



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

Declaration of results of the voting on resolutions set out in the notice of the 28th Annual General Meeting of the Company held on 27th September, 2018.

The 28th Annual General Meeting of the Company was duly held on Thursday, 27th September 2018, at 10:15 AM at "ARDRA", Kaanchan Building, No. 9, North Huzur Road, Coimbatore 641 018, Tamilnadu, India to seek the approval of the members on the resolutions as set out in the notice dated 10th August 2018.

Further, pursuant to Section 108 and Section 109 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 as amended and Regulation 44(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Company had provided the members the facility to vote electronically and also by poll on the below mentioned resolutions and had appointed Mr. M.D.Selvaraj, FCS, Proprietor of M/s. MDS & Associates, Company Secretaries, Coimbatore as scrutinizer to conduct the voting in a fair and transparent manner.

The scrutinizer has submitted his report on e-voting and poll which has been attached hereto.

Accordingly, based on the report of the scrutinizer dated 28th September 2018, Resolutions No. 1 to 15 as set out in the notice dated 10th August 2018 as detailed below have been passed by the shareholders.

Item No.1 – Ordinary Resolution

Adoption of the Audited Financial Statements of the Company along with Consolidated Financial Statements for the financial year ended 31st March, 2018, together with the Reports of the Board of Directors and the Auditors thereon.

Particulars	No. of Ballot Forms/ E-Votes	No. of Shares	Percentage to valid votes
(a) Total Ballot Forms / E- Votes Received	88	1,99,05,535	-
(b) Less: Invalid Ballot Forms	5	3,452	-
(c) Net Valid Ballot Forms / E-Votes	83	1,99,02,083	100.00%
- Assent	83	1,99,02,083	100.00%
- Dissent	0	0	0.00%

Accordingly, the above resolution has been carried unanimously as an **Ordinary Resolution**.



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Item No.2 – Ordinary Resolution

Declaration of Dividend on the equity shares of the Company for the year ended 31st March, 2018.

Particulars	No. of Ballot Forms/ E-Votes	No. of Shares	Percentage to valid votes
(a) Total Ballot Forms / E- Votes Received	88	1,99,05,535	-
(b) Less: Invalid Ballot Forms	5	3,452	-
(c) Net Valid Ballot Forms / E-Votes	83	1,99,02,083	100.00%
- Assent	83	1,99,02,083	100.00%
- Dissent	0	0	0.00%

Accordingly, the above resolution has been carried unanimously as an **Ordinary Resolution**.

Item No.3 – Ordinary Resolution

Re-appointment of Sri B Balchand (DIN 00035878) as a Director on retirement by rotation.

Particulars	No. of Ballot Forms/ E-Votes	No. of Shares	Percentage to valid votes
(a) Total Ballot Forms / E- Votes Received	88	1,99,05,535	-
(b) Less: Invalid Ballot Forms	5	3,452	-
(c) Net Valid Ballot Forms / E-Votes	83	1,99,02,083	100.00%
- Assent	82	1,99,01,917	100.00%
- Dissent	1	166	0.00%

Accordingly, the above resolution has been carried as an **Ordinary Resolution** with requisite majority.



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Item No.4 – Ordinary Resolution

Re-appointment of Sri S N Varadarajan (DIN 00035693) as a Director on retirement by rotation.

Particulars	No. of Ballot Forms/ E-Votes	No. of Shares	Percentage to valid votes
(a) Total Ballot Forms / E- Votes Received	88	1,99,05,535	-
(b) Less: Invalid Ballot Forms	5	3,452	-
(c) Net Valid Ballot Forms / E-Votes	83	1,99,02,083	100.00%
- Assent	83	1,99,02,083	100.00%
- Dissent	0	0	0.00%

Accordingly, the above Resolution has been carried unanimously as an **Ordinary Resolution**.

Item No.5 – Ordinary Resolution

Ratification of the remuneration payable to Sri.B.Venkateswar (Membership No.27622), Cost Auditor of the Company for the financial year 2018-2019.

Particulars	No. of Ballot Forms/ E-Votes	No. of Shares	Percentage to valid votes
(a) Total Ballot Forms / E- Votes Received	88	1,99,05,535	-
(b) Less: Invalid Ballot Forms	5	3,452	-
(c) Net Valid Ballot Forms / E-Votes	83	1,99,02,083	100.00%
- Assent	83	1,99,02,083	100.00%
- Dissent	0	0	0.00%

Accordingly, the above resolution has been carried unanimously as an **Ordinary Resolution**.



