



INDSIL HYDRO POWER AND MANGANESE LIMITED

Regd. Office :
"Indsil House"
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

14th October, 2015

Bombay Stock Exchange Ltd.
Dept. of Corporate Services - Listing
Rotunda Building
B.S. Marg, Fort
MUMBAI 400 001

Dear Sir / Madam

Ref : Scrip Code : **522165**

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, approval of the members was sought by way of Postal Ballot authorizing the Board of Directors for replacement of the INDSIL ESOS, 2008 with INDSIL ESOS, 2015 in conformity with SEBI (Share Based Employee Benefits) Regulations, 2014 to be implemented through the existing INDSIL ESOS Trust as amended as per the Variation of Deed of the Trust.

The Scrutinizer appointed by the Board of Directors has submitted his report on Postal Ballot and e-voting on 14th October, 2014 and a copy of the same is enclosed for your records.

Accordingly, the Special Resolution has been passed with requisite majority.

For Indsil Hydro Power and Manganese Limited

S Mahadevan
Company Secretary & Compliance Officer

Encl: as above

KSR & CO COMPANY SECRETARIES LLP

PRACTISING COMPANY SECRETARIES & TRADE MARK AGENTS

Assuring Compliances & Solutions – beyond challenge™



KSR/CBE/17/676/2015-16

October 14, 2015

Mr. Vinod Narsiman
Managing Director
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 for the Postal Ballot vide Notice Dated 02nd September 2015 under Section 110 of the Companies Act, 2013 read with Clause 35B of the Listing Agreement.

1. The undersigned was appointed as Scrutinizer for voting by Postal Ballot in respect of resolution proposed vide Postal Ballot Notice dated 02nd September, 2015 of Indsil Hydro Power and Manganese Limited (the Company) as per the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of The Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement.
2. The cut off date for ascertaining voting rights of shareholders by Postal Ballot was as on 04th September, 2015.
3. The Postal Ballot commenced on 11th September 2015 at 0900 A.M. and ended on 10th October, 2015 at 0500 P.M. including the e-voting facility provided to the shareholders. The Scrutinizer has received a total of 146 number of Postal ballots forms. On verification of the 146 Postal ballots forms physically received up to 10th October, 2015 from the shareholders of the Company holding Equity Shares and based on the information made available to me and, I hereby report the summary of the votes cast for and against the resolution as per the said Postal Ballot Notice in respect of the Postal Ballots physically received, as per **Annexure 1** and further state as under:
 - a. Particulars of all Postal Ballot Forms received by Post from members have been entered in a Register separately maintained for the purpose.
 - b. The Postal Ballots were duly opened in my presence and scrutinized and the shareholding and signatures were matched / confirmed with the Register of Members/ List of Beneficiaries, as the case may be.
 - c. 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 Postal Ballot Forms was accordingly verified and duly entered.

Central Office : Coimbatore : Indus Chambers, Ground Floor, No. 101, Govt. Arts College Road, Coimbatore - 641 018. Phone : (0422) 2302867, 2302868, 2305676
E-mail : nirs@eth.net

Branches : Chennai : Flat No. 1, Ground Floor, Baba Foundation Building, 102, South West Boag Road, T. Nagar, Chennai - 600 017. Phone : (044) 24337620
E-mail : nirs07@dataone.in, nirschennai@vsnl.net

www.ksrandco.in

- d. All Postal Ballot Forms received up to 5.00 P.M IST on Saturday, 10th October, 2015, the last date and time fixed by the Company for receipt of the Postal Ballot forms by Post including e-voting facility registered through e-voting was considered for my scrutiny.
- e. I have not found any defaced or mutilated or decrepit Ballot Form.
- f. In determining the validity or other wise of the Postal Ballots received, I have adopted the following criteria:
- i. Where the shareholder has left the Postal Ballot Form blank or not indicated his vote or incorrectly filled, the Postal Ballot Form has been treated as invalid.
 - ii. Where Signatures do not tally or ballot paper bears no signature or both the columns provided "for" and "against" have been tick marked or left blank, the Postal Ballot Form has been treated as invalid
 - iii. Where the shareholder being a company has omitted to send a certified copy of the resolution of the Board of Directors authorizing the signatory to vote and sign, the Postal Ballot Form has been treated as invalid
- g. Based on the data and information / reports / statements, I have carried out necessary checks / verifications as I considered necessary.
- h. The following are the statistics relating to the Postal Ballot Forms received by Post:

Sl. No.	Particulars	Numbers
1.	Total Number of Postal Ballots Received	146
2.	Total Number of Postal Ballots considered valid	122
3.	Total Number of invalid Postal Ballots	24
4.	Total Number of Postal Ballots received in mutilated, decrepit, defaced condition	NIL

