



INDSIL HYDRO POWER AND MANGANESE LIMITED

Regd. Office :
"Indsil House",
T.V. Samy Road (West), R.S. Puram
Coimbatore - 641 002.
Phone : (+91/0) (422) 4522922, 23
Fax : (+91/0) (422) 4522925
e-mail : indsilho@indsil.com
website : www.indsil.com
CIN : L27101TZ1990PLC002849

25th September 2021

To

Listing Department
BSE Limited
25th Floor, PJ Towers,
Dalal Street, Mumbai – 400 001

Scrip Code: 522165

Dear Sir,

SUB: Declaration of voting results for the 31st Annual General Meeting of the Company held on 24th September 2021

We wish to inform you that the 31st Annual General Meeting of the Company was duly held on 24th September 2021 at 4.00 PM (IST) through Video Conference (VC) / other Audio-Visual Means (OAVM) and all the resolution(s) set out in the Notice convening the 31st Annual General Meeting dated 12th August 2021 have been passed by the shareholders with requisite majority.

Accordingly, we are enclosing herewith the voting results, in respect of the Remote E-voting and E-voting conducted at the venue of the 31st Annual General Meeting on the resolution(s) under Item Nos.1 to 6, as set out in the Notice convening the 31st Annual General Meeting dated 12th August 2021.

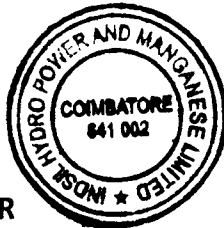
Kindly take this information on record.

Thanking you

Yours faithfully,

For **INDSIL HYDRO POWER AND MANGANESE LIMITED**

VINOD NARSIMAN
MANAGING DIRECTOR
DIN: 00035746





**Declaration of results of the voting on resolution(s) set out in the
Notice of the 31st Annual General Meeting of the Company held through
Video Conferencing (VC) / Other Audio-Visual Means (OAVM) on 24th September 2021**

The 31st Annual General Meeting of the Company was held on Friday, the 24th day of September, 2021 at 4:00 PM (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circular No. 20/2020 dated 5th May 2020 read with Circular dated 8th April 2020, 13th April 2020 and 13th January 2021 issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circulars dated 12th May 2020 and 15th January 2021 issued by the SEBI, to seek the approval of the members on the resolution(s) as set out in the Notice dated 12th August 2021.

Further, pursuant to the provisions of Section 108 and Section 109 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 read with the MCA Circulars, the Company had provided the members the facility to exercise their voting rights electronically through remote e-voting process and also, provided e-voting platform to the shareholders, who were present at the 31st Annual General Meeting through video conferencing / other audio visual means and who had not cast their vote through remote e-voting, on the below mentioned resolution(s).

The Company has appointed Mr. M D Selvaraj, FCS of M/s. MDS & Associates, Company Secretaries, Coimbatore, as the Scrutinizer to conduct the remote e-voting and the e-voting provided at the 31st Annual General Meeting in a fair and transparent manner and to ascertain the requisite majority.

Accordingly, the Scrutinizer has submitted his Combined Report for the remote e-voting process and the e-voting at the 31st Annual General Meeting held on 24th September 2021 which has been attached hereto.

Based on the report of the Scrutinizer dated 25th September 2021, it is hereby declared that the Resolution(s) under Item No(s).1 to 6 set out in the Notice dated 12th August 2021, as detailed herein below, have been duly passed by the shareholders with requisite majority.





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Item No.1 – Ordinary Resolution

Adoption of the audited standalone and consolidated financial statements of the company for the financial year ended 31st March 2021, together with the reports of the Board of Directors and the Auditors thereon.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	69	16933388	-
(b) Less: Invalid votes	0	0	-
(c) Net Valid E-Votes	69	16933388	100.00
- Assent	68	16933181	100.00
- Dissent	1	207	0.00

Accordingly, the above resolution is declared as passed as an **Ordinary Resolution** with requisite majority.

Item No.2 – Ordinary Resolution

Re-appointment of Sri. S Varadarajan (DIN: 08744090) as a Director on retirement by rotation.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	69	16933388	-
(b) Less: Invalid votes	0	0	-s
(c) Net Valid E-Votes	69	16933388	100.00
- Assent	66	16932998	100.00
- Dissent	3	390	0.00

Accordingly, the above resolution is declared as passed as an **Ordinary Resolution** with requisite majority.





