

Notice of the 30th Annual General Meeting

NOTICE is hereby given that the 30th Annual General Meeting (“AGM”) of the Shareholders of the Company will be held on Wednesday, the 16th day of December, 2020 at 11.00 AM (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business(es):-

ORDINARY BUSINESS

1. To receive, consider and adopt the Standalone and Consolidated Annual Financial Statements including Statement of Profit and Loss (including other Comprehensive Income), the Statement of Cash Flows and the Statement of changes in Equity for the Financial Year ended 31st March, 2020, the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditor’s thereon.
2. To confirm the payment of interim dividend of 5% already paid, as the final dividend on the 10% Cumulative Redeemable Preference Shares of Rs. 10/- each for the financial year ended 31st March, 2020.
3. To appoint a Director in the place of Sri. K Ramakrishnan (DIN:02797842) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. RATIFICATION OF THE REMUNERATION PAYABLE TO THE COST AUDITOR FOR THE FINANCIAL YEAR 2020-21

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) Sri B Venkateswar, (Membership No: 27622), Cost Accountant, Coimbatore who was appointed as Cost Auditor of Company by the Board of Directors of the Company, on the recommendation of the Audit Committee, to conduct audit of the cost records of the Company for the financial year ending 31st March 2021 on a remuneration of Rs.20,000/- (Rupees Twenty Thousand Only) plus applicable taxes and re-imburement of travelling and out of pocket expenses incurred by him for the purpose of audit be and is hereby ratified and confirmed.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

5. APPOINTMENT OF SRI S VARADARAJAN AS A DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 161 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and the Articles of Association of the Company, Sri S Varadarajan (DIN : 08744090), who was appointed as an Additional Director of the Company by the Board of Directors, to hold office with effect from 21st May, 2020 and in respect of whom the Company has received a notice from a member signifying his intention to propose Sri S Varadarajan as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. APPOINTMENT OF SRI S K VISWANATHAN AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160, 161, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (as amended) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (Including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended, and upon the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Sri S K Viswanathan (DIN:08850168) who was appointed as an Additional Director at the meeting of the Board of Directors of the Company held on 9th September, 2020 and who has given his consent for appointment as an Independent Director of the Company and has also submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and

Regulation 16(1)(b) of SEBI Listing Regulations and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 1 year with effect from 9th September, 2020 and is not liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. **APPOINTMENT OF SMT MANJUSHARMA AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160, 161, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") (as amended) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, and upon the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Smt Manjusharma (DIN:08855406) who was appointed as an Additional Director at the meeting of the Board of Directors of the Company held on 9th September, 2020 and who has given her consent for appointment as an Independent Director of the Company and has also submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 1 year with effect from 9th September, 2020 and is not liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

8. **APPROVAL FOR PAYMENT OF REMUNERATION TO SRI VINOD NARSIMAN, MANAGING DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment

thereof, for the time being in force) and the Articles of Association of the Company, the consent of the Company be and is hereby accorded for the payment of remuneration to Sri Vinod Narsiman, Managing Director (DIN : 00035746) of the Company for the period from 1st June, 2021 till 5th November, 2022 on the following terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and Board of Directors at their respective meetings held on 11th November 2020:-

Terms of remuneration:

- i. Salary in the range of Rs. 1,80,000/- to Rs. 3,00,000/- per month during the currency of the tenure as may be decided by the Board of Directors from time to time.
- ii. Commission:
5% of the net profits in each year computed in accordance with Section 197 & 198 of the Companies Act, 2013.
- iii. Perquisites:
 - In addition to the salary and commission, Sri Vinod Narsiman, Managing Director shall also be entitled to interchangeable perquisites, like furnished accommodation and where accommodation is not provided HRA, gas, electricity, water furnishings, medical reimbursement, LTA for self and family, club fees, medical insurance, Personal Accident Insurance Premium etc., in accordance with the rules of the Company, such perquisites being restricted to the amount equal to the salary drawn per annum. For the purpose of calculating the above ceiling, perquisites shall be evaluated as per Income Tax Rules wherever applicable.
 - The Company's contribution to Provident Fund, Superannuation Fund or Annuity Fund as per the rules of the Company to the extent these either singly or put together are not taxable under the Income Tax Act, 1961 shall not be included in the computation of perquisites.
 - Gratuity payable shall not exceed half month's salary for each completed year of service. Sri Vinod Narsiman, Managing Director is also entitled to encashment of leave at the end of tenure which shall not be included in the computation of the ceiling on remuneration or perquisites.
 - Sri Vinod Narsiman, Managing Director shall be entitled to reimbursement of all actual expenses incurred during the course of Company's business including on entertainment and travelling incurred in the course of Company business.



- The Company shall provide a car with driver and telephone facility at the residence of Sri Vinod Narsiman, Managing Director. Provision of a Company car with driver for use on Company's business and telephone facility at his residence will not be considered as perquisites. Personal long distance calls on telephone and use of the car for private purposes shall be billed by the Company to Managing Director.

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary the terms of remuneration payable to Sri Vinod Narsiman, Managing Director, as it may deem fit, subject to the same not exceeding the limit as approved by the shareholders.”

