

**INDSIL****INDSIL HYDRO POWER AND MANGANESE LIMITED**

Corporate Identification No. (CIN) L27101TZ1990PLC002849

Registered Office : "Indsil House" T.V.Samy Road (West), R.S.Puram, Coimbatore - 641 002

Phone : 91 422 4522922, 3 Fax : 91 422 4522925 E-mail : indsilho@indsil.com / Website : www.indsil.com

**BALLOT FORM** (In lieu of E-voting)

Name &amp; Address of the Shareholder

SEQUENCE No. :

FOLIO No./DP. ID - Client ID :

No. of Shares held :

I/we hereby exercise my / our vote(s) in respect of the Resolutions set out in the Notice of the Twenty Fourth Annual General Meeting (AGM) of the Company to be held on 19.12.2014 by sending my / our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate box below :

Item No.	Resolution	No. of Shares	(For)	(Against)
			I / We assent to the resolution	I / We dissent to the resolution
1	Consider and adopt Audited Financial Statement, Reports of the Board of Directors and Auditors.			
2	Declaration of Dividend on Equity Shares.			
3	Re-appointment of Dr. A.K.Sreedharan as a Director who retires by rotation.			
4	Re-appointment of Sri B.Balchand as a Director who retires by rotation.			
5	Appointment of Auditors and to fix their remuneration.			
6	Special Resolution for the re-appointment of Sri S.N.Varadarajan as Executive Vice Chairman.			
7	Appointment of Dr. A.K.Sreedharan as an Independent Director.			
8	Appointment of Dr. T.C.P.Nambiar as an Independent Director.			
9	Appointment of Sri K.Ramakrishnan as an Independent Director.			
10	Special Resolution u/s 180(1)(c) of the Companies Act, 2013 for borrowing limits of the Company..			
11	Commission to Non-Executive Directors			
12	Special Resolution for approval for subscription / Purchase of Shares / Issuance of Corporate Guarantees / Provision of Loans to Body(ies) Corporate.			
13	Special Resolution for approval for Related Party Transactions			

Place :

Date :

P.T.O

Signature of Shareholder

Note : Please read the instructions carefully before exercising your vote.

## **INSTRUCTIONS**

1. The Ballot Form is provided for the benefit of Members who do not have access to e-voting facility.
2. A Member can opt for only one mode of voting i.e., either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
3. For detailed instructions on e-voting, please refer to the notes appended to the Notice of the AGM.
4. The Scrutinizer will collate the votes downloaded from the e-voting system and votes received through post to declare the final result for each of the Resolutions forming part of the Notice of the AGM.

### **Process and manner for Members opting to vote by using the Ballot Form :**

1. Please complete and sign the Ballot Form (no other form or photo copy thereof is permitted) and send it so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. C.V.Madhusudhanan, KSR & Co Company Secretaries LLP, "Indus Chambers", # 101, Government Arts College Road, Coimbatore 641 018 in the enclosed self-addressed business reply envelope properly sealed. The members need not affix postal stamp since the postage will be paid by the Company. However, envelopes containing Postal Ballots, if sent by courier or by registered post at the expense of the members will also be accepted.
2. The self-addressed envelope bears the address of the scrutinizer appointed by the Board of Directors of the Company.
3. The Form should be signed by the Member as per the specimen signature registered with the Company / Depositories. In case of joint holding, the Form should be completed and signed by the first named Member and in his / her absence, by the next named joint holder. A Power of Attorney (POA) holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA. Exercise of vote by Ballot is not permitted through proxy.
4. In case the shares are held by Companies, Trusts, Societies etc., the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution / Authorisation.
5. Votes should be cast in case of each resolution, either in favour or against by putting the tick (✓) mark in the column provided in the Ballot.
6. The voting rights of shareholders shall be in proportion of the share held by them in the paid-up equity share capital of the Company as on 14th November, 2014 and as per the Register of Members of the Company.
7. Duly completed Ballot Form should reach the Scrutinizer not later than 15th December, 2014. Ballot Form received after 15th December, 2014 will be strictly treated as if the reply from the Members has not been received.
8. A Member may request for a duplicate Ballot Form, if so required. However, duly filled in and signed duplicate Form should reach the Scrutinizer not later than the date specified in serial no. 7 above.
9. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. A Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified.
10. The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.
11. The results declared along with Scrutinizer's Report, shall be placed on the Company's website [www.indsil.com](http://www.indsil.com) and on the Website of the Central Depository Services (India) Limited (CDSL) within two days of the passing of the Resolutions at the AGM of the Company scheduled to be held on 19th December, 2014 and communicated to the BSE Limited where the shares of the Company are listed.

AS THE COMPANY HAS PROVIDED E-VOTING / POSTAL BALLOT VOTING IN TERMS OF CLAUSE 35B OF THE LISTING AGREEMENT, MEMBERS SHALL PLEASE NOTE THAT THERE WILL BE ONLY ONE MODE OF VOTING EITHER THROUGH E-VOTING OR BY POST. THE SCRUTINIZER WILL COLLABORATE THE VOTES DOWNLOADED FROM THE E-VOTING SYSTEM AND VOTES RECEIVED THROUGH POST TO DECLARE THE FINAL RESULT FOR EACH OF THE RESOLUTIONS FORMING PART OF THE ANNUAL GENERAL MEETING NOTICE.



**INDSIL**

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**ATTENDANCE SLIP**

Please bring this attendance slip and hand it over at the Entrance of  
'Chamber Tower, Ground Floor 8/732, Avinashi Road, Coimbatore - 641 018

I hereby record my presence at the 24th ANNUAL GENERAL MEETING at 'Chamber Tower, Ground Floor 8/732, Avinashi Road, Coimbatore - 641 018, at 10.15 AM on Friday the 19th December, 2014.

Signature of the Member or Proxy

No. of Shares held



**Form No. MGT-11  
PROXY FORM**

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

CIN	L27101TZ1990PLC002849
Name of the Company	Indsil Hydro Power and Manganese Limited
Registered Office	"Indsil House" T.V.Samy Road (West), R.S.Puram, Coimbatore - 641 002
Name of the shareholder	
Registered address	
E-mail ID	
Folio No. / DP ID / Client ID	

I / we, being the shareholder(s) of ..... shares of the above named Company, hereby appoint :

1	Name	
	Address	
	E-mail ID	
	Signature	

or failing him

2	Name	
	Address	
	E-mail ID	
	Signature	

or failing him

3	Name	
	Address	
	E-mail ID	
	Signature	

(p.t.o)

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual General Meeting of the Company, to be held on Friday the 19th December, 2014 at 10.15 am at 'Chamber Tower, Ground Floor 8/732, Avinashi Road, Coimbatore - 641 018 and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No. () All ()

1		8	
2		9	
3		10	
4		11	
5		12	
6		13	
7			

Signed this ..... day of ..... 2014.

Signature of shareholder :

Signature of Proxy holder(s) :

Affix  
Revenue  
Stamp

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.**