



# INDSIL HYDRO POWER AND MANGANESE LIMITED

Regd. Office :  
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T.V. Samy Road (West)  
R.S. Puram  
Coimbatore - 641 002.  
Phone : (+91/0) (422) 4522922, 23  
Fax : (+91/0) (422) 4522925  
e-mail : indsilho@indsil.com  
website : www.indsil.com  
CIN : L27101TZ1990PLC002849

22<sup>nd</sup> December, 2017

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

**Kind Attention** : Mr.Parin B Gori,  
Listing Compliance

Dear Sir,

Sub: **Submission of voting and e-voting results under Regulation 44 of  
SEBI (LODR) Regulations, 2015.**  
Ref : **Scrip code : 522165**

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Please find enclosed the Voting and e-voting result of 27<sup>th</sup> Annual General Meeting pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly take the above on record.

Thanking you,  
Yours truly

**For Indsil Hydro Power and Manganese Limited**

  
**S Mahadevan**  
Company Secretary

Encl: as above



*MDS & Associates*  
Company Secretaries in Practice

*M. D. Selvaraj* M Com MBA FCS

"SURYA", 35, Mayflower Avenue, Sowripalayam Road, Coimbatore 641028.

Phone : 0422-2318780, 2316755, Fax : 0422-2314792, E-mail : mds@mdsservices.in, Web : www.mdsservices.in

**COMBINED SCRUTINIZER'S REPORT FOR REMOTE E-VOTING AND POLL**  
**(Pursuant to Section(s) 108 and 109 of the Companies Act, 2013 read with Rule 20 and Rule**  
**21 of the Companies (Management and Administration) Rules, 2014 - as amended)**

To

The Chairman

27<sup>th</sup> Annual General Meeting of the Equity Shareholders of

**M/s. INDSIL HYDRO POWER AND MANGANESE LIMITED**

(L27101TZ1990PLC002849)

Held on Thursday, 21<sup>st</sup> December 2017, at 10:15 AM at

The Indian Chamber of Commerce and Industry Coimbatore, Chamber Towers,

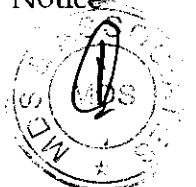
8/732, Avinashi Road,

Coimbatore 641018.

Dear Sir,

**Sub: Passing of Resolution through Remote E-voting Process and through Poll**  
**conducted at the 27<sup>th</sup> Annual General Meeting of M/s. INDSIL HYDRO**  
**POWER AND MANGANESE LIMITED held on 21<sup>st</sup> day of December 2017.**

I, M D Selvaraj, FCS Proprietor of M/s. MDS & Associates, Company Secretaries, Coimbatore have been appointed by the Board of Directors of **M/s. INDSIL HYDRO POWER AND MANGANESE LIMITED** ("the Company") as a Scrutinizer for the remote e-voting process held between Monday, the 18<sup>th</sup> day of December, 2017 at 9:00 AM to Wednesday, the 20<sup>th</sup> day of December 2017 till 5:00 PM and for the poll taken at the 27<sup>th</sup> Annual General Meeting of the Company held on Thursday the 21<sup>st</sup> day of December, 2017 at 10:15 AM at The Indian Chamber of Commerce and Industry Coimbatore, Chamber Towers, 8/732, Avinashi Road, Coimbatore - 641018, Tamilnadu, India on the Resolution(s) set out under Item No.1 to Item No.16 in the Notice convening the said 27<sup>th</sup> Annual General Meeting dated 13<sup>th</sup> November, 2017.



**Responsibility of the Management**

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder in relation to exercising of voting rights through remote e-voting process and through poll process, on the Resolution(s) as set out in the Notice convening the 27<sup>th</sup> Annual General Meeting dated 13<sup>th</sup> November, 2017.

**Responsibility as a Scrutinizer**

My responsibility, as a Scrutinizer for the remote e-voting process and for the voting through poll at the 27<sup>th</sup> Annual General Meeting, is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the Resolution(s) set out under Item No.1 to Item No.16 in the Notice convening the 27<sup>th</sup> Annual General Meeting, based on the reports generated from the e-voting portal provided by the Central Depository Services (India) Limited (CDSL), the Authorised Agency engaged by the Company for providing the remote e-voting facility and also at the time of poll taken at the 27<sup>th</sup> Annual General Meeting.

