

# Indsil Hydro Power and Manganese Limited



**INDSIL**

**31<sup>st</sup> Annual Report**

**2020-21**

## **Table of Contents**

<b>Notice</b>	<b>2</b>
<b>Directors Report</b>	<b>17</b>
<b>Report on Corporate Governance</b>	<b>46</b>
<b>Auditor's Report on Standalone Financial Statements</b>	<b>64</b>
<b>Standalone Balance Sheet</b>	<b>74</b>
<b>Standalone Statement of Profit and Loss</b>	<b>75</b>
<b>Standalone Cash Flow Statement</b>	<b>76</b>
<b>Standalone Notes to Financial Statements</b>	<b>79</b>
<b>Auditor's Report on Consolidated Financial Statements</b>	<b>104</b>
<b>Consolidated Balance Sheet</b>	<b>110</b>
<b>Consolidated Statement of Profit and Loss</b>	<b>111</b>
<b>Consolidated Cash Flow Statement</b>	<b>112</b>
<b>Consolidated Notes to Financial Statements</b>	<b>115</b>



**CORPORATE INFORMATION  
BOARD OF DIRECTORS**

**Sri Vinod Narsiman**  
Managing Director

**Sri R Murali**  
Chief Financial Officer

**Sri K Ramakrishnan**  
Whole-Time Director

**Smt P Krishnaveni**  
Company Secretary

**Sri S Varadarajan**

**Sri S K Viswanathan**

**Smt Manjusharma**

**Sri V Murali**

<b>STATUTORY AUDITORS</b>  M/s Raja & Raman Chartered Accountants Coimbatore	<b>SECRETARIAL AUDITOR</b>  MDS & Associates Company Secretaries in Practice Coimbatore
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<b>COST AUDITOR</b>  Sri B Venkateswar Cost Accountant Coimbatore	<b>REGISTRARS &amp; SHARE TRANSFER AGENTS (PHYSICAL &amp; DEMAT)</b>  S.K.D.C Consultants Limited "Surya", 35 Mayflower Avenue Behind Senthil Nagar Sowripalayam Road Coimbatore - 641 028 Phone : 0422 4958995, 2539835/6 Email : info@skdc-consultants.com	<b>BANKERS</b>  State Bank of India Karnataka Bank Limited IDBI Bank Limited Yes Bank Limited RBL Bank Limited The Federal Bank Limited
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<b>REGISTERED OFFICE</b>  "Indsil House" Door No.103-107 T.V.Samy Road (West), R.S.Puram, Coimbatore – 641 002 Phone : 0422 4522936 Email : <a href="mailto:indsilho@indsil.com">indsilho@indsil.com</a> CIN : L27101TZ1990PLC002849	<b>WORKS SMELTER UNIT</b>  VI-679 Pallatheri, Elapully Palakkad 678 007, Kerala  Unit II – Merakamudidam Mandalam Garbham – 535 102 Vizianagaram Dist (A.P)	<b>RAJAKKAD HYDRO ELECTRIC POWER PLANT</b>  VIII/351 Rajakkad Idukki District 685 566 Kerala
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## Notice of the 31st Annual General Meeting

NOTICE is hereby given that the 31<sup>st</sup> Annual General Meeting (“AGM”) of the Shareholders of the Company will be held on Friday, 24<sup>th</sup> September, 2021 at 4.00 PM (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) without the in-person presence of shareholders 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 31<sup>st</sup> March, 2021, the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditor’s thereon.
2. To appoint a Director in the place of Sri S Varadarajan (DIN : 08744090) who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS

#### 3. RATIFICATION OF THE REMUNERATION PAYABLE TO THE COST AUDITOR FOR THE FINANCIAL YEAR 2021-22

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 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 31<sup>st</sup> March, 2022 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 authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

#### 4. RE-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 a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) 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 applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) as amended and upon the recommendations of the Nomination and Remuneration Committee and Board of Directors, Sri S K Viswanathan (DIN: 08850168), Independent Non-Executive Director of the Company who had submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and whose name is included in the databank as required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Non-Executive Director of the Company, to hold office for his second term of three (3) consecutive years with effect from 8<sup>th</sup> September, 2021, not liable to retire by rotation.”

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

#### **5. RE-APPOINTMENT OF SMT MANJUSHARMA AS AN INDEPENDENT DIRECTOR 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 Sections 149, 150, 152, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) 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 applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) as amended and upon the recommendations of the Nomination and Remuneration Committee and Board of Directors, Smt. Manjusharma (DIN: 08855406), Independent Non-Executive Director of the Company who had submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and whose name is included in the databank as required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Non-Executive Director of the Company, to hold office for her second term of three (3) consecutive years with effect from 8<sup>th</sup> September, 2021, not liable to retire by rotation.”

