

# KSR & CO COMPANY SECRETARIES LLP

PRACTISING COMPANY SECRETARIES & TRADE MARK AGENTS

Assuring Compliances & Solutions – beyond challenge™



KSR/CBE/17/1186/2014-15

December 17, 2014

Mr.S.Mahadevan  
Company Secretary,  
Indsil Hydro Power and Manganese Limited,  
103 -107 T.V Swamy Road West,  
R.S Puram,  
Coimbatore – 641 002.

Dear Sir,

**Sub: Report of the Scrutinizer for the E-Voting and Ballot by Post vide Notice Dated 13<sup>th</sup> November, 2014 under Section 108 of the Companies Act, 2013 read with Clause 35B of the Listing Agreement.**

1. The undersigned was appointed as Scrutinizer for the E-Voting and also voting by Ballot by Post in respect of resolutions proposed vide Notice dated 13<sup>th</sup> November, 2014 of Indsil Hydro Power and Manganese Limited (the Company) as per the provisions of Section 108 of the Companies Act, 2013 (the Act) read with The Companies (Management and Administration) Rules, 2014 in connection with the 24<sup>th</sup> Annual General Meeting of the Company convened on 19<sup>th</sup> December 2014. In addition to the E-Voting, the Ballot by Post was required to be conducted as per the provisions of Clause 35B of the Listing Agreement in respect of shareholders who have no access to e-voting.
2. As per the said Notice, the record date for ascertaining voting rights of shareholders for e-voting and voting by Ballot by Post is as on November 14<sup>th</sup> 2014.
3. The E-Voting and Ballot by Post ended at 5.30 PM IST on 15<sup>th</sup> December 2014.
4. As regards the E-Voting,
  - a. I unblocked the votes cast by electronic means from the E-Voting portal of Central Depository Services Limited (CDSL) in the presence of two witnesses namely Mrs.G.Sarojini and Mrs.G.Indumathi on Tuesday, the 16<sup>th</sup> December, 2014 and ascertained the votes cast for and against the resolutions as proposed in the said Notice.
  - b. A total of only 41 shareholders have voted successfully using the E-Voting facility. The Summary of the votes cast for and against the 13 resolutions as per the said Notice and as extracted from the summary report of E-Voting from the

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E-mail : rirs07@dataone.in, rirschennai@vsnl.net

[www.ksrandco.in](http://www.ksrandco.in)

said CDSL and also the complete voting list provided by NSDL is annexed as **Annexure-1**.

c. Upon consideration of the E-Voting, I have provided the summary of the voting position and results for all the resolutions as per the said Notice, as per **Annexure-2**.

5. As regards the Ballot by Post, the Scrutinizer has received a total of 80 ballots. On verification of the 80 ballots received up to the said date from the shareholders of the Company holding Equity Shares and based on the information made available to me, I hereby submit my Report on the Result of Ballot by Post, as per **Annexure-3** and further state as under:

- a. Particulars of all Ballot Forms by Post received from members have been entered in a Register separately maintained for the purpose.
- b. The Ballots were duly opened in my presence and scrutinized and the shareholding and signatures were matched / confirmed with the Register of Members/ List of Beneficiaries, as the case may be.
- c. I have been provided with adequate system support including the Register of Members / List of Beneficiaries, specimen signatures, certified extracts of board resolutions from the office of the Company's RT&A and the data from the Ballot Forms was accordingly verified and duly entered.
- d. All Ballot Forms received up to 5.30 PM IST on Tuesday, 15<sup>th</sup> August 2014, the last date and time fixed by the Company for receipt of the Ballot by Post was considered for my scrutiny.
- e. I have not found any defaced or mutilated or decrepit Ballot Form.
- f. In determining the validity or other wise of the Ballots received, I have adopted the following criteria:
  - i. Where the shareholder has left the Ballot Paper blank or not indicated his vote or incorrectly filled or where no ballot was found inside the cover etc, the ballot has been treated as invalid.
  - ii. Where signatures are made available, which do not tally or ballot paper bears no signature or both the columns provided "for" and "against" have been tick marked or left blank, the ballot has been treated as invalid.