“FURTHER RESOLVED THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the remuneration and perquisites mentioned above shall be the minimum remuneration payable to Sri Vinod Narsiman, Managing Director.”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorized to take all such steps as may be necessary and / or give such directions as may be necessary, proper or expedient to give effect to the above resolution without being required to seek any further consent or approval of the members and the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

9. RE-APPOINTMENT OF SRI K RAMAKRISHNAN AS WHOLE TIME DIRECTOR OF THE COMPANY AND APPROVAL OF HIS REMUNERATION

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof, for the time being in force) and the Articles of Association of the Company, the consent of the Company be and is hereby accorded for the re-appointment of Sri K Ramakrishnan (DIN:02797842)

as Whole-time Director of the Company for a further period of 3 years with effect from 1st June, 2021 on the following terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and Board of Directors at their respective meetings held on 11th November, 2020

Terms of re- appointment and remuneration:

- i. Salary of Rs. 70,000/- to Rs. 2,00,000/- per month (as may be decided by the Board of Directors from time to time).
- ii. Commission: Nil
- iii. Perquisites:
In addition to the salary, any other perquisites as may be allowed by the Board of Directors of the Company within the permissible limits. For the purpose of calculating the above ceiling, perquisites shall be evaluated as per Income Tax Rules wherever applicable. Gratuity shall be paid as per rules of the Company.
- iv. During his tenure as Whole-time Director, he shall be liable to retire by rotation and the same shall not be treated as break in his service as Whole-time Director.

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to alter and vary the terms of re-appointment and/or remuneration payable to Sri K Ramakrishnan, Whole-time Director, as it may deem fit, subject to the same not exceeding the limit as approved by the shareholders.”

“FURTHER RESOLVED THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the remuneration and perquisites mentioned above shall be the minimum remuneration payable to Sri K Ramakrishnan, Whole-time Director.”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorized to take all such steps as may be necessary and/or give such directions as may be necessary, proper or expedient to give effect to the above resolution without being required to seek any further consent or approval of the members and the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

10. ALTERATION IN ARTICLES OF ASSOCIATION OF THE COMPANY

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules made thereunder (including any statutory modifications(s) or re-enactment thereof for the time being in force), the consent of the members of the Company be and is hereby accorded for the alteration of the Articles of Association of the Company by substituting the following new Clause 85 in the place of the existing Clause 85 of the Articles of Association as given under:

"85. The Board of Directors of the Company may, subject to the provisions of the Companies Act, 2013, or any modification thereof from time to time, appoint one or more of their body to the office of Chairman, Managing Director, Chairman cum Managing Director, Deputy Managing Director, Joint Managing Director or Whole Time Director for such period and on such terms as it thinks fit. The Independent Director(s) appointed pursuant to the provisions of Section 149 of the Companies Act, 2013 shall not while holding such office be subject to retirement by rotation at the Annual General Meeting(s). If the terms of their appointment so provide, the Chairman, Managing Director, Chairman cum Managing Director, Deputy Managing Director, Joint Managing Director or Whole-time Director shall be subject to retirement by rotation at the Annual General Meeting(s). The Board may entrust to and confer upon such Chairman, Managing Director, Chairman cum Managing Director, Deputy Managing Director, Joint Managing Director all or any of the powers exercisable by them with such restrictions as they think fit, either collaterally with or to the exclusion of their own powers and subject to their superintendence, control and direction. The remuneration payable to such persons shall be sanctioned by the Company in the General Meeting."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorised to do all such acts, deeds matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."

11. SELL OR TRANSFER OR DISPOSE OFF UNIT II OF THE COMPANY SITUATED AT GARBHAM

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and subject to such approvals as may be required and the provisions of the Memorandum and Articles of Association of the Company, the relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the Company be and is hereby accorded to the Board of Directors of the Company, to sell/ transfer/ lease/ slump sale or otherwise dispose off part / whole of the undertakings of Unit II situated at Garbham, Andhra Pradesh together with all fixed assets at such price and on such terms and conditions as the Board of Directors may think proper and beneficial for the Company."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to identify buyer(s), finalize terms and conditions for transfer of the undertaking, business, rights, assets and liabilities as aforesaid, the mode and structure of such transfer and its consideration, determine transfer date, and to do all such acts, deeds, matters and things including but not limited to, execution of all the necessary documents, agreements, deeds of assignment, conveyance and other documents and to do all acts, deeds, matters and things as may be deemed necessary or expedient in their discretion to give effect to the said resolution."

"FURTHER RESOLVED THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company with power to delegate to any Officers of the Company, with authorities as required, affixing the Common Seal of the Company on agreements/ documents, arranging delivery and execution of contracts, deeds, agreements and instruments."

"RESOLVED FURTHER THAT the Board of Directors of the Company and / or Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."