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Item No.6 – Ordinary Resolution

Approval for revision of remuneration payable to Sri.Vinod Narsiman, Managing Director of the Company.

Particulars	No. of Ballot Forms/ E-Votes	No. of Shares	Percentage to valid votes
(a) Total Ballot Forms / E- Votes Received	88	1,99,05,535	-
(b) Less: Invalid Ballot Forms	5	3,452	-
(c) Net Valid Ballot Forms / E-Votes	83	1,99,02,083	100.00%
- Assent	81	1,99,01,117	100.00%
- Dissent	2	966	0.00%

Accordingly, the above resolution has been carried as an **Ordinary Resolution** with requisite majority.

Item No.7 – Ordinary Resolution

Appointment of Sri.K.Ramakrishnan as a Director of the Company.

Particulars	No. of Ballot Forms/ E-Votes	No. of Shares	Percentage to valid votes
(a) Total Ballot Forms / E- Votes Received	88	1,99,05,535	-
(b) Less: Invalid Ballot Forms	5	3,452	-
(c) Net Valid Ballot Forms / E-Votes	83	1,99,02,083	100.00%
- Assent	83	1,99,02,083	100.00%
- Dissent	0	0	0.00%

Accordingly, the above resolution has been carried unanimously as an **Ordinary Resolution**.



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Item No.8 – Ordinary Resolution

Appointment of Sri.K S Mahadevan as a Director of the Company.

Particulars	No. of Ballot Forms/ E-Votes	No. of Shares	Percentage to valid votes
(a) Total Ballot Forms / E- Votes Received	88	1,99,05,535	-
(b) Less: Invalid Ballot Forms	5	3,452	-
(c) Net Valid Ballot Forms / E-Votes	83	1,99,02,083	100.00%
- Assent	83	1,99,02,083	100.00%
- Dissent	0	0	0.00%

Accordingly, the above resolution has been carried unanimously as an **Ordinary Resolution**.

Item No.9 – Ordinary Resolution

Appointment of Smt R Saroja as an Independent Director of the Company.

Particulars	No. of Ballot Forms/ E-Votes	No. of Shares	Percentage to valid votes
(a) Total Ballot Forms / E- Votes Received	88	1,99,05,535	-
(b) Less: Invalid Ballot Forms	5	3,452	-
(c) Net Valid Ballot Forms / E-Votes	83	1,99,02,083	100.00%
- Assent	82	1,99,01,917	100.00%
- Dissent	1	166	0.00%

Accordingly, the above resolution has been carried as an **Ordinary Resolution** with requisite majority.

Unit - I : Plant No. VI - 679, Pallatheri, Elapully, Palakkad, Kerala - 678 007. Ph. : (+91/0) (491) 2583501, 502, 503
Fax : (+91/0) (491) 25831267 E-mail : works@indsil.com

Unit II : Factory : Marakamudidam Mandal, Garbham - 535 102. Phone : 08952 - 288555



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Item No.10 – Ordinary Resolution

Appointment of Sri. K Ramakrishnan as a Whole-time Director of the Company and approval of his remuneration.

Particulars	No. of Ballot Forms/ E-Votes	No. of Shares	Percentage to valid votes
(a) Total Ballot Forms / E- Votes Received	88	1,99,05,535	-
(b) Less: Invalid Ballot Forms	5	3,452	-
(c) Net Valid Ballot Forms / E-Votes	83	1,99,02,083	100.00%
- Assent	83	1,99,02,083	100.00%
- Dissent	0	0	0.00%

Accordingly, the above resolution has been carried unanimously as an **Ordinary Resolution**.

Item No.11 – Special Resolution

Continuation of the Directorship of Dr.A K Sreedharan as an Independent Director of the Company.

Particulars	No. of Ballot Forms/ E-Votes	No. of Shares	Percentage to valid votes
(a) Total Ballot Forms / E- Votes Received	88	1,99,05,535	-
(b) Less: Invalid Ballot Forms	5	3,452	-
(c) Net Valid Ballot Forms / E-Votes	83	1,99,02,083	100.00%
- Assent	83	1,99,02,083	100.00%
- Dissent	0	0	0.00%

Accordingly, the above resolution has been carried unanimously as a **Special Resolution**.