I have already issued a separate Scrutinizer's Report dated 22<sup>nd</sup> December, 2017 on the remote e-voting process and also a separate Scrutinizer's Report dated 22<sup>nd</sup> December, 2017 in the prescribed Form No.MGT-13 on the Poll taken at the 27<sup>th</sup> Annual General Meeting of the Company.

In view of the above, I hereby submit my Consolidated Report on the Results of the Remote E-voting together with that of the Poll in respect of the said Resolution(s), as under;



**Ordinary Business**

**Resolution No: 1**

**Ordinary resolution**

Adoption of the Audited Financial Statements of the Company along with Consolidated Financial Statements for the financial year ended 31<sup>st</sup> March, 2017 together with the Reports of the Board of Directors and Auditors thereon.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	48	86,31,232	100.00
Poll	28	15,337	100.00
<b>Total Voting</b>	<b>76</b>	<b>86,46,569</b>	<b>100.00</b>

**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	0	0	0.00
Poll	0	0	0.00
<b>Total Voting</b>	<b>0</b>	<b>0</b>	<b>0.00</b>

**INVALID VOTES**

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	1	300
<b>Total Voting</b>	<b>1</b>	<b>300</b>



Ordinary BusinessResolution No: 2

## Ordinary resolution

Declaration of dividend for the year ended 31<sup>st</sup> March 2017.

## VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	48	86,31,232	100.00
Poll	28	15,337	100.00
<b>Total Voting</b>	<b>76</b>	<b>86,46,569</b>	<b>100.00</b>

## VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	0	0	0.00
Poll	0	0	0.00
<b>Total Voting</b>	<b>0</b>	<b>0</b>	<b>0.00</b>

## INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	1	300
<b>Total Voting</b>	<b>1</b>	<b>300</b>



Ordinary BusinessResolution No: 3

## Ordinary resolution

Re-appointment of Sri S Inderchand (DIN 00035907) as a Director on retirement by rotation.

## VOTES CAST IN FAVOUR OF THE RESOLUTION

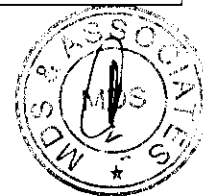
Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	48	86,31,232	100.00
Poll	28	15,337	100.00
<b>Total Voting</b>	<b>76</b>	<b>86,46,569</b>	<b>100.00</b>

## VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	0	0	0.00
Poll	0	0	0.00
<b>Total Voting</b>	<b>0</b>	<b>0</b>	<b>0.00</b>

## INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	1	300
<b>Total Voting</b>	<b>1</b>	<b>300</b>



**Ordinary Business**

**Resolution No: 4**

**Ordinary resolution**

Re-appointment of Smt D.Pushpa Varadarajan (DIN 00035787) as a Director on retirement by rotation.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	48	86,31,232	100.00
Poll	28	15,337	100.00
<b>Total Voting</b>	<b>76</b>	<b>86,46,569</b>	<b>100.00</b>

**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	0	0	0.00
Poll	0	0	0.00
<b>Total Voting</b>	<b>0</b>	<b>0</b>	<b>0.00</b>

**INVALID VOTES**

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	1	300
<b>Total Voting</b>	<b>1</b>	<b>300</b>



Ordinary BusinessResolution No: 5

## Ordinary resolution

Re-Appointment of M/s Raja & Raman, Chartered Accountants, Coimbatore (Firm Registration No. 003382S) as Statutory Auditors of the Company, for a period of Five years.

## VOTES CAST IN FAVOUR OF THE RESOLUTION

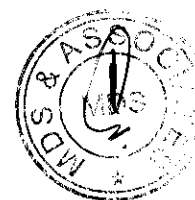
Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	48	86,31,232	100.00
Poll	28	15,337	100.00
<b>Total Voting</b>	<b>76</b>	<b>86,46,569</b>	<b>100.00</b>

## VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	0	0	0.00
Poll	0	0	0.00
<b>Total Voting</b>	<b>0</b>	<b>0</b>	<b>0.00</b>

## INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	1	300
<b>Total Voting</b>	<b>1</b>	<b>300</b>





**Special Business****Resolution No: 6****Ordinary resolution**

Ratification of the payment of remuneration to Sri.B.Venkateswar (Membership No.27622), Cost Auditor of the Company for the financial year ended 31<sup>st</sup> March 2018.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