12. APPROVAL FOR ENTERING INTO TRANSACTIONS WITH RELATED PARTIES OF THE COMPANY

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of SEBI (Listing Obligations

and Disclosure Requirements) Regulations, 2015 and subject to such approvals, consents, sanctions and permissions as may be necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors to enter into contract and/or agreement and/or transactions with the following related parties of the Company on the terms and conditions as given hereunder:

S.No	Name of the Related Party	Nature of Transactions	Period of Transactions	Value of Transactions
1	M/s Al Tamman Indsil Mining LLC	Sale / Purchase of raw materials, semi-finished and finished goods.	1st April 2021 to 31st March 2026	Upto a maximum of Rs. 100 Crores
2	Sunmet Holdings India Private Limited	Sale and Purchase of Chrome Ore and other raw materials and finished goods.	1st April 2021 to 31st March 2026	Upto a maximum of Rs. 100 Crores
3	M/s Al Tamman Indsil Ferro Chrome LLC	Sale and Purchase of raw materials and finished goods.	1st April 2021 to 31st March 2026	Upto a maximum of Rs.100 Crores

“FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board of Directors and / or Company Secretary be and are hereby authorised to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and

to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

By order of the Board

Place : Coimbatore
Date : 11.11.2020

P KRISHNAVENI
Company Secretary
FCS No. 8988



Statement Under Section 102 of the Companies Act, 2013

ITEM NO. 4

The Board of Directors of the Company, on the recommendation of the Audit Committee, has approved the appointment of Sri B Venkateswar (Membership No. 27622), Cost Accountant, Coimbatore, as the Cost Auditor of the Company for the financial year 2020-21 on a remuneration of Rs.20,000/- (exclusive of applicable taxes and reimbursement of travelling and out of pocket expenses incurred) for conducting the audit of the cost accounting records of the Company and for issuing an Audit Report on cost accounting records maintained by the Company.

Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, requires the Board to appoint an individual, who is a Cost Accountant or a firm of Cost Accountants, as Cost Auditor of the Company on the recommendations of the Audit Committee, which shall also recommend the remuneration for such Cost Auditor and such remuneration shall be approved by the Board of Directors and ratified subsequently by the Shareholders at General Meeting.

Accordingly, consent of the Members is sought for passing an ordinary resolution as set out in Item No. 4 of the notice for ratification of the remuneration of the Cost Auditor for the financial year 2020-21.

The Board recommends the resolution set out in Item No. 4 of the Notice for the approval of the Members.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise in the resolution set out at Item No. 4 of the Notice.

ITEM NO. 5

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee appointed Sri S Varadarajan as an Additional Director of the Company with effect from 21st May, 2020. In accordance with the provisions of Section 161(1) of the Companies Act, 2013, he holds office as Director of the Company up to the date of this Annual General Meeting.

Sri S Varadarajan is having enormous experience over a period of 30 years in the field of administration, insurance, accounts and similar related areas. His association with the Company as a Director will be beneficial to the Company.

Further, a notice has been received from a member signifying his intention to propose Sri S Varadarajan as a

candidate for the office of Director of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as a Non-executive Director of the Company.

The brief bio-data of Sri S Varadarajan and other disclosures as per Secretarial Standards 2 are furnished and forms part of this Notice.

The Board recommends the resolution in relation to appointment of Sri S Varadarajan as a Non-Executive Non-Independent Director for the approval of the Members of the Company.

Except Sri S Varadarajan, being appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution as set out at Item No. 5 of the Notice.

ITEM NO. 6 & 7

The Board of Directors of the Company, pursuant to the recommendations of the Nomination and Remuneration Committee has appointed Sri S K Viswanathan (DIN:08850168) & Smt Manjusharma (DIN:08855406) as Additional Directors of the Company with effect from 9th September, 2020 in terms of Section 161 of the Companies Act, 2013. Sri S K Viswanathan and Smt Manjusharma hold office up to the date of this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013. The Company has received notice in writing from a member under Section 160 of the Act, proposing their candidature for the office of Independent Directors of the Company.

Brief profile of Sri S K Viswanathan and Smt Manjusharma and their other directorships has been included in this Notice.

The Company has received a declaration from Sri S K Viswanathan & Smt Manjusharma stating that they meet with the criteria of independence as prescribed under Sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations). In the opinion of the Board, they fulfill the



conditions for appointment as an Independent Director and they are independent of the management.

The details of the Board and the Committee Meetings attended by Sri S K Viswanathan & Smt. Manjusharma have been given elsewhere in this annual report. Sri S K Viswanathan & Smt. Manjusharma will not be paid any remuneration other than sitting fee for attending meetings of the board and committees thereof of which he / she is a member/ chairperson.

A copy of the draft letter of appointment of Sri S K Viswanathan & Smt. Manjusharma setting out the terms and conditions of their appointment is available for inspection by the members at the registered office of the Company during the office hours on all working day other than on Sunday till the date of the Annual General Meeting.

The Board of Directors considers it in the interest of the Company to appoint Sri S K Viswanathan & Smt. Manjusharma as Independent Directors of the Company for a period of 1 year with effect from 9th September, 2020.

The Board recommends the resolutions set forth in Item No. 6 & 7 of the notice for approval of the members.

Except Sri S K Viswanathan & Smt. Manjusharma, being the appointee directors, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolutions set out at Item No. 6 & 7 of the Notice.

ITEM NO. 8

The members of the Company at the 27th Annual General Meeting held on 21st December 2017 had approved the re-appointment of Sri. Vinod Narsiman as the Managing Director of the company for a period of 5 years with effect from 6th November 2017 and also approved the remuneration payable to him. Subsequently, the members at the 28th Annual General meeting held on 27th September 2018 revised the remuneration payable to Sri. Vinod Narsiman for a period of 3 years with effect from 1st June 2018.