Unit - I : Plant No. VI - 679, Pallatheri, Elapully, Palakkad, Kerala - 678 007. Ph. : (+91/0) (491) 2583501, 502, 503
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Item No.12 – Special Resolution

Reclassification of the shareholding of the Promoter Group into Public category.

Particulars	No. of Ballot Forms/ E-Votes	No. of Shares	Percentage to valid votes
(a) Total Ballot Forms / E- Votes Received	87	1,99,04,535	-
(b) Less: Invalid Ballot Forms	5	3,452	-
(c) Net Valid Ballot Forms / E-Votes	82	1,99,01,083	100.00%
- Assent	81	1,99,00,837	100.00%
- Dissent	1	246	0.00%

Accordingly, the above resolution has been carried as a **Special Resolution** with requisite majority.

Item No.13 – Ordinary Resolution

Approval for entering into transactions with related parties of the Company

Particulars	No. of Ballot Forms/ E-Votes	No. of Shares	Percentage to valid votes
(a) Total Ballot Forms / E- Votes Received	59	8,01,788	-
(b) Less: Invalid Ballot Forms	8	7,61,433	-
(c) Net Valid Ballot Forms / E-Votes	51	40,355	100.00%
- Assent	50	40,109	99.39%
- Dissent	1	246	0.61%

Accordingly, the above resolution has been carried as an **Ordinary Resolution** with requisite majority.



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Item No.14 – Special Resolution

Approval for Indsil Employee Stock Option Scheme (Indsil ESOS 2018) for the Employees of the Company.

Particulars	No. of Ballot Forms/ E-Votes	No. of Shares	Percentage to valid votes
(a) Total Ballot Forms / E- Votes Received	87	1,99,04,535	-
(b) Less: Invalid Ballot Forms	5	3,452	-
(c) Net Valid Ballot Forms / E-Votes	82	1,99,01,083	100.00%
- Assent	82	1,99,01,083	100.00%
- Dissent	0	0	0.00%

Accordingly, the above resolution has been carried unanimously as a **Special Resolution**.

Item No.15 – Special Resolution

Approval for issue of Securities through Qualified Institutions Placement (QIP) in terms of Chapter VIII of SEBI ICDR Regulations.

Particulars	No. of Ballot Forms/ E-Votes	No. of Shares	Percentage to valid votes
(a) Total Ballot Forms / E- Votes Received	87	1,99,04,535	-
(b) Less: Invalid Ballot Forms	5	3,452	-
(c) Net Valid Ballot Forms / E-Votes	82	1,99,01,083	100.00%
- Assent	82	1,99,01,083	100.00%
- Dissent	0	0	0.00%

Accordingly, the above Resolution has been carried unanimously as a **Special Resolution**.

For Indsil Hydro Power and Manganese Limited

B. Balshand

Place: Coimbatore

Date: 28th September, 2018

DIRECTOR
(DIN 00035878)



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To
Listing Department
BSE Limited
25th Floor, PJ Towers, Dalal Street
Mumbai – 400001

Dear Sir,

Sub: Proceedings of 28th Annual General Meeting held on 27th September 2018

Pursuant to the Regulation 30 read with Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is hereby informed that the 28th Annual General Meeting of the Company was duly held on Thursday, the 27th day of September 2018 at 10.15 AM at "ARDRA", Kaanchan Building, No.9, North Huzur Road, Coimbatore – 641018.

Sri.B.Balchand, Chairman, Sri.S.N.Varadarajan, Vice-Chairman, Sri.Vinod Narsiman, Managing Director, Dr.A.K.Sreedharan, Sri.S.Inderchand, Sri.K.S.Mahadevan and Sri.V.Dharmaraj and Sri.K.Annamalai, Directors were present at the meeting.

Chairman of the Audit Committee & Nomination and Remuneration Committee and Chairman of the Stakeholders Relationship Committee were present.

M/s.Raja & Raman, Chartered Accountants, the Statutory Auditors of the Company and Sri.M.D.Selvaraj FCS, MDS & Associates, Secretarial Auditor and Scrutinizer were present at the meeting.

Sri.B.Balchand, Chairman occupied the Chair and he chaired the 28th Annual General Meeting. The Chairman was informed that 59 Members are present in person and 4 members are present through proxies. Requisite quorum in accordance with Section 103 of the Companies Act, 2013 being present, the Chairman called the 28th Annual General Meeting to order and conducted the proceedings.