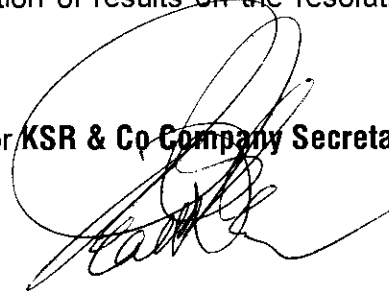
4. a. In respect of the Postal Ballots voted through e-voting facility the Scrutinizer also unblocked the votes cast by electronic means from the e-voting portal of Central Depository Services Limited (CDSL) in the presence of two witnesses on 12th October, 2015 and ascertained the votes cast for and against the resolutions as proposed in the said Notice



- b. A total of only 11 shareholders have voted successfully using e-voting facility. The summary of the votes cast for and against the resolution as per the said Postal Ballot Notice and as extracted from the summary report of e-voting and also the complete voting list provided by CDSL is annexed as **Annexure-2**.
5. A summary of the total votes for and against for the resolution voted by physical Postal Ballot and e-voting and the result thereon is annexed as **Annexure - 3**.
6. As a Scrutinizer, I have performed my duties in compliance of the provisions of Section 110 and 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and also Clause 35B of the Listing Agreement.
7. I will hand over the ballot forms and other related papers / registers and records for safe custody to the Company Secretary upon your consideration signing of the minutes of the ballot process and declaration of results on the resolution by posting this report on the website of the Company.

Place : Coimbatore

For **KSR & Co Company Secretaries LLP**



Date : 14/10/2015

C.V.Madhusudhanan
Partner
Scrutinizer



ANNEXURE - 1

INDSIL HYDRO POWER AND MANGANESE LIMITED

SUMMARY OF VOTES CAST FOR AND AGAINST THROUGH PHYSICAL POSTAL BALLOT

RES. NO.	SUBJECT MATTER OF THE RESOLUTION	RESOLUTION REQUIREMENT	POSTAL BALLOT	
			FOR	AGAINST
1.	Replacement of the INDSIL ESOS, 2008 with INDSIL ESOS, 2015 to be implemented through the existing INDSIL ESOS Trust and Variation of Deed of the Trust	Special	8850727	296

Mr.C.V.MADHUSUDHANAN

SCRUTINIZER FOR POSTAL BALLOT AND E-VOTING



ANNEXURE - 2

INDSIL HYDRO POWER AND MANGANESE LIMITED

SUMMARY OF VOTES CAST FOR AND AGAINST THROUGH E-VOTING

RES. NO	SUBJECT MATTER OF THE RESOLUTION	RESOLUTION REAUIREMENT	FOR	AGAINST	TOTAL
1.	Replacement of the INDSIL ESOS, 2008 with INDSIL ESOS, 2015 to be implemented through the existing INDSIL ESOS Trust and Variation of Deed of the Trust.	Special	9429	0	9429

Mr.C.V.MADHUSUDHANAN

SCRUTINIZER FOR POSTAL BALLOT AND E-VOTING

INDSIL HYDRO POWER AND MANGANESE LIMITED

EVSN	ISIN	No of Folios Voted	No of Votes
150908075	INE867D01018	11	9429

Voting Start Date and Time:	11-09-15 9:30
Voting End Date and Time:	10-10-15 17:00
Voting Finalisation Date and Time:	12-10-15 10:22

Res. No.	Yes (%)	No (%)	Total
1	9429 (0.06%)	0 (0.00%)	9429



Mr.C.V.MADHUSUDHANAN
SCRUTINIZER FOR POSTAL BALLOT AND E-VOTING

INDSIL HYDRO POWER AND MANGANESE LIMITED

ANNEXURE – 3

SUMMARY RESULT OF POSTAL BALLOT – PHYSICAL POSTAL BALLOT AND E-VOTING

RES. NO	SUB MATTER OF THE RESOLUTION	RESOLUTION REQUIREMENT	POSTAL BALLOT		E-VOTING		GRAND TOTAL		RESULT
			FOR	AGAINST	FOR	AGAINST	FOR	AGAINST	
1.	Replacement of the INDSIL ESOS,2008 with INDSIL ESOS,2015 to be implemented through the existing INDSIL ESOS Trust and Variation of Deed of the Trust	Special	8850727	296	9429	0	8860156	296	PASSED



Mr.C.V.MADHUSUDHANAN
SCRUTINIZER FOR POSTAL BALLOT AND E-VOTING