166	166	100%	166	NIL	100%	NIL
2.	166	166	100%	166	NIL	100%	NIL
3.	166	166	100%	166	NIL	100%	NIL
4.	166	166	100%	166	NIL	100%	NIL
5.	166	166	100%	166	NIL	100%	NIL
6.	166	166	100%	166	NIL	100%	NIL
7.	166	166	100%	166	NIL	100%	NIL

**In case of Ballot by Post:**

Promoter/Public	No. of shares held  (1)	No. of votes polled  (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against  (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	0	0	0	0	0	0	0
Resolution No:							
1.	8635618	8635618	100%	8635618	NIL	100%	NIL
2.	8635618	8635618	100%	8635618	NIL	100%	NIL
3.	8635618	8635618	100%	8635618	NIL	100%	NIL
4.	8635618	8635618	100%	8635618	NIL	100%	NIL
5.	8635618	8635618	100%	8635618	NIL	100%	NIL
6.	8635618	8635618	100%	8635618	NIL	100%	NIL
7.	1120576	1120576	100%	1120576	NIL	100%	NIL

For INDSIL HYDRO POWER AND MANGANESE LIMITED

  
S. Mahadevan  
Company Secretary

Public – Institutional holders	0	0	0	0	0	0	0
Public-Others							
Resolution No.							
1.	187059	187059	100%	187054	5	99.99%	0.01%
2.	186626	186626	100%	186621	5	99.99%	0.01%
3.	186626	186626	100%	186538	88	99.95%	0.05%
4.	186626	186626	100%	186455	171	99.91%	0.09%
5.	186792	186792	100%	186787	5	99.99%	0.01%
6.	86626	86626	100%	186621	5	99.99%	0.01%
7.	1182341	1182341	100%	1182253	88	99.99%	0.01%

**In case of Poll:**

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	0	0	0	0	0	0	0
Public – Institutional holders	0	0	0	0	0	0	0
Public-Others	0	0	0	0	0	0	0

For INDSIL HYDRO POWER AND MANGANESE LIMITED



Mahadevan  
Company Secretary

KSR/CBE/I7/ 947 /2015-16

December 17, 2015

Mr. S.N.Varadarajan,  
Chairman, (At the Annual General Meeting)  
Indsil Hydro Power and Manganese Limited,  
"INDSIL HOUSE" T.V.Samy Road (West),  
R.S.Puram,  
Coimbatore – 641 002.

Dear Sir,

**Sub: Report of the Scrutinizer on the Remote e-voting, ballot by post, voting at Annual General Meeting held vide Notice Dated 02<sup>nd</sup>, November 2015 under Section 108 of the Companies Act, 2013 read with Clause 35B of the Listing Agreement.**

1. The undersigned was appointed as Scrutinizer for the e-voting, voting through ballot by post and voting at Annual General Meeting in respect of resolutions proposed vide Notice dated **02<sup>nd</sup> November, May 2015** of Indsil Hydro Power and Manganese Limited (the Company) as per the provisions of Section 108 of the Act read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Companies (Management and Administration ) Amendment Rules, 2015 in connection with the 25<sup>th</sup> Annual General Meeting (AGM) of the Company convened and held on Wednesday, the 16<sup>th</sup> December 2015.
2. As per the said Notice, the cutoff date for ascertaining voting rights of shareholders for Remote e-voting and voting by ballot at AGM was 09<sup>th</sup> December 2015. In addition to the above, shareholders to whom notice of AGM was served and who have no access to remote E-voting, have also been provided an option to vote by ballot through post.
3. The e-voting commenced on Sunday, 13<sup>th</sup> December 2015 at 09.30 a.m. (IST) and ended on Tuesday 15<sup>th</sup> December, 2015 at 5.00 pm (IST).
4. **As regards voting by ballot at the AGM;**
  - i. The ballots were duly opened in my presence in the presence of two witnesses who are not in the employment of the company and scrutinized and the shareholding and signatures were verified with the Register of Members/ List of Beneficiaries, as the case may be.



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E-mail : rirs07@dataone.in, rirschennai@vsnl.net

[www.ksrandco.in](http://www.ksrandco.in)

ii. Details of Ballots cast:

Total Number of Ballots Cast	8
Number of Valid Ballots	6
Number of Invalid Ballots	2

On verification of the above with the information made available to me, I hereby submit my Report on the result of voting through ballot at the AGM, on the 7 (Seven) resolutions **as per Annexure No.1.**

5. **As regards the option given to the shareholders to cast voting through ballot by post prior to the AGM;**

i. The ballot by post ended on 15/12/2015 and the scrutinizer has received in all 77 ballots.

ii. Details of Ballots cast:

Total Number of Ballots Cast	77
Number of Valid Ballots	68
Number of Invalid Ballots	9