The Statutory Registers maintained under the Companies Act, 2013 were kept open for inspection during the meeting.





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With the consent of the members present, the Notice convening the 28th Annual General Meeting and the Annual Report comprising of the Audited Financial Statements for the year ended 31.03.2018 having been already circulated, were taken as read.

Since there were no qualifications, with the consent of the members present, the Report of the Statutory Auditors for the year ended 31st March 2018 was taken as read.

Thereafter, Sri.Vinod Narsiman, Managing Director briefed the performance of the Company during the financial year ended 31st March 2018.

The Members were then informed that the Company has provided the Remote E-Voting facility to all those members (who were members on 20th September 2018 being the cut-off date), on all the resolution(s) as set out in the Notice of the 28th AGM during the period from 24th September 2018 (9:30 AM) to 26th September 2018 (5:00 PM) in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended). He further informed that in accordance with Rule 20(4)(iii)(B) of the Companies (Management and Administration) Rules, 2014 (as amended), the members attending the 28th AGM, who have not already cast their vote through Remote E-Voting facility, are provided with the option to exercise their right to vote at the venue of the 28th AGM by means of Poll Paper in the prescribed Form (Form No. MGT-12)

He further stated that Sri.M.D.Selvaraj, FCS., Proprietor of M/s.MDS & Associates, Company Secretaries, Coimbatore, have been appointed by the Board of Directors as the Scrutinizer to conduct both the remote E-Voting process and the poll process in a fair and transparent manner.

Accordingly, the following business item(s) set out under Sl No. 1 to 15 in the notice convening the 28th Annual General Meeting were transacted.

1. Adoption of the Audited Financial Statements of the Company along with Consolidated Financial Statements for the financial year ended 31st March, 2018, together with the Reports of the Board of Directors and the Auditors thereon. (Ordinary Resolution)



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2. Declaration of Dividend on the equity shares of the Company for the year ended 31st March, 2018. (Ordinary Resolution)
3. Re-appointment of Sri B Balchand (DIN 00035878) as a Director on retirement by rotation. (Ordinary Resolution)
4. Re-appointment of Sri S N Varadarajan (DIN 00035693) as a Director on retirement by rotation. (Ordinary Resolution)
5. Ratification of the remuneration payable to Sri.B.Venkateswar (Membership No.27622), Cost Auditor of the Company for the financial year 2018-2019. (Ordinary Resolution)
6. Approval for revision of remuneration payable to Sri.Vinod Narsiman, Managing Director of the Company. (Ordinary Resolution)
7. Appointment of Sri.K.Ramakrishnan as a Director of the Company. (Ordinary Resolution)
8. Appointment of Sri.K S Mahadevan as a Director of the Company. (Ordinary Resolution)
9. Appointment of Smt R Saroja as an Independent Director of the Company (Ordinary Resolution)
10. Appointment of Sri. K Ramakrishnan as a Whole-time Director of the Company and approval of his remuneration. (Ordinary Resolution)
11. Continuation of the Directorship of Dr.A K Sreedharan as an Independent Director of the Company (Special Resolution)
12. Reclassification of the shareholding of the Promoter Group into Public category (Special Resolution)
13. Approval for entering into transactions with related parties of the Company (Ordinary Resolution)





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14. Approval for Indsil Employee Stock Option Scheme (Indsil ESOS 2018) for the Employees of the Company (Special Resolution)

15. Approval for issue of Securities through Qualified Institutions Placement (QIP) in terms of Chapter VIII of SEBI ICDR Regulations (Special Resolution)

The Company Secretary then requested the members to deposit the duly completed polling paper in the box kept for the purpose.

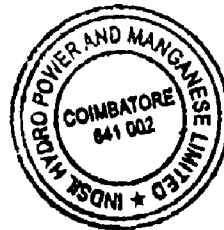
Members were further informed that the voting results will be declared within 48 hours, after considering both the Remote E-Voting process and the votes cast through Poll at the meeting and the results declared along with the Combined Scrutinizer's Report will be placed on the Company's website and on the Central Depository Services (India) Limited's (CDSL) website and the same will be communicated to BSE Limited within the prescribed time.