- iv. In respect of resolution under item no.13 the ballots in respect of votes cast in favour of the said resolution by related parties have been excluded in terms of second proviso to Section 188(1) of the Act.
- g. Based on the data and information / reports / statements, I have carried out necessary checks / verifications as I considered necessary.
- h. The following are the statistics relating to the Ballots received by Post:

S. No.	Particulars	Numbers
1.	Total Number of Ballots Received	80
2.	Total Number of Ballots considered valid	38
3.	Total Number of invalid Ballots	42
4.	Total Number of Ballots received in mutilated, decrepit, defaced condition	NIL

6. I request you to consider the results of the polling, if any, at the Annual General Meeting, collate the results thereof and declare the result of the resolutions accordingly. If there is no polling in the Annual General Meeting, the results as per my report and the Summary Result of Ballot by Post and E Voting as per **Annexure-4** hereto can be deemed as final and accordingly be published.
7. As a Scrutinizer, I have performed my duties in compliance of the provisions of Section 108 read with Companies (Management and Administration) Rules, 2014 and further read with Clause 35B of the Listing Agreement.
8. I will hand over the ballot forms and other related papers / registers and records for safe custody to the Company Secretary upon your consideration signing of the minutes of the meeting and declaration of results on the resolutions.

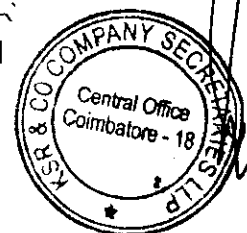
Place: Coimbatore  
Date : 17/12/2014

For **KSR & Co Company Secretaries LLP**

  
**Mr.C.V.Madhusudhanan**  
Partner  
**SCRUTINIZER**

**ANNEXURE - 1****E-VOTING POSITION OF INDSIL HYDRO POWER AND MANGANESE LIMITED**

RES. NO	SUBJECT MATTER OF THE RESOLUTION	RESOLUTION REQUIREMENT	FOR	AGAINST	TOTAL	RESULT
1.	Consider and adopt Audited Financial Statement, Reports of the Board of Directors and Auditors	Ordinary	8773559	0	8773559	PASSED
2.	Declaration of Dividend on Equity Shares	Ordinary	8773559	0	8773559	PASSED
3.	Re-appointment of Dr.A.K Shreedharan as a Director who retires by rotation	Ordinary	8773559	0	8773559	PASSED
4.	Re-appointment of Sri.B.Balchand as a Director who retires by rotation	Ordinary	8773559	0	8773559	PASSED
5.	Appointment of Auditors and to fix their remuneration	Ordinary	8773559	0	8773559	PASSED
6.	Special Resolution for the Re-appointment of Sri.S.N Varadarajan as Executive Vice Chairman	Special	8773559	0	8773559	PASSED
7.	Appointment of Dr.A.K Sreedharan as an Independent Director	Ordinary	8773559	0	8773559	PASSED
8.	Appointment of Dr.T.C.PNambiar as an Independent Director	Ordinary	8773559	0	8773559	PASSED

Witness:  
G.SAROJINI  
G.INDUMATHI

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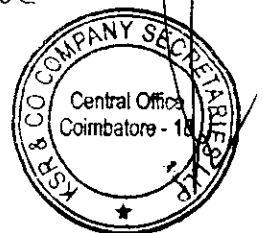


9.	Appointment of Sri.K.Ramakrishnan as an Independent Director	Ordinary	8740226	0	8740226	PASSED
10.	Special Resolution u/s 180(1) (c) of the Companies Act, 2013, for borrowing limits of the Company.	Special	8773559	0	8773559	PASSED
11.	Commission to Non-Executive Directors	Ordinary	8773559	0	8773559	PASSED
12.	Special Resolution for approval for subscription / Purchase of Shares/ Issuance of Corporate Guarantees / Provision of Loans to Body(ies) Corporate	Special	8773559	0	8773559	PASSED
13.	Special Resolution for Approval for Related Party Transactions. APPROVING OF TRANSACTIONS WITH INDSIL ENERGY AND ELECTROCHEMICALS LIMITED (ASSOCIATE COMPANY)	Special	6976581	0	6976581	PASSED
	Special Resolution for Approval for Related Party Transactions. APPROVING OF TRANSACTIONS WITH SREE MAHALAKSHMI SMELTERS PRIVATE LIMITED (SUBSIDIARY COMPANY)	Special	8773559	0	8773559	PASSED