On verification of the same with the information made available to me, I hereby submit my Report on the result of voting through ballot by post, on the 7 (Seven) resolutions **as per Annexure No.2** and further state as under:

- i. The ballots were duly opened in my presence and scrutinized and the shareholding and signatures were verified / confirmed with the Register of Members/ List of Beneficiaries, as the case may be.
- ii. I have been provided with adequate system support including the Register of Members / List of Beneficiaries, specimen signatures, certified extracts of board resolutions from the office of the Company's RT&A and the data from the ballots was accordingly verified and duly entered.
- iii. In determining the validity or other wise of the ballots/votes cast ballot by post and votes cast at the AGM, I have adopted the following criteria:





- a. Where the shareholder has left the ballot blank or not indicated his vote or incorrectly filled, the ballot has been treated as invalid.
- b. Where signatures are made available, which do not tally or ballot bears no signature or both the columns provided "for" and "against" have been tick marked or left blank, the ballot has been treated as invalid.
- c. Where the shareholder has already exercised their voting through remote e-voting facility their ballot by post have been treated as invalid.
- d. Based on the data and information / reports / statements, I have carried out necessary checks / verifications as I considered necessary.
- e. Particulars of all ballots cast at the AGM have been entered in a Register separately maintained for the purpose.

6. **As regards the Remote e-voting,**

- i. The reports on Remote e-voting from portal of Central Depository Services (India) Limited (CDSL) was opened and downloaded in the presence of two witnesses after counting the votes cast by ballot at the AGM, in respect of the resolutions as proposed in the said Notice.
- ii. Only one shareholder has voted successfully using the Remote e-voting facility. The summary of the votes cast for and against the 7 (Seven) resolutions as per the said Notice and as extracted from the summary report of Remote e-voting from the said NSDL portal is annexed as **Annexure No.3**.

7. As regards Resolution no.7 of the said notice, votes cast by related parties relevant for the resolution have not been considered in terms of Section 188 of the Companies Act, 2013, while ascertaining the result of voting for the said resolution.

8. A complete summary of voting carried out by the following modes in respect of the 7 (Seven) resolutions as per the said Notice of AGM is annexed as **Annexure No.4**, taking into account the following:

- i. Voting by ballot at the AGM
- ii. Voting by ballot through post
- iii. Voting thorough Remote E-voting



**ANNEXURE - 1****INDSIL HYDRO POWER AND MANGANESE LIMITED****SUMMARY OF VOTES CAST FOR AND AGAINST THROUGH BALLOT AT AGM**

RES. NO.	SUBJECT MATTER OF THE RESOLUTION	RESOLUTION REQUIREMENT	BALLOT BY POST	
			FOR	AGAINST
1.	To receive, consider and adopt the Standalone and Consolidated Annual Financial Statements including the Statement of Profit and Loss, Cash Flow Statement for the financial year ended 30 <sup>th</sup> June, 2015, the Balance Sheet as at that date, the Reports of the Directors and the Report of the Auditors thereon.	Ordinary	250	0
2.	To declare dividend on equity shares	Ordinary	250	0
3.	To appoint a Director in place of Sri S Inderchand (DIN 00035907), who retires from office by rotation, and being eligible, offers himself for reappointment	Ordinary	250	0





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4.	To appoint a Director in place of Smt D Pushpa Varadarajan (DIN 00035787), who retires from office by rotation, and being eligible, offers herself for reappointment	Ordinary	250	0
5.	To appoint M/s Raja & Raman, Chartered Accountants, Coimbatore (Firm Registration NO.003382S) as Auditors of the Company	Ordinary	250	0
6.	To approve ratification of remuneration of Cost Auditor	Ordinary	250	0
7.	To approve Related Party Transactions	Ordinary	250	0

**Mr.C.V.MADHUSUDHANAN**

**SCRUTINIZER FOR BALLOT BY POST AND E-VOTING**



**ANNEXURE - 2**

**INDSIL HYDRO POWER AND MANGANESE LIMITED**

**SUMMARY OF VOTES CAST FOR AND AGAINST THROUGH BALLOT BY POST**

RES. NO.	SUBJECT MATTER OF THE RESOLUTION	RESOLUTION REQUIREMENT	BALLOT BY POST	
			FOR	AGAINST
1.	To receive, consider and adopt the Standalone and Consolidated Annual Financial Statements including the Statement of Profit and Loss, Cash Flow Statement for the financial year ended 30 <sup>th</sup> June, 2015, the Balance Sheet as at that date, the Reports of the Directors and the Report of the Auditors thereon.	Ordinary	<b>8822422</b>	<b>5</b>
2.	To declare dividend on equity shares	Ordinary	<b>8821989</b>	<b>5</b>
3.	To appoint a Director in place of Sri S Inderchand (DIN 00035907), who retires from office by rotation, and being eligible, offers himself for reappointment	Ordinary	<b>8821906</b>	<b>88</b>
4.	To appoint a Director in place of Smt D Pushpa Varadarajan (DIN 00035787), who retires from office by rotation, and being eligible, offers herself for reappointment	Ordinary	<b>8821823</b>	<b>171</b>