The Meeting was declared as concluded at 11.15 AM with a vote of thanks to the Chair.

Thanking You
Yours faithfully

For INDSIL HYDRO POWER AND MANGANESE LIMITED

S. MAHADEVAN
COMPANY SECRETARY & COMPLIANCE OFFICER





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28th September, 2018

The Bombay Stock Exchange Limited,
Department of Corporate Services- Listing
Rotunda Building
B.S.Marg, 1st Floor,
Dalal Street,
Mumbai- 400 001

Dear Sir,

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

Ref : Scrip Code : 522165

Please find enclosed the Voting and e – voting result of 28th 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
28th Annual General Meeting of the Equity Shareholders of
M/s. INDSIL HYDRO POWER AND MANGANESE LIMITED
(L27101TZ1990PLC002849)
Held on Thursday, 27th September 2018, at 10:15 AM at
"ARDRA", Kaanchan Building,
No. 9, North Huzur Road,
Coimbatore 641 018.

Dear Sir,

Sub: Passing of Resolution through Remote E-voting Process and through Poll
conducted at the 28th Annual General Meeting of M/s. INDSIL HYDRO
POWER AND MANGANESE LIMITED held on 27th day of September 2018.

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 24th day of September, 2018 at 9:30 AM to Wednesday, the 26th day of September 2018 till 5:00 PM and for the poll taken at the 28th Annual General Meeting of the Company held on Thursday the 27th day of September, 2018 at 10:15 AM at "ARDRA", Kaanchan Building, No. 9, North Huzur Road, Coimbatore 641 018, Tamilnadu, India on the Resolution(s) set out under Item No.1 to Item No.15 in the Notice convening the said 28th Annual General Meeting dated 10th August, 2018.



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 28th Annual General Meeting dated 10th August, 2018.

Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the remote e-voting process and for the voting through poll at the 28th 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.15 in the Notice convening the 28th 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 28th Annual General Meeting.

I have already issued a separate Scrutinizer's Report dated 28th September, 2018 on the remote e-voting process and also a separate Scrutinizer's Report dated 28th September, 2018 in the prescribed Form No.MGT-13 on the Poll taken at the 28th 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 BusinessResolution No: 1**Ordinary resolution**

Adoption of the Audited Financial Statements of the Company along with Consolidated Financial Statements for the financial year ended 31st March, 2018, together with the Reports of the Board of Directors and the 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	51	1,98,99,974	100.00
Poll	32	2,109	100.00
Total Voting	83	1,99,02,083	100.00

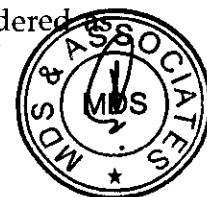
VOTES CAST AGAINST THE RESOLUTION

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
Total Voting	0	0	0.00

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	*1	3,342
Poll	4	110
Total Voting	5	3,452

*Pursuant to Regulation 4(5) of SEBI (Share Based Employee Benefits) Regulations, 2014 votes cast by the Trustee on behalf of the Indsil ESOS Trust has been considered invalid.



Ordinary BusinessResolution No: 2

Ordinary resolution

Declaration of Dividend on the equity shares of the Company for the year ended 31st 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	51	1,98,99,974	100.00
Poll	32	2,109	100.00
Total Voting	83	1,99,02,083	100.00

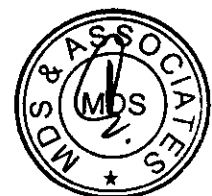
VOTES CAST AGAINST THE RESOLUTION

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
Total Voting	0	0	0.00

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	*1	3,342
Poll	4	110
Total Voting	5	3,452

*Pursuant to Regulation 4(5) of SEBI (Share Based Employee Benefits) Regulations, 2014 votes cast by the Trustee on behalf of the Indsil ESOS Trust has been considered as invalid.



Ordinary Business**Resolution No: 3****Ordinary resolution**

Re-appointment of Sri B Balchand (DIN 00035878) 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	51	1,98,99,974	100.00
Poll	31	1,943	92.13
Total Voting	82	1,99,01,917	100.00

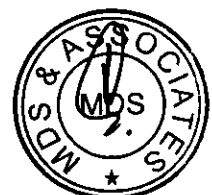
VOTES CAST AGAINST THE RESOLUTION

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	1	166	7.87
Total Voting	1	166	0.00

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	*1	3,342
Poll	4	110
Total Voting	5	3,452

*Pursuant to Regulation 4(5) of SEBI (Share Based Employee Benefits) Regulations, 2014 votes cast by the Trustee on behalf of the Indsil ESOS Trust has been considered as invalid.