Accordingly, the Board of Directors of the Company at their meeting held on 11th November 2020 have considering the roles and responsibilities shouldered by Sri Vinod Narsiman, approved the payment of remuneration for the remaining period of his tenure of appointment with effect from 1st June 2021 till 5th November 2022 as per the terms and conditions as set out in the resolution.

Pursuant to Section 178 of the Companies Act, 2013 & Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Nomination and Remuneration Committee & Audit

Committee at their Meetings held on 11th November, 2020 had recommended / approved the payment of the remuneration to Sri Vinod Narsiman. The proposed remuneration is well within the limits prescribed in the Companies Act, 2013 and the Schedule and rules made there under.

Based on the recommendations as mentioned above, the Board of Directors of the Company at their meeting held on 11th November 2020 have approved the payment of remuneration to Sri Vinod Narsiman, Managing Director of the Company for the above said period on such terms and conditions as set out in the resolution.

Pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 the payment of remuneration to the Managing Director shall be subject to the approval of the shareholders of the Company in the General Meeting. Hence the necessary resolution has been set out in Item No. 8 of the Notice for the approval of the Members.

The Board recommends the resolution as set out in Item No. 8 of the Notice for the approval of the Members of the Company.

The details as required under Schedule V of the Companies Act, 2013 and brief bio-data of Sri Vinod Narsiman and other disclosures as per Secretarial Standards 2 are furnished and forms part of this Notice.

Except Sri Vinod Narsiman, Managing Director being the beneficiary, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out in Item No. 8.

ITEM NO. 9

Considering the contributions of Sri. K. Ramakrishnan (DIN: 02797842) during his tenure with the Company, the Board of Directors of the Company at their meeting held on 11th November 2020 have re-appointed him as Whole-time Director of the Company for a further period of 3 years with effect from 1st June 2021 on the remuneration and perquisites as set out in the resolution.

The Board members consider that his re-appointment as Whole-time Director of the Company would be greatly beneficial for future growth of the Company.

As per Section 178 of the Companies Act, 2013 the Nomination and Remuneration Committee at their meeting held on 11th November 2020 had, in the best interest and progress of the Company, proposed the re-appointment of Sri K Ramakrishnan as Whole-time Director for a period of

3 (three) years commencing from 1st June, 2021 and determined his remuneration as set out in the resolution and recommended the same to the Board. The proposed remuneration is well within the limits prescribed in the Companies Act, 2013, the Schedule and Rules made thereunder.

Pursuant to the provisions of the Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Audit Committee at the meeting held on 11th November 2020 had also approved the remuneration payable to Sri. K. Ramakrishnan as Whole-time Director of the Company for a period of 3 years, commencing from 1st June 2021 and recommended the same to the Board.

The Board recommends the Special Resolution set out in Item No. 9 of the Notice for the approval of the members.

The details as required under Schedule V of the Companies Act, 2013 and brief bio-data of Sri. K. Ramakrishnan and other disclosures as per Secretarial Standard 2 are furnished and forms a part of this notice.

Except Sri. K. Ramakrishnan, being the appointee, none of the other Directors and/or Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the Resolution set out in Item No. 9 of the accompanying Notice to the AGM.

ITEM NO. 10

The shareholders of the Company, at their Annual General Meeting held on 21st December, 2017, had approved adoption of new sets of Articles of Association of the Company to align it with the provisions of the Companies Act, 2013 including rules framed thereunder.

The existing Clause 85 of the Articles of Association of the Company does not provide for the retirement by rotation of the executive directors of the Company. Accordingly, in order to enable the executive directors liable to retire by rotation at the Annual General Meeting, the Board of Directors of the Company have at their meeting held on 11th November 2020 approved the amendment to Clause 85 of the Articles of Association of the Company to provide for the retirement by rotation of the executive directors.

Pursuant to Section 14 of the Companies Act, 2013 any alteration of the Articles of Association of the Company requires the approval of the members by a Special Resolution.

The Board recommends the Special Resolution as set out in Item No. 10 of the Notice for approval of the Members.

A copy of the existing Articles of Association and the amended Articles of Association of the Company would be available for inspection at the Registered Office of the Company during business hours on any working day up to the date of ensuing Annual General Meeting.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise, in the resolution set out in Item No. 10 of the Notice.

ITEM NO. 11

The Company has been engaged in the production, marketing and distribution of Low Carbon Silico Manganese with facilities in Kerala, Andhra Pradesh and Chhattisgarh. The Board of Directors has carried out a comprehensive review of the businesses of the Company and come to the conclusion that the Company had to urgently rationalize its business operations. Due to its uneconomic size and limited potential for future growth, the Board of Directors has decided to dispose off Unit II of the Company situated at Garbham, Andhra Pradesh. The Company would be able to realize a fair value for the undertaking by disposing off the same and utilize the proceeds thereof more effectively in its business operations.

Pursuant to the provisions of Section 180 (1)(a) of the Companies Act, 2013 the approval of the Members is required to be obtained through a special resolution, for authorizing the Board of Directors to sell, transfer, slump sale or otherwise dispose off Unit II of the Company situated at Garbham, Andhra Pradesh.

Accordingly, necessary resolution pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 have been proposed in Item No. 11 of the Notice for the approval of the Members.

The Board is satisfied that it would be in the best interests of the Company, its shareholders and its employees, associates to sell / transfer / dispose off the said undertaking as referred to in the resolution.

The Board recommends the resolution set out in Item No. 11 of the Notice for the approval of the Members.