5.	To appoint M/s Raja & Raman, Chartered Accountants, Coimbatore (Firm Registration NO.003382S) as Auditors of the Company	Ordinary	<b>8821989</b>	<b>5</b>
6.	To approve ratification of remuneration of Cost Auditor	Ordinary	<b>8821989</b>	<b>5</b>
7.	To approve Related Party Transactions	Ordinary	<b>1182003</b>	<b>88</b>



**Mr.C.V.MADHUSUDHANAN**  
**SCRUTINIZER FOR BALLOT BY POST AND E-VOTING**

**ANNEXURE - 3****INDSIL HYDRO POWER AND MANGANESE LIMITED****SUMMARY OF VOTES CAST FOR AND AGAINST THROUGH E-VOTING**

RES. NO	SUBJECT MATTER OF THE RESOLUTION	RESOLUTION REQUIREMENT	FOR	AGAINST	TOTAL
1.	To receive, consider and adopt the Standalone and Consolidated Annual Financial Statements including the Statement of Profit and Loss, Cash Flow Statement for the financial year ended 30 <sup>th</sup> June, 2015, the Balance Sheet as at that date, the Reports of the Directors and the Report of the Auditors thereon.	Ordinary	166	0	166
2.	To declare dividend on equity shares	Ordinary	166	0	166
3.	To appoint a Director in place of Sri S Inderchand (DIN 00035907), who retires from office by rotation, and being eligible, offers himself for reappointment	Ordinary	166	0	166
4.	To appoint a Director in place of Smt D Pushpa Varadarajan (DIN 00035787), who retires from office by rotation, and being eligible, offers herself for reappointment	Ordinary	166	0	166



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5.	To appoint M/s Raja & Raman, Chartered Accountants, Coimbatore (Firm Registration NO.003382S) as Auditors of the Company	Ordinary	166	0	166
6.	To approve ratification of remuneration of Cost Auditor	Ordinary	166	0	166
7.	To approve Related Party Transactions	Ordinary	166	0	166

**Mr.C.V.MADHUSUDHANAN**

**SCRUTINIZER FOR BALLOT BY POST AND E-VOTING**



**INDSIL HYDRO POWER AND MANGANESE LIMITED**

**ANNEXURE – 4**

**SUMMARY RESULT OF BALLOT BY POST, VOTING AT AGM AND E-VOTING**

RES. NO	SUB MATTER OF THE RESOLUTION	RESOLUTION REQUIREMENT	BALLOT BY POST		VOTING AT AGM		E-VOTING		GRAND TOTAL		RESULT
			FOR	AGAINST	FOR	AGAINST	FOR	AGAINST	FOR	AGAINST	
1.	To receive, consider and adopt the Standalone and Consolidated Annual Financial Statements including the Statement of Profit and Loss, Cash Flow Statement for the financial year ended 30 <sup>th</sup> June, 2015, the Balance Sheet as at that date, the Reports of the Directors and the Report of the Auditors thereon.	Ordinary	8822422	5	250	0	166	0	8822838	5	<b>PASSED</b>
2.	To declare dividend on equity shares	Ordinary	8821989	5	250	0	166	0	8822405	5	<b>PASSED</b>

**Mr.C.V.MADHUSUDHANAN**

**SCRUTINIZER FOR BALLOT BY POST AND E-VOTING**



3.	To appoint a Director in place of Sri S Inderchand (DIN 00035907), who retires from office by rotation, and being eligible, offers himself for reappointment	Ordinary	8821906	88	250	0	166	0	8822322	88	<b>PASSED</b>
4.	To appoint a Director in place of Smt D Pushpa Varadarajan (DIN 00035787), who retires from office by rotation, and being eligible, offers herself for reappointment	Ordinary	8821823	171	250	0	166	0	8822239	171	<b>PASSED</b>
5.	To appoint M/s Raja & Raman, Chartered Accountants, Coimbatore (Firm Registration NO.003382S) as Auditors of the Company	Ordinary	8821989	5	250	0	166	0	8822405	5	<b>PASSED</b>
6.	To approve ratification of remuneration of Cost Auditor	Ordinary	8821989	5	250	0	166	0	8822405	5	<b>PASSED</b>
7.	To approve Related Party Transactions	Ordinary	1182003	88	250	0	166	0	1182419	88	<b>PASSED</b>

**Mr.C.V.MADHUSUDHANAN****SCRUTINIZER FOR BALLOT BY POST AND E-VOTING**