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

#### **6. APPOINTMENT OF SRI V MURALI 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”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended and upon the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Sri V Murali (DIN: 08999898) who was appointed as an Additional Director at the meeting of the Board of Directors of the Company held on 28<sup>th</sup> December, 2020 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and whose name is included in the databank as required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for a term of 2 (two) years with effect from 28<sup>th</sup> December, 2020 and is not liable to retire by rotation.”

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

By Order of the Board of Directors  
P KRISHNAVENI  
Company Secretary  
FCS Membership No. 8988

Place : Coimbatore  
Date : 12.08.2021

### Statement under Section 102 of the Companies Act, 2013

#### Item No. 3

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 2021-22 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. 3 of the notice for ratification of the remuneration of the Cost Auditor for the financial year 2021-22.

The Board recommends the resolution set out in Item No. 3 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. 3 of the Notice.

#### Item No. 4 & 5

Sri S K Viswanathan (DIN: 08850168) & Smt. Manjusharma (DIN: 08855406) were appointed as Independent Non-Executive Directors of the Company by the Members at the 30<sup>th</sup> Annual General Meeting held on 16<sup>th</sup> December, 2020 to hold office for a term of one year upto 8<sup>th</sup> September, 2021.

As per Section 149(10) of the Companies Act, 2013 ("the Act"), an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company but shall be eligible for re-appointment on passing a special resolution by the Company for a second term.

Therefore, keeping in view their qualification and experience, the Board of Directors are of the opinion that their continuation as Independent Non-Executive Directors will be beneficial to the Company.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of report of performance evaluation of Sri S K Viswanathan & Smt Manjusharma has recommended their re-appointment as Independent Directors for a second term of three consecutive years to hold office with effect from 8<sup>th</sup> September, 2021. Further, the Board of Directors are of the opinion that the continued association of Sri S K Viswanathan & Smt Manjusharma would be immensely beneficial to the Company.

Sri S K Viswanathan & Smt Manjusharma are not disqualified from being appointed as Director in terms of Section 164 of the Act and are not debarred from holding the office of Director by virtue of any Securities and Exchange Board of India (SEBI) order or any other such authority. They have given their consent to act as a Director along with the declaration stating that they meet the criteria of independence as prescribed under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and that their name is included in the databank of Independent Directors as required under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

In the opinion of the Board, Sri S K Viswanathan & Smt Manjusharma fulfill the conditions specified under the Act read with the rules made thereunder and the Listing Regulations for their re-appointment as Independent Non-Executive Directors of the Company and 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.

The Company has also received notice in writing from member under Section 160 of the Act proposing the candidature of Sri S K Viswanathan & Smt Manjusharma for the office of Independent Director of the Company.



A copy of the draft letter for appointment to be issued to Sri S K Viswanathan & Smt Manjusharma as Independent Non-Executive Directors setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any business day.

Accordingly, the Board recommends Special Resolutions in relation to eligibility and re-appointment of Sri S K Viswanathan & Smt Manjusharma as Independent Directors for another term of three (3) consecutive years, for approval by the shareholders of the Company.

The disclosures as required under Regulation 36 of Listing Regulations and Secretarial Standards 2 are furnished and forms part of this Notice.

Except Sri S K Viswanathan & Smt Manjusharma, being the proposed appointee Directors, none of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolutions for appointment as set out in Item No. 4 & 5 of this Notice.

#### **Item No. 6**

The Board of Directors of the Company, pursuant to the recommendations of the Nomination and Remuneration Committee has appointed Sri V Murali (DIN: 08999898) as an Additional Director of the Company with effect from 28<sup>th</sup> December, 2020. In terms of Section 161 of the Companies Act, 2013, Sri V Murali hold office upto 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 his candidature for the office of Independent Director of the Company.

Brief profile of Sri V Murali and his other directorships has been included in the Notice.

Sri V Murali is not disqualified from being appointed as a Director in terms of Section 164 of the Act and is not debarred from holding the office of Director by virtue of any Securities and Exchange Board of India (SEBI) order or any other such authority. He has given his consent to act as a Director along with the declaration stating that he meets the criteria of independence as prescribed under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and that his name is included in the databank of Independent Directors as required under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

The Board of Directors considers it in the interest of the Company to appoint Sri V Murali as Independent Director of the Company for a period of 2 years with effect from 28<sup>th</sup> December, 2020.