None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise in the resolution set out at Item No. 11 of the Notice.

ITEM NO. 12

The Company has been entering into transactions with its related parties in the ordinary course of business and on an arms' length basis. The transactions entered into by the Company are purely as per the business requirements of the Company. The actual value of these transactions in a financial year may vary depending on business achieved by the Company and is directly proportional to the business.

Pursuant to the provisions of Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies

(Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the Members by way of an ordinary resolution is required for entering into transactions with the related parties as mentioned in Item No. 12 of the Notice in excess of the limits laid down in the Companies Act, 2013 / SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the above context, the necessary ordinary resolution is being proposed in Item No. 12 of the Notice for the approval of the Members.

The following are the details of the related party transaction(s) in accordance with Rule 15(3) of the Companies (Meeting of Board and its Powers) Rules, 2014:

Name of the Related Party	M/s Al Tamman Indsil Mining LLC
Name of the Director/KMP who is related, if any	Sri Vinod Narsiman
Nature of Relationship	Subsidiary of M/s Al-Tamman Indsil Ferro Chrome LLC
Nature, Material Terms, Monetary Value Particulars of the Contract or Arrangement	Sale / Purchase of raw materials, semi-finished and finished goods up to a maximum of Rs. 100 Crores for the period from 1st April 2021 to 31st March, 2026
Any other information relevant or important for the Members to take decision on the proposed resolution	Nil

Name of the Related Party	M/s Sunmet Holdings India Private Limited
Name of the Director/KMP who is related, if any	Sri Vinod Narsiman
Nature of Relationship	Holding Company
Nature, Material Terms, Monetary Value Particulars of the Contract or Arrangement	Sale and Purchase of Chrome Ore and other raw materials and finished goods up to a maximum of Rs. 100 Crores for the period from 1 st April, 2021 to 31 st March, 2026
Any other information relevant or important for the Members to take decision on the proposed resolution	Nil

Name of the Related Party	M/s Al Tamman Indsil Ferro Chrome LLC
Name of the Director/KMP who is related, if any	Sri Vinod Narsiman
Nature of Relationship	Subsidiary Company
Nature, Material Terms, Monetary Value Particulars of the Contract or Arrangement	Sale and Purchase of raw materials and finished goods up to a maximum of Rs. 100 Crores for the period from 1st April 2021 to 31st March, 2026
Any other information relevant or important for the Members to take decision on the proposed resolution	Nil



The Board recommends the ordinary resolution as set out in Item No. 12 of the Notice for the approval of the Members who are not related party.

The Directors, Key Managerial Personnel(s) of the Company and their relatives as mentioned above are deemed to be interested or concerned in this resolution.

By order of the Board

Place : Coimbatore
Date : 11.11.2020

P KRISHNAVENI
Company Secretary
FCS No. 8988



STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE COMPANIES ACT, 2013

I. GENERAL INFORMATION

1. Nature of Industry

Ferro alloy Industry/ Steel Industry

2. Date or expected date of commencement of commercial production

The Company was incorporated on 30th August 1990 and commenced commercial production during the year 1994.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus

Not Applicable

4. Financial performance based on given indicators

Particulars	(in Rs.)	
	2019-20	2018-19
Sales & other income	135,14,14,502	236,06,19,361
Profit/ (Loss) before tax	(23,22,31,587)	2,76,63,519
Profit/ (Loss) after tax	(22,15,05,788)	4,32,967
Paid-up equity capital	42,79,11,220	42,76,97,140
Reserves and Surplus	106,66,29,368	130,36,22,289
Basic Earnings per share	(7.97)	0.02

5. Foreign Investments or collaborations, if any.

The Company has made investments and owns a 50% stake in M/s Al-Tamman Indsil Ferro Chrome LLC, a Subsidiary Company in the Sultanate of Oman.

The Company also has two Wholly Owned Subsidiaries called M/s Indsil Hydro Global (FZE) and M/s Indsil Energy Global (FZE) in the Sharjah Airport International Freezone (SAIF), United Arab Emirates

II. INFORMATION ABOUT THE DIRECTORS

S. No.	Particulars	Sri Vinod Narsiman	Sri K Ramakrishnan
1	Background details	He is a B.E., (Mechanical), MBA., (University of Michigan) graduate. Sri Vinod Narsiman is in the field since 1997.	He is an I.T.I (Industrial Institute Training) Graduate. He is also on the Board of other Companies such as Sun Metals and Alloys Private Limited. Sri K Ramakrishnan has good experience in the technical aspects of the factory equipments that are being utilized for the manufacture of Company products
2	Past Remuneration	The total remuneration paid for the Year 2019-20 is 22.47 Lakhs	The total remuneration paid for the Year 2019-20 is 10.24 Lakhs
3	Recognition or awards	Nil	Nil
4	Job Profile and his suitability	Having been associated with the Company for many years and in view of his qualifications and experience, he is well suited to the role of Managing Director of the Company.	Having been associated with the Company for many years and in view of his qualification and his experience, he is well suited to the role of Whole-Time Director of the Company
5	Remuneration proposed	Details of proposed remuneration have been disclosed in Item No. 8 of the Notice	Details of proposed remuneration have been disclosed in Item No. 9 of the Notice

6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the size of the Company, profile of Sri Vinod Narsiman, responsibility shouldered by him and the industry standard, the remuneration paid is commensurate with the remuneration packages paid to Managerial Personnel in similar other Companies.	Taking into consideration the size of the Company, profile of Sri K Ramakrishnan responsibility shouldered by him and the industry standard, the remuneration paid is commensurate with the remuneration packages paid to Managerial Personnel in similar other Companies.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Besides the remuneration being received, the Managing Director does not have any pecuniary relationship with the Company. He is not related to any Directors or Key Managerial Personnel of the Company.	Besides the remuneration being received, the Whole-Time Director does not have any pecuniary relationship with the Company. He is not related to any Directors or Key Managerial Personnel of the Company.

