



REPORT OF SCRUTINIZER

[Pursuant to Section 230-232 of the Companies Act, 2013 and Rule 9 & 13 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016]

To

Mr.Vinod Narsiman

The Chairman of the Meeting of the Unsecured Creditors convened pursuant to order of the National Company Law Tribunal, Chennai Bench in CA/204/CAA/2017 dated 15-12-2017

M/s. INDSIL HYDRO POWER AND MANGANESE LIMITED

CIN: L27101TZ1990PLC002849

"Indsil House", Door No 103 - 107 Tiruvenkataswamy Road (West)

R S Puram, Coimbatore - 641 002,

Tamilnadu, India

Dear Sir,

I, M D Selvaraj, FCS, proprietor of M/s.MDS & Associates, Practising Company Secretaries, Coimbatore have been appointed by the Board of Directors of **M/s. INDSIL HYDRO POWER AND MANGANESE LIMITED** ("the Company") pursuant to the directions of the National Company Law Tribunal, Chennai Bench vide order dated 15th December 2017 in CA/204/CAA/2017 as the Scrutinizer for the purpose of scrutinizing the voting through poll taken on the below mentioned resolution, at the adjourned Meeting of Unsecured Creditors of the Company convened by the National Company Law Tribunal, Chennai Bench ("the Meeting") held on Saturday the 27th day of January, 2018 at 3.05 PM at Ardra Convention Centre, "Kaanchan", No 9, North Huzur Road, Coimbatore 641 018, Tamilnadu, India, submit my report as under;

1. After the time fixed for closing of the poll by the Chairman, 1 (One) Ballot Box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked Ballot Box was subsequently opened in the presence of myself and two witnesses and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the Authorizations / Proxies lodged with the Company.
3. There were no polling papers, which were incomplete and/or which were otherwise found defective.
4. The Result of the poll is as under;



SPECIAL BUSINESS**Special resolution**

Approval of the Scheme of Amalgamation of Indsil Energy and Electrochemicals Private Limited (Transferor Company) with Indsil Hydro Power and Manganese Limited (Transferee Company) pursuant to Section 230 to 232 of the Companies Act, 2013 read with SEBI Circular No.CFD/DIL3/CIR/2017/21 dated 10th March 2017.

VOTED IN FAVOUR OF THE RESOLUTION

Number of Unsecured Creditors present and voting (in person or by proxy)	Value of votes cast by Unsecured Creditors (in Rs.) (Being amount due as on 31.08.2017)	Percentage of value of votes cast
22	41,81,806	100.00

VOTED AGAINST THE RESOLUTION

Number of Unsecured Creditors present and voting (in person or by proxy)	Value of votes cast by Unsecured Creditors (in Rs.) (Being amount due as on 31.08.2017)	Percentage of value of votes cast
0	0	0.00

INVALID VOTES

Total number of Unsecured Creditors (in person or by proxy) whose votes were declared invalid	Total value of votes cast by Unsecured Creditors (in Rs.) (Being amount due as on 31.08.2017)
0	0.00

- The Register containing the list of Unsecured Creditors who have voted "For", "Against" and those votes which were declared invalid, in respect of the Resolution is enclosed.
- The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Date : 28th January 2018

Place : Coimbatore

Based on the Scrutinizer's Report
the resolution has been passed unanimously

Chairman of the Meeting

Yours faithfully

M.D. Selvaraj

MDS & ASSOCIATES

Prop : M.D.SELVARAJ M.Com, MBA,FCS,
COMPANY SECRETARY IN PRACTICE

FCS - 960, CP - 411

"SURYA" 35, MAYFLOWER AVENUE
SOWRIPALAYAM ROAD, COIMBATORE - 641 028