In the opinion of the Board, he fulfills the conditions as specified under the Act read with the Rules made thereunder and the Listing Regulations for his appointment as an Independent Non-Executive Director of the Company and is also independent of the management.

The details of the Board and the Committee Meetings attended by Sri V Murali has been given elsewhere in this Annual Report. Sri V Murali will not be paid any remuneration other than sitting fee for attending meetings of the board and committees thereof of which he is a member / chairperson.

A copy of the draft letter of appointment of Sri V Murali setting out the terms and conditions of his appointment is available for inspection by the members at the registered office of the Company during the office hours on all working days till the date of the Annual General Meeting.

Accordingly, the Board recommends the Ordinary Resolution in relation to eligibility and appointment of Sri V Murali as an Independent Director for term of two (2) consecutive years, for approval by the shareholders of the Company.

The disclosures as required under Regulation 36 of Listing Regulations and Secretarial Standards 2 are furnished and forms part of this Notice.

Except Sri V Murali being the proposed appointee director, none of the other Directors and Key Managerial Personnel of the Company and his relatives is concerned or interested financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

By Order of the Board of Directors  
P KRISHNAVENI  
Company Secretary  
FCS Membership No. 8988

Place : Coimbatore  
Date : 12.08.2021

**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.**

<b>Name</b>	<b>Sri S Varadarajan</b>	<b>Sri S K Viswanathan</b>
<b>DIN</b>	08744090	08850168
<b>Date of Birth / Nationality</b>	22.02.1955/ Indian	30.06.1962/ Indian
<b>Date of appointment on the Board</b>	21.05.2020	09.09.2020
<b>Interse relationship with other Directors or Key Managerial Personnel of the Company</b>	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
<b>Qualification</b>	M.Com.	B.Com.
<b>Experience / Expertise in functional areas</b>	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 39 years service period. With rich experience in Textile, the Board of Directors are confident that the Company will be benefitted in the long run.
<b>No. of shares held</b>	5,833 equity shares of Rs. 10/- each	Nil
<b>Board position held</b>	Director	Independent Director
<b>Terms and conditions of appointment / re-appointment</b>	Liable to retire by rotation	He is proposed to be re-appointed as an Independent Director of the Company for a second term of three consecutive years from 8 <sup>th</sup> September, 2021.
<b>Remuneration sought to be paid</b>	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.
<b>Remuneration last drawn</b>	Rs. 13,500/- towards sitting fees and meeting expenses	Rs. 56,000/- towards sitting fees and meeting expenses
<b>Number of Board Meetings attended during the year</b>	5	4
<b>Directorships held in other Companies</b>	Nil	Nil
<b>Chairman/Members of the Committee of the Board of the other Companies in which he / she is a Director</b>	Nil	Nil



<b>Name</b>	<b>Smt Manjusharma</b>	<b>Sri V Murali</b>
<b>DIN</b>	08855406	08999898
<b>Date of Birth / Nationality</b>	25.03.1963/ Indian	06.01.1975/ Indian
<b>Date of appointment on the Board</b>	09.09.2020	28.12.2020
<b>Interse relationship with other Directors or Key Managerial Personnel of the Company</b>	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
<b>Qualification</b>	SSLC	B.Sc., Computer Science
<b>Experience / Expertise in functional areas</b>	Smt Manjusharma is running a proprietor concern and has very good experience in cotton business.	Sri V Murali is having enormous experience in the field of accounts.
<b>No. of shares held</b>	Nil	Nil
<b>Board position held</b>	Independent Director	Independent Director
<b>Terms and conditions of appointment / re-appointment</b>	She is proposed to be re-appointed as an Independent Director of the Company for a second term of three consecutive years from 8 <sup>th</sup> September, 2021.	He is proposed to be appointed as an Independent Director of the Company for a term of two consecutive years from 28 <sup>th</sup> December, 2020.
<b>Remuneration sought to be paid</b>	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.
<b>Remuneration last drawn</b>	Rs. 31,500/- towards sitting fees and meeting expenses	Rs. 7,000/- towards sitting fees and meeting expenses
<b>Number of Board Meetings attended during the year</b>	4	2
<b>Directorships held in other Companies</b>	Nil	Nil
<b>Chairman/Members of the Committee of the Board of the other Companies in which he / she is a Director</b>	Nil	Nil

**NOTES:**

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated 5<sup>th</sup> May, 2020 read with circulars dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020 and 13<sup>th</sup> January, 2021 (collectively referred to as “MCA Circulars”) and the Securities and Exchange Board of India vide their circulars dated 12<sup>th</sup> May, 2020 and 15<sup>th</sup> January, 2021 (collectively referred to as “SEBI 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”) MCA Circulars and SEBI 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 [scrutinizerindsil@mdsassociates.in](mailto:scrutinizerindsil@mdsassociates.in) with a copy marked to the Company at [secretarial@indsil.com](mailto:secretarial@indsil.com) and to its RTA at [info@skdc-consultants.com](mailto: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 Saturday, 18<sup>th</sup> September, 2021 to Friday, 24<sup>th</sup> September, 2021 (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 1<sup>st</sup> April, 2019. Therefore, members holdings 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, “Surya”, 35 Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore 641 028, 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, "Surya", 35 Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore 641 028.
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.