II. OTHER INFORMATION

1. Reasons for loss or inadequate profits

The high cost of raw material, lower value realization for the company products have affected the Company's operating performance resulting in losses.

2. Steps taken or proposed to be taken for improvement.

The Company is making efforts to increase sales of the products, improve productivity and effect cost cutting measures.

3. Expected increase in productivity and profits in measurable terms.

The Company expects to see a growth in turnover ranging from 5% to 10% and proportionate increase in productivity resulting in reasonable profits as a result of these measures.

III. DISCLOSURES

(i) All elements of remuneration package such as salary, benefits, bonuses, stock options, pension etc. of all the directors

Please refer to Section titled "Remuneration of Directors" as contained in the Corporate Governance Report.

(ii) Details of fixed component and performance linked incentives along with the performance criteria

Please refer to Section titled "Remuneration of Directors" as contained in the Corporate Governance Report.

(iii) Service contracts, notice period, severance fees

Please refer to Section titled "Remuneration of Directors" as contained in the Corporate Governance Report.

(iv) Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable

Please refer to Section titled "Remuneration of Directors" as contained in the Corporate Governance Report

By Order of the Board

P.Krishnaveni
Company Secretary
FCS No.8988

Place : Coimbatore
Date : 11.11.2020



Additional information on Directors recommended for appointment / re-appointment and payment of remuneration as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard issued by ICSI.

Name	Sri Vinod Narsiman	Sri K Ramakrishnan
DIN	00035746	02797842
Date of Birth / Nationality	27.03.1972 / Indian	21.03.1961 / Indian
Date of appointment on the Board	18.01.1997	01.06.2009
Interse relationship with other Directors or Key Managerial Personnel of the Company	Not related to any of the Directors or Key Managerial Personnel of the Company	Not related to any of the Directors or Key Managerial Personnel of the Company
Qualification	B.E., MBA (University of Michigan)	I.T.I (Industrial Training Institute)
Experience / Expertise in functional areas	Sri Vinod Narsiman is the Managing Director of the Company and Director of Indsil Group of Companies. He is in the field since 1997.	Sri K Ramakrishnan has good experience in the technical aspects of the factory equipment that are being utilized for the manufacture of Company products.
No. of shares held	1,74,322 equity shares of Rs. 10/- each	2,800 equity shares of Rs. 10/- each
Board position held	Managing Director	Whole-time Director
Terms and conditions of appointment / re-appointment	Sri Vinod Narsiman was re-appointed as Managing Director of the Company at the 27 th Annual General Meeting of the Company held on 21 st December 2017 for a period of 5 years with effect from 6 th November, 2017. It has been proposed to obtain the approval of the members for payment of remuneration to Sri Vinod Narsiman is for the period from 1 st June 2021 till 5 th November 2022 as per the terms and conditions set out in Item No. 8 of the Notice.	As specified in Item No. 9 of the Notice.
Remuneration sought to be paid	As specified in Item No. 8 of the Notice.	As specified in Item No. 9 of the Notice.
Remuneration last drawn	The total remuneration paid for the year 2019-20 is Rs 22.47 Lakhs	The total remuneration paid for the year 2019-20 is Rs. 10.24 Lakhs.
Number of Board Meetings attended during the year	7	7
Directorships held in other Companies	Nil	Sun Metals and Alloys Pvt Ltd
Chairman / Members of the Committee of the Board of the other Companies in which he / she is a Director	Nil	Nil

Name	Sri S Varadarajan	Sri S K Viswanathan
DIN	08744090	08850168
Date of Birth / Nationality	22.02.1955 / Indian	30.06.1962 / Indian
Date of appointment on the Board	21.05.2020	09.09.2020
Interse relationship with other Directors or Key Managerial Personnel of the Company	Not related to any of the Directors or Key Managerial Personnel of the Company	Not related to any of the Directors or Key Managerial Personnel of the Company
Qualification	M.Com.,	B.Com.,
Experience / Expertise in functional areas	Sri S Varadarajan has good experience in the field of administration, insurance, accounts and similar related areas	Sri S K Viswanathan had an illustrious and long career in Accounts, Purchase and Indirect Taxes during his 38 years service period. With rich experience in Textile, the Board of Directors are confident that the Company will be benefited in the long run.
No. of shares held	5,833 equity shares of Rs. 10/- each	Nil
Board position held	Director	Independent Director
Terms and conditions of appointment / re-appointment	Liable to retire by rotation	Details of terms and conditions of his appointment have been enumerated in his letter of appointment which has been posted on the website of the Company
Remuneration sought to be paid	Sitting Fees of Rs. 2,500/- per meeting and commission not exceeding 1% of net profits	Sitting Fees of Rs. 2,500/- per meeting and commission not exceeding 1% of net profits
Remuneration last drawn	Nil	Nil
Number of Board Meetings attended during the year	Not Applicable	Not Applicable
Directorships held in other Companies	Nil	Nil
Chairman / Members of the Committee of the Board of the other Companies in which he / she is a Director	Nil	Nil