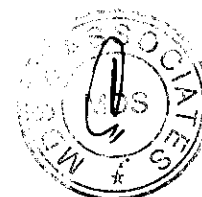
Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	48	86,31,232	100.00
Poll	28	15,337	100.00
<b>Total Voting</b>	<b>76</b>	<b>86,46,569</b>	<b>100.00</b>

**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	0	0	0.00
Poll	0	0	0.00
<b>Total Voting</b>	<b>0</b>	<b>0</b>	<b>0.00</b>

**INVALID VOTES**

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	1	300
<b>Total Voting</b>	<b>1</b>	<b>300</b>



Special BusinessResolution No: 7**Special resolution**

Approval for continuation of Office of Sri S N Varadarajan, (DIN 00035693) as Executive Vice-Chairman and fixing of his remuneration.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	48	86,31,232	100.00
Poll	28	15,337	100.00
<b>Total Voting</b>	<b>76</b>	<b>86,46,569</b>	<b>100.00</b>

**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	0	0	0.00
Poll	0	0	0.00
<b>Total Voting</b>	<b>0</b>	<b>0</b>	<b>0.00</b>

**INVALID VOTES**

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	1	300
<b>Total Voting</b>	<b>1</b>	<b>300</b>



**Special Business**

**Resolution No: 8**

**Ordinary resolution**

Re-appointment of Sri Vinod Narsiman (DIN 00035746) as Managing Director of the Company and approval of his remuneration.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

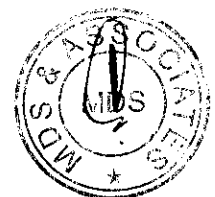
Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	48	86,31,232	100.00
Poll	28	15,337	100.00
<b>Total Voting</b>	<b>76</b>	<b>86,46,569</b>	<b>100.00</b>

**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	0	0	0.00
Poll	0	0	0.00
<b>Total Voting</b>	<b>0</b>	<b>0</b>	<b>0.00</b>

**INVALID VOTES**

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	1	300
<b>Total Voting</b>	<b>1</b>	<b>300</b>



**Special Business**

**Resolution No: 9**

**Ordinary resolution**

Payment of commission to the Non-executive Directors of the Company.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	47	86,30,432	99.99
Poll	28	15,337	100.00
<b>Total Voting</b>	<b>75</b>	<b>86,45,769</b>	<b>99.99</b>

**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	1	800	0.01
Poll	0	0	0.00
<b>Total Voting</b>	<b>1</b>	<b>800</b>	<b>0.01</b>

**INVALID VOTES**

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	1	300
<b>Total Voting</b>	<b>1</b>	<b>300</b>



**Special Business****Resolution No: 10****Ordinary resolution**

Appointment of Sri K Annamalai (DIN 00751334) as an Independent Director of the Company for a period of 5 years.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	48	86,31,232	100.00
Poll	28	15,337	100.00
<b>Total Voting</b>	<b>76</b>	<b>86,46,569</b>	<b>100.00</b>

**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	0	0	0.00
Poll	0	0	0.00
<b>Total Voting</b>	<b>0</b>	<b>0</b>	<b>0.00</b>

**INVALID VOTES**

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	1	300
<b>Total Voting</b>	<b>1</b>	<b>300</b>



**Special Business**

**Resolution No: 11**

**Ordinary resolution**

Appointment of Sri V Dharmaraj (DIN 07944099) as an Independent Director of the Company for a period of 5 years.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

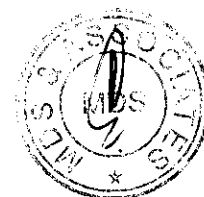
Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	48	86,31,232	100.00
Poll	28	15,337	100.00
<b>Total Voting</b>	<b>76</b>	<b>86,46,569</b>	<b>100.00</b>

**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	0	0	0.00
Poll	0	0	0.00
<b>Total Voting</b>	<b>0</b>	<b>0</b>	<b>0.00</b>

**INVALID VOTES**

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	1	300
<b>Total Voting</b>	<b>1</b>	<b>300</b>