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Item No.3 – Ordinary Resolution

Ratification of the remuneration payable to Sri.B. Venkateswar (Membership No.27622), Cost Auditor of the Company for the financial year 2021-2022.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	68	16933138	-
(b) Less: Invalid votes	0	0	-
(c) Net Valid E-Votes	68	16933138	100.00
- Assent	66	16932831	100.00
- Dissent	2	307	0.00

Note: One shareholder holding 250 shares has abstained from voting through remote e-voting facility.

Accordingly, the above resolution is declared as passed as an **Ordinary Resolution** with requisite majority.

Item No.4 – Special Resolution

Re-appointment of Sri S K Viswanathan (DIN: 08850168) as an Independent Director of the Company.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	68	16933138	-
(b) Less: Invalid votes	0	0	-
(c) Net Valid E-Votes	68	16933138	100.00
- Assent	63	16931444	99.99
- Dissent	5	1694	0.01

Note: One shareholder holding 250 shares has abstained from voting through remote e-voting facility.

Accordingly, the above resolution is declared as passed as a **Special Resolution** with requisite majority.





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Item No.5 – Special Resolution

Re-appointment of Smt. Manjusharma (DIN: 08855406) as an Independent Director of the Company.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	68	16933138	-
(b) Less: Invalid votes	0	0	-
(c) Net Valid E-Votes	68	16933138	100.00
- Assent	63	16931444	99.99
- Dissent	5	1694	0.01

Note: One shareholder holding 250 shares has abstained from voting through remote e-voting facility.

Accordingly, the above resolution is declared as passed as a **Special Resolution** with requisite majority.

Item No.6 – Ordinary Resolution

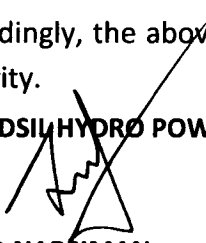
Appointment of Sri V Murali (DIN: 08999898) as an Independent Director of the Company.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	68	16933138	-
(b) Less: Invalid votes	0	0	-
(c) Net Valid E-Votes	68	16933138	100.00
- Assent	63	16931444	99.99
- Dissent	5	1694	0.01

Note: One shareholder holding 250 shares has abstained from voting through remote e-voting facility.

Accordingly, the above resolution is declared as passed as an **Ordinary Resolution** with requisite majority.

For INDSIL HYDRO POWER AND MANGANESE LIMITED


VINOD NARSIMAN
MANAGING DIRECTOR
DIN: 00035746



Date : 25th September 2021

Place : Coimbatore



MDS & Associates

Company Secretaries in Practice

M.D. Selvaraj M Com MBA FCS

"SURYA", 35, Mayflower Avenue, Sowripalayam Road, Coimbatore 641028.

Phone : 0422-2318780, 2316755, Fax : 0422-2314792, E-mail : mds@mdsassociates.in, Web : www.mdsservices.in

**COMBINED SCRUTINIZER'S REPORT FOR REMOTE E-VOTING AND
E-VOTING AT THE ANNUAL GENERAL MEETING**

**[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the
Companies (Management and Administration) Rules, 2014 - as amended and
Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015]**

To

The Chairman

31st Annual General Meeting of the Equity Shareholders of

M/s. INDSIL HYDRO POWER AND MANGANESE LIMITED

(CIN: L27101TZ1990PLC002849)

Held on Friday, 24th September 2021, at 4:00 PM (IST)

Through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)

Dear Sir,

**Sub: Scrutinizer's Report on remote e-voting and e-voting conducted at the 31st
Annual General Meeting of M/s. INDSIL HYDRO POWER AND
MANGANESE LIMITED held on 24th September 2021.**

I, M D Selvaraj, FCS, Proprietor of M/s. MDS & Associates, Company Secretaries, Coimbatore, have been appointed by the Board of Directors of **M/s. Indsil Hydro Power and Manganese Limited** ("the Company") as the Scrutinizer for the purpose of scrutinizing the remote e-voting process and the e-voting conducted at the 31st Annual General Meeting in a fair and transparent manner and for the purpose of ascertaining the requisite majority on the remote e-voting and e-voting at the Annual General Meeting on the resolution(s) as set out in the Notice convening the 31st Annual General Meeting of the Company held on Friday, 24th September 2021 at 4:00 PM (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circular dated 5th May 2020 read with Circulars dated 8th April 2020, 13th April 2020, 13th January 2021 issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circulars dated 12th May 2020 & 15th January 2021 issued by the Securities and Exchange Board of India ("SEBI Circulars")

Responsibility of the Management

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder in relation to exercising of voting rights through electronic means, on the resolution(s) as set out in the Notice convening the 31st Annual General Meeting dated 12th August 2021.

Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the remote e-voting process and for the e-voting at the 31st Annual General Meeting, is restricted to the preparation of a Scrutinizer's Report on the votes cast "in favour" or "against" the resolution(s), as set out in Item No. 1 to Item No. 6 in the Notice convening the 31st Annual General Meeting of the Company dated 12th August 2021, based on the reports generated from the e-voting system provided by M/s. National Securities Depository Limited ("NSDL"), the Authorized Agency, engaged by the Company for providing e-voting facilities.

Further, in addition to the above, I submit my report as under:


- a. The Notice dated 12th August, 2021 convening the 31st Annual General Meeting (AGM) of the Company along with necessary statement setting out the material facts under Section 102 of the Companies Act, 2013 and the disclosure under Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), in respect of the below mentioned resolution(s) to be passed at the said 31st Annual General Meeting of the Company, were sent through electronic mail to the members who had registered their email ID with the Company / Depositories in accordance with the said MCA and SEBI Circulars. The Company has also placed the notice of the 31st Annual General Meeting on its website.
- b. The Company has availed the e-voting services offered by the M/s. National Securities Depository Limited ("NSDL") for providing the remote e-voting and the facility of e-voting during the meeting to the shareholders of the Company.
- c. The remote e-voting period commenced on Tuesday, 21st September 2021 at 9:00 AM and ended on Thursday, 23rd September 2021 at 5:00 PM. During the period, the members of the Company, holding shares in physical and/or in dematerialized form, as on the cut-off date i.e., 17th September 2021 were entitled to vote on the resolutions set out in the Notice of the 31st Annual General Meeting. The remote e-voting module of M/s. National Securities Depository Limited ("NSDL") was disabled on Thursday, 23rd September 2021 at 5:00 PM.




- d. Upon the commencement of the 31st Annual General Meeting, the e-voting platform was activated to enable the shareholders who were present the 31st Annual General Meeting through video conferencing / other audio-visual means and who had not cast their vote on the resolutions through remote e-voting to vote through e-voting facility at the Meeting. The e-voting facility provided at the meeting was disabled at the conclusion of the Annual General Meeting.
- e. I, as the Scrutinizer, unblocked the votes cast by the Shareholders of the Company through the e-voting process, on 24th September 2021 at 5:10 PM in the presence of Mr.S.Sarathraj (the undersigned as Witness No.1) and Mr.S.Kapilesh Bharadwaj (the undersigned as Witness No.2), who are not in employment of the Company in accordance with Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 (as amended).

Witness No.1

Witness No.2


.....


.....

Name: Mr.S.Sarathraj

Name: Mr.S. Kapilesh Bharadwaj

- f. Thereafter, the details containing *inter alia* the list of Equity Shareholders of the Company, who have cast "for" or "against" each of the resolution(s) that were put to vote through remote e-voting process and e-voting at the meeting, were generated from the e-voting portal of the M/s. National Securities Depository Limited ("NSDL").
- g. I have scrutinized the votes cast by remote e-voting and by e-voting at the Annual General Meeting and maintained registers in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014 (as amended).
- h. Based on the reports generated from the e-voting portal of M/s. National Securities Depository Limited ("NSDL"), I hereby submit my Combined Report on the results of the votes cast by the shareholders of the Company through remote e-voting and e-voting at the meeting on the resolution(s) as set out under Item No.1 to Item No.6 in the Notice convening the 31st Annual General Meeting as under:



Resolution No: 1

Ordinary resolution

Adoption of the audited standalone and consolidated financial statements of the company for the financial year ended 31st March 2021, together with the reports of the Board of Directors and the Auditors thereon.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	67	16933180	100.00
E-Voting at AGM	1	1	100.00
Total Voting	68	16933181	100.00

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	1	207	0.00
E-Voting at AGM	0	0	0.00
Total Voting	1	207	0.00

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	0	0
E-Voting at AGM	0	0
Total Voting	0	0

Note: Thus, the Ordinary Resolution as given in Item No. 1 may be considered as passed with requisite majority.