Name	Smt Manjusharma
DIN	08855406
Date of Birth / Nationality	25.03.1963 / Indian
Date of appointment on the Board	09.09.2020
Interse relationship with other Directors or Key Managerial Personnel of the Company	Not related to any of the Directors or Key Managerial Personnel of the Company
Qualification	SSLC
Experience / Expertise in functional areas	Smt Manjusharma is running a proprietor concern and has very good experience in cotton business
No. of shares held	Nil
Board position held	Independent Director
Terms and conditions of appointment / re-appointment	Details of terms and conditions of her the appointment have been enumerated in her letter of appointment which has been posted on the website of the Company
Remuneration sought to be paid	Sitting Fees of Rs. 2,500/- per meeting and Commission not exceeding 1% of net profits
Remuneration last drawn	Nil
Number of Board Meetings attended during the year	Not Applicable
Directorships held in other Companies	Nil
Chairman / Members of the Committee of the Board of the other Companies in which he / she is a Director	Nil

NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular No. 20 dated 5th May, 2020 read with circular No. 14 dated 8th April, 2020 and circular No. 17 dated 13th April, 2020 (collectively referred to as "MCA Circulars") permitted the conduct of the Annual General Meeting ("AGM") through Video Conferencing (VC) / Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM Members desirous of participating in the meeting through VC / OAVM may refer to the procedures mentioned below.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/ Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to mds@mdsassociates.in with a copy marked to the Company at secretarial@indsil.com and to its RTA at info@skdc-consultants.com.
4. Pursuant to the provisions of Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and share transfer books of the Company will remain closed from Thursday, the 10th December, 2020 to Wednesday, the 16th December, 2020 (both days inclusive) .
5. Members whose shareholding is in the electronic mode are requested to update bank account details (Bank Account No., name of the Bank, Branch, IFSC code, MICR code and place with PIN Code) to their respective Depository Participants and not to the Company. Members whose shareholding is in the physical mode are requested to direct the above details to the Company or to the RTA. Regular updation of bank particulars is intended to prevent fraudulent encashment of dividend warrants.
6. The Company has entered into agreements with National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"). The Depository System envisages the elimination of several problems involved in the scrip-based system such as bad deliveries, fraudulent transfers, fake certificates, thefts in postal transit, delay in transfers, mutilation of share certificates, etc. Simultaneously, Depository System offers several advantages like exemption from stamp duty, elimination of concept of market lot, elimination of bad deliveries, reduction in transaction costs, improved liquidity, etc. Members, therefore, now have the option of holding and dealing in the shares of the Company in electronic form through NSDL or CDSL. Members are encouraged to convert their holdings to electronic mode.
7. Securities and Exchange Board of India has mandated that the transfer of securities held in physical form, except in case of transmission or transposition, shall not be processed by the listed entities / Registrars and Share Transfer Agents with effect from 1st April, 2019. Therefore, members holding share(s) in physical form are requested to immediately dematerialize their shareholding in the Company. Necessary prior intimation in this regard was provided to the shareholders.
8. Change of Address: Members are requested to notify any change of Address and bank details to their Depository Participants ("DPs") in respect of the shares held in electronic form, to the Secretarial Department at the registered office of the Company or SKDC Consultants Limited, "Kanapathy Towers", 3rd Floor, 1391/A- 1, Sathy Road, Ganapathy Coimbatore -641 006, the Registrars and Share Transfer Agents of the Company.
9. Non-Resident Indian ("NRI") Members are requested to inform the Company or its RTA or to the concerned Depository Participants, as the case may be, immediately:



- a) the change in the residential status on return to India for permanent settlement, or
 - b) the particulars of the NRE/NRO Account with Yes bank, if not furnished earlier.
10. Pursuant to the provisions of Section 72 of the Companies Act, members may file nomination forms in respect of their physical shareholdings. Any member willing to avail this facility may submit to the Company's Registrars & Share Transfer Agents in the prescribed statutory form. Should any assistance be desired, members should get in touch with the Company's Registrar and Share Transfer Agents.
 11. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificate to the Registrar and Share Transfer Agent for consolidation into a single folio.
 12. Members are requested to forward their communication in connection with shares held by them directly to the Registrars and Share Transfer Agents of the Company M/s SKDC Consultants Limited, "Kanapathy Towers", 3rd Floor, 1391/A-1 Sathy Road, Ganapathy, Coimbatore – 641 006.
 13. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
 14. Members desirous of receiving any information on the accounts or operations of the Company are requested to forward his / her queries to the Company seven working days prior to the meeting. The same will be replied by the Company suitably.
 15. Members who wish to claim dividends, which remain unclaimed, are requested to correspond with the Company Secretary / RTA of the Company. Members are requested to note that pursuant to Section 124 of the Companies Act, 2013; dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government under Section 125 of the Companies Act, 2013. The details of unpaid dividend can be viewed on the Company's website www.lindsil.com. As per the provisions of Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules 2016, the Company will be transferring the share(s) on which the beneficial owner has not encashed any dividend during the last seven years to the IEPF demat account as identified by the IEPF Authority. Details of shareholders whose shares are liable to be transferred to IEPF are available at the Company

website: www.indsil.com. The shareholders whose unclaimed dividend /share has been transferred to the 'Investor Education and Protection Fund', may claim the same from IEPF authority by filing Form IEPF-5 along with requisite documents.