Witness:

  
G.SAROJINI

  
G.INDUMATHI



**COMPLETE LIST OF E-VOTING POSITION OF INDSILHYDRO POWER AND MANGANESE LIMITED**


**ANNEXURE - 2**

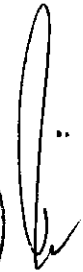
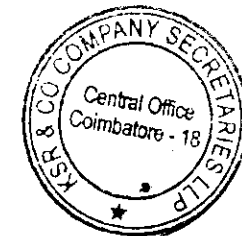
EVSN	ISIN
141124012	INE867D01018

Res. No.	Yes (%)	No (%)	Total
1	8773559 (55.26%)	0 (0.00%)	8773559
2	8773559 (55.26%)	0 (0.00%)	8773559
3	8773559 (55.26%)	0 (0.00%)	8773559
4	8773559 (55.26%)	0 (0.00%)	8773559
5	8773559 (55.26%)	0 (0.00%)	8773559
6	8773559 (55.26%)	0 (0.00%)	8773559
7	8773559 (55.26%)	0 (0.00%)	8773559
8	8773559 (55.26%)	0 (0.00%)	8773559
9	8740226 (55.05%)	0 (0.00%)	8740226
10	8773559 (55.26%)	0 (0.00%)	8773559
11	8773559 (55.26%)	0 (0.00%)	8773559
12	8773559 (55.26%)	0 (0.00%)	8773559
13	8773559 (55.26%)	0 (0.00%)	8773559
13	8773559 (55.26%)	0 (0.00%)	8773559

Witness

  
G. SAROJINI

  
G. INDUMATHI
































**ANNEXURE - 3**

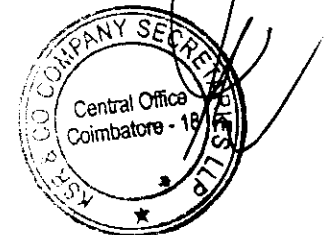
**RESULT OF BALLOT BY POST OF INDSIL HYDRO POWER AND MANGANESE LIMITED**

RES. NO.	SUBJECT MATTER OF THE RESOLUTION	RESOLUTION REQUIREMENT	BALLOT BY POST		RESULT
			FOR	AGAINST	
1.	Consider and adopt Audited Financial Statement, Reports of the Board of Directors and Auditors	Ordinary	72744	0	PASSED
2.	Declaration of Dividend on Equity Shares	Ordinary	72661	0	PASSED
3.	Re-appointment of Dr.A.K Shreedharan as a Director who retires by rotation	Ordinary	72744	0	PASSED
4.	Re-appointment of Sri.B.Balchand as a Director who retires by rotation	Ordinary	72744	0	PASSED
5.	Appointment of Auditors and to fix their remuneration	Ordinary	72744	0	PASSED
6.	Special Resolution for the Re-appointment of Sri.S.N Varadarajan as Executive Vice Chairman	Special	72744	0	PASSED

Witness:

  
G.SAROJINI

  
G.INDUMATHI



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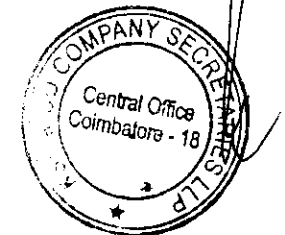