**Special Business**

**Resolution No: 12**

**Special resolution**

Consent to the Board of directors to lease or mortgage or to create charge on the Companies properties / undertakings pursuant to Section 180(1)(a) of Companies Act, 2013.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

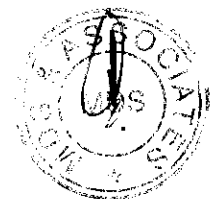
Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	46	86,31,006	100.00
Poll	28	15,337	100.00
<b>Total Voting</b>	<b>74</b>	<b>86,46,343</b>	<b>100.00</b>

**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	0	0	0.00
Poll	0	0	0.00
<b>Total Voting</b>	<b>0</b>	<b>0</b>	<b>0.00</b>

**INVALID VOTES**

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	1	300
<b>Total Voting</b>	<b>1</b>	<b>300</b>



**Special Business**

**Resolution No: 13**

**Special resolution**

Adoption of new set of Articles of Association of the Company.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	46	86,31,006	100.00
Poll	28	15,337	100.00
<b>Total Voting</b>	<b>74</b>	<b>86,46,343</b>	<b>100.00</b>

**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	0	0	0.00
Poll	0	0	0.00
<b>Total Voting</b>	<b>0</b>	<b>0</b>	<b>0.00</b>

**INVALID VOTES**

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	1	300
<b>Total Voting</b>	<b>1</b>	<b>300</b>





**Special Business**

**Resolution No: 14**

**Special resolution**

Issue of Securities to Qualified Institutions Placement (QIP) or Qualified Institutional Buyers (QIB) in terms of Chapter VIII of SEBI ICDR Regulations.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

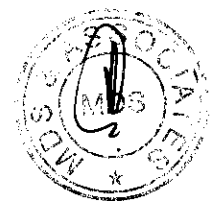
Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	48	86,31,232	100.00
Poll	28	15,337	100.00
<b>Total Voting</b>	<b>76</b>	<b>86,46,569</b>	<b>100.00</b>

**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	0	0	0.00
Poll	0	0	0.00
<b>Total Voting</b>	<b>0</b>	<b>0</b>	<b>0.00</b>

**INVALID VOTES**

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	1	300
<b>Total Voting</b>	<b>1</b>	<b>300</b>



Special BusinessResolution No: 15

## Ordinary resolution

Approval of Related Party Transactions pursuant to Section 188 of the Companies Act, 2013 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

## VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	37	11,15,964	99.98
Poll	28	15,337	100.00
<b>Total Voting</b>	<b>65</b>	<b>11,31,301</b>	<b>99.98</b>

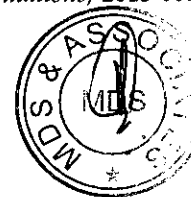
## VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	2	226	0.02
Poll	0	0	0.00
<b>Total Voting</b>	<b>2</b>	<b>226</b>	<b>0.02</b>

## INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	*9	*75,15,042
Poll	1	300
<b>Total Voting</b>	<b>10</b>	<b>75,15,342</b>

Pursuant to Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 votes cast by all related parties have been considered as invalid.



**Special Business****Resolution No: 16****Ordinary resolution**

Approval for Purchase of Shares of Al-Tamman Indsil Ferro Chrome LLC from Indsil Energy and Electrochemicals Private Limited (Pursuant to Section 188 of the Companies Act, 2013 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015).

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	39	11,16,190	100.00
Poll	28	15,337	100.00
<b>Total Voting</b>	<b>67</b>	<b>11,31,527</b>	<b>100.00</b>

**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	0	0	0.00
Poll	0	0	0.00
<b>Total Voting</b>	<b>0</b>	<b>0</b>	<b>0.00</b>

**INVALID VOTES**

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	*9	*75,15,042
Poll	1	300
<b>Total Voting</b>	<b>10</b>	<b>75,15,342</b>

Pursuant to Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 votes cast by all related parties have been considered as invalid.

Place : Coimbatore

Date : 22<sup>nd</sup> December, 2017

Based on the Scrutinizer's Report

Resolution nos 1- 16 have been duly passed

for **INDSIL HYDRO POWER AND MANGANESE LTD**

*B. Balchand*  
DIRECTOR

Yours faithfully

*M. D. Selvaraj*

**MDS & ASSOCIATES**

Prop : M.D.SELVARAJ M.Com, MBA,FCS,

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