Smt P Krishnaveni is the Nodal Officer of the Company for the purpose of verification of such claims.

16. Compulsory transfer of Equity Shares to Investor Education and Protection Fund (IEPF) Authority:
Pursuant to the provisions of Section 124(6) of the Act and Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, ("the IEPF Rules") and amendments thereto, the Company has transferred the shares in respect of Members who have not claimed/ encashed dividend for the last seen consecutive years to the Demat Account of the IEPF Authority of the Members whose shares have been transferred to the Demat Account, Account of the IEPF Authority are available at the Company's website at www.indsil.com.
17. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12th May, 2020, Notice of the AGM along with the Annual Report for the year 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the physical copy of the Annual Report will not be sent.
18. Notice and Annual Report for the Financial year 2019-20 will also be available on the Company's website www.indsil.com, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of www.indsil.com. Members can attend and participate in the Annual General meeting through VC/ OAVM facility only.
19. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
20. Members may note that M/s. Raja & Raman, Chartered Accountants, Coimbatore, (FRN: 003382S), the Statutory Auditors of the Company were appointed by the Shareholders at the 27th Annual General Meeting (AGM) held on 21st December, 2017, to hold office for a period of 5 years till the conclusion of the 32nd AGM, subject to ratification by the shareholders at every AGM. However, the Ministry of Corporate Affairs vide notification dated 7th May, 2018 has amended Section 139 of the Companies Act, 2013 by omitting the requirement of seeking ratification of the members for appointment of statutory auditors at every AGM. Hence, no resolution is being proposed for ratification of appointment of Statutory Auditors at this 30th Annual General Meeting.



21. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
22. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participant(s) with whom they are maintaining their demat account(s). Members holding shares in physical form can submit their PAN details to the Company or Registrar and Share Transfer Agents.
23. Brief resume, details of shareholding and Directors/KMP inter-se relationship with Director(s) seeking election/re-election/changes in terms as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards 2 are provided in this Notice.
24. The shareholders are advised to register / update their e-mail address with the Company / RTA in respect of shares held in physical form and with the concerned Depository Participant in respect of shares held in electronic form in order to enable the Company to serve documents in electronic mode.
25. Annual Financial Statements and related details of the Wholly Owned Subsidiary Company are posted on the Company's website and is also kept for inspection at the Registered Office of the Company and at the Subsidiary Company. A copy of the same will be provided to the members on request.
26. Soft copies of the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 and the documents referred to in the Notice will be available for inspection by the Members during the AGM.

Voting through electronic means:

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 (as amended) (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2), the Company is providing to its Members with the facility to cast their vote electronically from a place other than venue of the Annual General Meeting ("remote e-voting") using an electronic voting system provided by National Securities Depository Ltd ("NSDL") for all members of the Company to enable them to cast their votes electronically, on all the business items set forth in the Notice of Annual General Meeting and the business may be transacted through such remote e-voting. The instructions to e-voting, as given below, explain the process and manner for casting of vote(s) in a secure manner.

- i. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of Annual General Meeting Notice and holding shares as of the cut-off date, ie., Wednesday, 9th December 2020, may refer to this Notice of the Annual General Meeting posted on Company's website www.indsil.com for detailed procedure with regard to remote e-voting. Any person who ceases to be the member of the Company as on the cut-off date and is in receipt of this Notice, shall treat this Notice for information purpose only.
- ii. The Members who have cast their vote by remote e-voting prior to the AGM may also attend / participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- iii. The voting period begins on Sunday, the 13th December 2020 at 9.00 AM (IST) and ends on Tuesday, the 15th December, 2020 at 5.00 PM (IST). During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 9th December, 2020 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.



How do I vote electronically using NSDL e-Voting System?

The way to vote electronically on NSDL e-Voting consists of “Two Steps” which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the Company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "**EVEN**" in which you are holding shares and whose voting cycle is in active status.
3. Select "**EVEN**" of Company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to mds@mdsassociates.in with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice :

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to secretarial@indsil.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to secretarial@indsil.com.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.



3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the **EVEN** of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at secretarial@indsil.com on or before 12.00 PM on Tuesday, 15th December 2020. The same will be replied by the Company suitably.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
7. Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
8. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of Wednesday, 9th December 2020.
9. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote by remote e-voting shall not vote by e-voting conducted during the Meeting.
10. The Company has appointed Sri M.D.Selvaraj, Company Secretaries in Practice, Coimbatore as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
11. The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow e-voting for all those members who are present at the Annual General Meeting by electronic means but have not cast their votes by availing the remote e-voting facility
12. The scrutinizer shall after the conclusion of the annual general meeting first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the chairman of the annual general meeting.
13. The results shall be declared within 2 days from the conclusion of the annual general meeting. The results declared along with the consolidated scrutinizer's report shall be placed on the Company's website www.indsil.com and on the website of NSDL and communicated to the stock exchange where the shares of the Company are listed.