7.	Appointment of Dr.A.K Sreedharan as an Independent Director	Ordinary	72544	0	<b>PASSED</b>
8.	Appointment of Dr.T.C.PNambiar as an Independent Director	Ordinary	72744	0	<b>PASSED</b>
9.	Appointment of Sri.K.Ramakrishnan as an Independent Director	Ordinary	72744	0	<b>PASSED</b>
10.	Special Resolution u/s 180(1) (c) of the Companies Act, 2013, for borrowing limits of the Company.	Special	72544	0	<b>PASSED</b>
11.	Commission to Non- Executive Directors	Ordinary	71786	125	<b>PASSED</b>
12.	Special Resolution for approval for subscription / Purchase of Shares/ Issuance of Corporate Guarantees / Provision of Loans to Body (ies) Corporate	Special	71786	125	<b>PASSED</b>
13.	Special Resolution for Approval for Related Party Transactions.	Special	72419	125	<b>PASSED</b>

Witness:

  
G.SAROJINI

  
G.INDUMATHI



**INDSIL HYDRO POWER AND MANGANESE LIMITED****ANNEXURE – 4****SUMMARY RESULT OF BALLOT BY POST AND E-VOTING**

R. NO	SUB MATTER OF THE RESOLUTION	RESOLUTION REQUIREMENT	BALLOT BY POST		E-VOTING		GRAND TOTAL		RESULT
			FOR	AGAINST	FOR	AGAINST	FOR	AGAINST	
1.	Consider and adopt Audited Financial Statement, Reports of the Board of Directors and Auditors	Ordinary	72744	0	8773559	0	8846303	0	PASSED
2	Declaration of Dividend on Equity Shares	Ordinary	72661	0	8773559	0	8846220	0	PASSED
3	Re-appointment of Dr.A.K Shreedharan as a Director who retires by rotation	Ordinary	72744	0	8773559	0	8846303	0	PASSED
4	Re-appointment of Sri.B.Balchand as a Director who retires by rotation	Ordinary	72744	0	8773559	0	8846303	0	PASSED

  
**C.V.MADHUSUDHANAN****SCRUTINIZER FOR BALLOT BY POST AND E-VOTING**

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5	Appointment of Auditors and to fix their remuneration	Ordinary	72744	0	8773559	0	8846303	0	PASSED
6	Special Resolution for the Re-appoint ment of Sri.S.N Varadarajan as Executive Vice Chairman	Special	72744	0	8773559	0	8846303	0	PASSED
7	Appointment of Dr.A.K Sreedharan as an Independent Director	Ordinary	72544	0	8773559	0	8846103	0	PASSED
8	Appointment of Dr.T.C.PNambiar as an Independent Director	Ordinary	72744	0	8773559	0	8846303	0	PASSED
9	Appointment of Sri.K.Ramakrishnan as an Independent Director	Ordinary	72744	0	8740226	0	8812970	0	PASSED
10	Special Resolution u/s 180(1) (c) of the Companies Act, 2013, for borrowing limits of the Company.	Special	72544	0	8773559	0	8846103	0	PASSED

  
**C.V.MADHUSUDHANAN****SCRUTINIZER FOR BALLOT BY POST AND E-VOTING**

**KSR & CO COMPANY SECRETARIES LLP**

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COMPANY SECRETARIES  
Founding Members, Equity Shares

11	Commission to Non- Executive Directors	Ordinary	71786	125	8773559	0	8845345	125	PASSED
12	Special Resolution for approval for subscription / Purchase of Shares/ Issuance of Corporate Guarantees / Provision of Loans to Body (ies) Corporate	Special	71786	125	8773559	0	8845345	125	PASSED
13	Special Resolution for Approval for Related Party Transactions. APPROVING OF TRANSACTIONS WITH INDSIL ENERGY AND ELECTROCHEMICALS LIMITED (ASSOCIATE COMPANY)	Special	72419	125	6976581	0	7049000	125	PASSED
	Special Resolution for Approval for Related Party Transactions. APPROVING OF TRANSACTIONS WITH SREE MAHALAKSHMI SMELTERS PRIVATE LIMITED (SUBSIDIARY COMPANY)	Special	72419	125	8773559	0	8845978	125	PASSED

  
C.V.MADHUSUDHANAN

SCRUTINIZER FOR BALLOT BY POST AND E-VOTING