Members who wish to claim dividends, which remain unclaimed, are requested to correspond with the Company Secretary / Registrar & Share Transfer Agent 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.indsil.com](http://www.indsil.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](http://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.

15. 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 seven 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](http://www.indsil.com).

17. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report for the year 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members may note that the Notice and Annual Report for the Financial year 2020-21 will also be available on the Company's website [www.indsil.com](http://www.indsil.com), websites of the Stock Exchange i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of National Securities Depository Limited at [evoting.nsd.com](http://evoting.nsd.com). Members can attend and participate in the Annual General Meeting through VC / OAVM facility only.
18. Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
19. 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 27<sup>th</sup> Annual General Meeting (AGM) held on 21<sup>st</sup> December, 2017, to hold office for a period of 5 years till the conclusion of the 32<sup>nd</sup> AGM, subject to ratification by the shareholders at every AGM. However, the Ministry of Corporate Affairs vide notification dated 7<sup>th</sup> 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 31<sup>st</sup> Annual General Meeting.
20. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

21. 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.
22. 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 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards 2 are provided in this Notice.
23. 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.
24. Annual Financial Statements and related details of the Wholly Owned Subsidiary Companies 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.
25. 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.
26. Registration of email ID and bank account details:

In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent (RTA)/Depositories, log in details for e-voting are being sent on the registered email address.

In case the shareholders has not registered his/ her/their email address with the Company/its RTA/ Depositories and or not updated the Bank Account mandate for receipt of dividend, the following instructions are to be followed:

- i. In case of shares held in physical form, members can update the email address with the Company by sending scanned copy of the following documents by e-mail to [secretarial@indsil.com](mailto:secretarial@indsil.com):
  - a. Request e-mail mentioning your name, folio number and complete address
  - b. Copy of the Share Certificate (Front & Back)
  - c. Self-attested Scanned copy of the PAN Card; and
  - d. Self-attested scanned copy of any document (Such as Aadhar card, Driving License, Voter ID, Passport) in support of the address of the Members as registered with the Company
- ii. In the case of Shares held in Demat mode, the shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP

#### **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) ((including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force), Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 and Secretarial Standard on General Meetings (SS - 2), the Company is providing 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 Limited (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 on Friday, 17<sup>th</sup> September, 2021, may refer to this Notice of the Annual General Meeting posted on Company’s website [www.indsil.com](http://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. Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on Tuesday, 21<sup>st</sup> September, 2021 at 9.00 AM (IST) and ends on Thursday, 23<sup>rd</sup> September, 2021 at 5.00 PM (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., 17<sup>th</sup> September, 2021, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 17<sup>th</sup> September, 2021.

**How do I vote electronically using NSDL e-Voting system?**

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





**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “Login” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under</li> </ol>

	<p>'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e., NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <p>  App Store            Google Play         </p> <div style="display: flex; justify-content: space-around;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e., NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e., <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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. Password details for shareholders other than Individual shareholders 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.nsd.com](http://www.evoting.nsd.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - 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.

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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](mailto:mds@mdsassociates.in) with a copy marked to [evoting@nsdl.co.in](mailto: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.nsd.com](http://www.evoting.nsd.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.nsd.com](http://www.evoting.nsd.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Name of NSDL Official) at [evoting@nsdl.co.in](mailto: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](mailto: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](mailto:secretarial@indsil.com) If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/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 EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/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 EGM/AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member 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.
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](mailto:secretarial@indsil.com). 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. Shareholders/ Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at [secretarial@indsil.com](mailto:secretarial@indsil.com) on or before Thursday, 23<sup>rd</sup> September 2021 at 12.00 PM.
7. The Members can join the EGM/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 EGM/AGM through VC/OAVM will be made available for 1000 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 EGM/AGM without restriction on account of first come first served basis.
- iii. 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.
- iv. 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.
- v. 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.
- vi. 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.
- vii. 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](http://www.indsil.com) and on the website of NSDL and communicated to the Stock Exchange where the shares of the Company are listed by the Chairman or a person authorized by him.