Ordinary Business

Resolution No: 4

Ordinary resolution

Re-appointment of Sri S N Varadarajan (DIN 00035693) 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	51	1,98,99,974	100.00
Poll	32	2,109	100.00
Total Voting	83	1,99,02,083	100.00

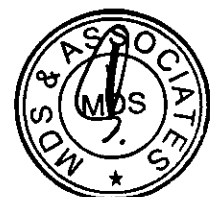
VOTES CAST AGAINST THE RESOLUTION

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
Total Voting	0	0	0.00

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	*1	3,342
Poll	4	110
Total Voting	5	3,452

*Pursuant to Regulation 4(5) of SEBI (Share Based Employee Benefits) Regulations, 2014 votes cast by the Trustee on behalf of the Indsil ESOS Trust has been considered as invalid.



Special Business**Resolution No: 5****Ordinary resolution**

Ratification of the remuneration payable to Sri.B.Venkateswar (Membership No.27622), Cost Auditor of the Company for the financial year 2018-2019.

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	51	1,98,99,974	100.00
Poll	32	2,109	100.00
Total Voting	83	1,99,02,083	100.00

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
Total Voting	0	0	0.00

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	*1	3,342
Poll	4	110
Total Voting	5	3,452

*Pursuant to Regulation 4(5) of SEBI (Share Based Employee Benefits) Regulations, 2014 votes cast by the Trustee on behalf of the Indsil ESOS Trust has been considered as invalid.



Special Business

Resolution No: 6

Ordinary resolution

Approval for revision of remuneration payable to Sri.Vinod Narsiman, Managing Director 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	50	1,98,99,174	100.00
Poll	31	1,943	92.13
Total Voting	81	1,99,01,117	100.00

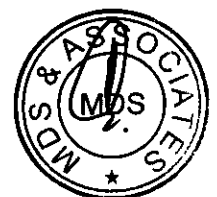
VOTES CAST AGAINST THE RESOLUTION

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	0.00
Poll	1	166	7.87
Total Voting	2	966	0.00

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	*1	3,342
Poll	4	110
Total Voting	5	3,452

*Pursuant to Regulation 4(5) of SEBI (Share Based Employee Benefits) Regulations, 2014 votes cast by the Trustee on behalf of the Indsil ESOS Trust has been considered as invalid.



Special Business**Resolution No: 7****Ordinary resolution**

Appointment of Sri.K.Ramakrishnan as a Director 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	51	1,98,99,974	100.00
Poll	32	2,109	100.00
Total Voting	83	1,99,02,083	100.00

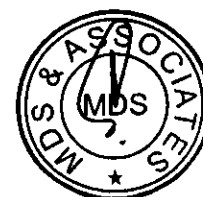
VOTES CAST AGAINST THE RESOLUTION

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
Total Voting	0	0	0.00

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	*1	3,342
Poll	4	110
Total Voting	5	3,452

*Pursuant to Regulation 4(5) of SEBI (Share Based Employee Benefits) Regulations, 2014 votes cast by the Trustee on behalf of the Indsil ESOS Trust has been considered as invalid.



Special Business

Resolution No: 8

Ordinary resolution

Appointment of Sri.K S Mahadevan as a Director 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	51	1,98,99,974	100.00
Poll	32	2,109	100.00
Total Voting	83	1,99,02,083	100.00

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
Total Voting	0	0	0.00

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	*1	3,342
Poll	4	110
Total Voting	5	3,452

*Pursuant to Regulation 4(5) of SEBI (Share Based Employee Benefits) Regulations, 2014 votes cast by the Trustee on behalf of the Indsil ESOS Trust has been considered as invalid.



Special Business**Resolution No: 9****Ordinary resolution**

Appointment of Smt R Saroja as an Independent Director 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	51	1,98,99,974	100.00
Poll	31	1,943	92.13
Total Voting	82	1,99,01,917	100.00

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	1	166	7.87
Total Voting	1	166	0.00

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	*1	3,342
Poll	4	110
Total Voting	5	3,452

*Pursuant to Regulation 4(5) of SEBI (Share Based Employee Benefits) Regulations, 2014 votes cast by the Trustee on behalf of the Indsil ESOS Trust has been considered as invalid.