Resolution No: 2**Ordinary resolution**

Re-appointment of Sri. S Varadarajan (DIN: 08744090) as a Director on retirement by rotation.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	65	16932997	100.00
E-Voting at AGM	1	1	100.00
Total Voting	66	16932998	100.00

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	3	390	0.00
E-Voting at AGM	0	0	0.00
Total Voting	3	390	0.00

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	0	0
E-Voting at AGM	0	0
Total Voting	0	0

Note: Thus, the Ordinary Resolution as given in Item No. 2 may be considered as passed with requisite majority.



Resolution No: 3**Ordinary resolution**

Ratification of the remuneration payable to Sri.B. Venkateswar (Membership No.27622), Cost Auditor of the Company for the financial year 2021-2022.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	65	16932830	100.00
E-Voting at AGM	1	1	100.00
Total Voting	66	16932831	100.00

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	2	307	0.00
E-Voting at AGM	0	0	0.00
Total Voting	2	307	0.00

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	0	0
E-Voting at AGM	0	0
Total Voting	0	0

Note: One shareholder holding 250 shares has abstained from voting through remote e-voting facility.

Note: Thus, the Ordinary Resolution as given in Item No. 3 may be considered as passed with requisite majority.

Special Business

Resolution No: 4

Special resolution

Re-appointment of Sri S K Viswanathan (DIN: 08850168) as an Independent Director of the Company.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	62	16931443	99.99
E-Voting at AGM	1	1	100.00
Total Voting	63	16931444	99.99

VOTES CAST AGAINST THE RESOLUTION

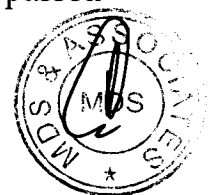
Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	5	1694	0.01
E-Voting at AGM	0	0	0.00
Total Voting	5	1694	0.01

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	0	0
E-Voting at AGM	0	0
Total Voting	0	0

Note: One shareholder holding 250 shares has abstained from voting through remote e-voting facility.

Note: Thus, the Special Resolution as given in Item No. 4 may be considered as passed with requisite majority.



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

Re-appointment of Smt. Manjusharma (DIN: 08855406) as an Independent Director of the Company.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	62	16931443	99.99
E-Voting at AGM	1	1	100.00
Total Voting	63	16931444	99.99

VOTES CAST AGAINST THE RESOLUTION

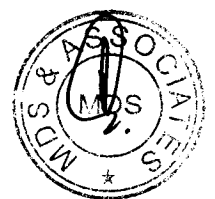
Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	5	1694	0.01
E-Voting at AGM	0	0	0.00
Total Voting	5	1694	0.01

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	0	0
E-Voting at AGM	0	0
Total Voting	0	0

Note: One shareholder holding 250 shares has abstained from voting through remote e-voting facility.

Note: Thus, the Special Resolution as given in Item No. 5 may be considered as passed with requisite majority.



Special Business**Resolution No: 6****Ordinary resolution**

Appointment of Sri V Murali (DIN 08999898) as an Independent Director of the Company.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	62	16931443	99.99
E-Voting at AGM	1	1	100.00
Total Voting	63	16931444	99.99

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	5	1694	0.01
E-Voting at AGM	0	0	0.00
Total Voting	5	1694	0.01

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	0	0
E-Voting at AGM	0	0
Total Voting	0	0

Note: One shareholder holding 250 shares has abstained from voting through remote e-voting facility.

Note: Thus, the Special Resolution as given in Item No. 6 may be considered as passed with requisite majority.

Place : Coimbatore

Date : 25th September 2021

Based on the Scrutinizer's Report, the Resolution Nos.1 to 6 have been duly passed with requisite majority

For INDSIL HYDRO POWER AND MANGANESE LIMITED

VINOD NARSIMAN
MANAGING DIRECTOR
 DIN: 00035746



Yours faithfully

M. D. Selvaraj

MDS & ASSOCIATES

Prop : M.D.SELVARAJ M.Com, MBA,FCS,
 COMPANY SECRETARY IN PRACTICE
 FCS - 960, CP - 411

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

UDIN: F00960C001004490