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

Appointment of Sri. K Ramakrishnan as a Whole-time 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	51	1,98,99,974	100.00
Poll	32	2,109	100.00
Total Voting	83	1,99,02,083	100.00

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
Total Voting	0	0	0.00

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	*1	3,342
Poll	4	110
Total Voting	5	3,452

*Pursuant to Regulation 4(5) of SEBI (Share Based Employee Benefits) Regulations, 2014 votes cast by the Trustee on behalf of the Indsil ESOS Trust has been considered as invalid.



Special BusinessResolution No: 11

Special resolution

Continuing of the Directorship of Dr.A K Sreedharan as an Independent Director 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	51	1,98,99,974	100.00
Poll	32	2,109	100.00
Total Voting	83	1,99,02,083	100.00

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
Total Voting	0	0	0.00

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	*1	3,342
Poll	4	110
Total Voting	5	3,452

*Pursuant to Regulation 4(5) of SEBI (Share Based Employee Benefits) Regulations, 2014 votes cast by the Trustee on behalf of the Indsil ESOS Trust has been considered as invalid.



Special Business

Resolution No: 12

Special resolution

Reclassification of the shareholding of the Promoter Group into Public category.

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	49	1,98,98,728	100.00
Poll	32	2,109	100.00
Total Voting	81	1,99,00,837	100.00

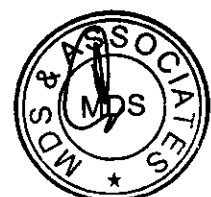
VOTES CAST AGAINST THE RESOLUTION

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	246	0.00
Poll	0	0	0.00
Total Voting	0	0	0.00

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	*1	3,342
Poll	4	110
Total Voting	5	3,452

*Pursuant to Regulation 4(5) of SEBI (Share Based Employee Benefits) Regulations, 2014 votes cast by the Trustee on behalf of the Indsil ESOS Trust has been considered as invalid.



Special Business**Resolution No: 13****Ordinary Resolution**

Approval for entering into transactions with related parties 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	18	38,000	99.36
Poll	32	2,109	100.00
Total Voting	50	40,109	99.39

VOTES CAST AGAINST THE RESOLUTION

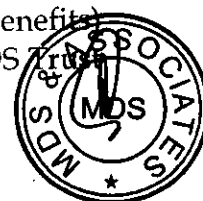
Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	1	246	0.64
Poll	0	0	0.00
Total Voting	1	246	0.61

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	*3	7,61,323
Poll	4	110
Total Voting	8	7,61,433

*Note: 1) Related parties have not voted on the resolution and votes cast by 2 related parties have been considered Invalid.

2) Pursuant to Regulation 4(5) of SEBI (Share Based Employee Benefits) Regulations, 2014 votes cast by the Trustee on behalf of the Indsil ESOS Trust has been considered as invalid



Special Business**Resolution No: 14****Special resolution**

Approval for Indsil Employee Stock Option Scheme (Indsil ESOS 2018) for the Employees 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	50	1,98,98,974	100.00
Poll	32	2,109	100.00
Total Voting	82	1,99,01,083	100.00

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
Total Voting	0	0	0.00

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	*1	3,342
Poll	4	110
Total Voting	5	3,452

*Pursuant to Regulation 4(5) of SEBI (Share Based Employee Benefits) Regulations, 2014 votes cast by the Trustee on behalf of the Indsil ESOS Trust has been considered as invalid.



Special Business

Resolution No: 15

Special resolution

Approval for issue of Securities through Qualified Institutions Placement (QIP) 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	50	1,98,98,974	100.00
Poll	32	2,109	100.00
Total Voting	82	1,99,01,083	100.00

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
Total Voting	0	0	0.00

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	*1	3,342
Poll	4	110
Total Voting	5	3,452

*Pursuant to Regulation 4(5) of SEBI (Share Based Employee Benefits) Regulations, 2014 votes cast by the Trustee on behalf of the Indsil ESOS Trust has been considered as invalid.

Place : Coimbatore

Date : 28th September, 2018

Based on the Scrutinizer's Report

Resolution nos 1- 15 have been duly passed

INDSIL HYDRO POWER AND MANGANESE LTD

B. B. Bhandari

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