



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

July 28, 2023

To
BSE Limited
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

BSE Scrip Code: 522165

Dear Sir / Madam

Subject: Declaration of the Voting Results for the 01/2023-24 Extra-Ordinary General Meeting of the Company held on July 28, 2023

Pursuant to Regulation 30 & 44 of the SEBI (Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit the voting results of the businesses transacted at the **01/2023-24 Extra-Ordinary General Meeting** held on July 28, 2023, at 12.15 PM (IST) along with combined report of the Scrutinizer on remote e-voting and e-voting at the EGM.

The above information will be made available on the Company's website www.indsil.com.

We request you to take the above on record.

Thanking you,

Yours truly

For INDSIL HYDRO POWER AND MANGANESE LIMITED

Kalidoss U

Company Secretary & Compliance Officer



**Declaration of results of the voting on resolution(s) set out in the
Notice of the 01/2023-24 Extra-Ordinary General Meeting ("EGM") of the Company held
through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) on July 28, 2023**

The 01/2023-24 Extra-Ordinary General Meeting of the Company was held on Friday, July 28, 2023, at 12:15 PM (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) to seek the approval of the members on the resolution(s) as set out in the Notice of EGM dated June 29, 2023 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 the relevant circulars issued by the Ministry of Corporate Affairs ("MCA Circulars") and the Securities and Exchange Board of India ("SEBI Circulars") from time to time permitting the conduct of the EGM through VC/ OAVM facility.

Further, the Company had provided the members the facility to exercise their voting rights electronically through remote e-voting process and provided an e-voting platform to the shareholders, who were present at the EGM through VC/ OAVM and who had not cast their vote through remote e-voting, on the below mentioned resolution(s).

The Company has appointed Ms. Monika Nagaraj, ACS of M/s. MDS & Associates LLP, Company Secretaries, Coimbatore, as the Scrutinizer to conduct the remote e-voting and the e-voting facility provided at the EGM in a fair and transparent manner and to ascertain the requisite majority.

Accordingly, the Scrutinizer has submitted her Combined Report for the remote e-voting process and the e-voting at the EGM held on July 28, 2023, which has been attached hereto.

Based on the report of the Scrutinizer dated July 28, 2023, it is hereby declared that the Resolution(s) under Item No(s).1 & 2 set out in the Notice dated June 29, 2023, as detailed herein below, have been duly passed by the shareholders with requisite majority.



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Item No.1 – Ordinary Resolution

Ratification of remuneration payable to Mr. B. Venkateswar (Membership No.27622), Cost Auditor of the Company for the financial year 2023-2024.

| Resolution required: (Ordinary/ Special) | | | | Ordinary Resolution | | | | |
|---|------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Category | Mode of Voting | No. of Shares held | No. of Votes polled | % of Votes Polled on outstanding Shares | No. of Votes – In favour | No. of Votes - against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]* 100 | (4) | (5) | (6) = [(4)/(2)] * 100 | (7) = [(5)/(2)]* 100 |
| Promoter and Promoter group | Remote E-Voting | 1,76,29,941 | 1,76,24,505 | 99.97 | 1,76,24,505 | - | 100.00 | - |
| | E-Voting | | - | - | - | - | - | |
| | Sub-total | | 1,76,24,505 | 99.97 | 1,76,24,505 | - | 100.00 | - |
| Public Institutions and Public Non-Institutions | Remote E-Voting | 1,01,61,181 | 15,29,500 | 15.05 | 14,82,459 | 47,041 | 96.92 | 3.08 |
| | E-Voting | | - | - | - | - | - | |
| | Sub-total | | 15,29,500 | 15.05 | 14,82,459 | 47,041 | 96.92 | 3.08 |
| Total | | 2,77,91,122 | 1,91,54,005 | 68.92 | 1,91,06,964 | 47,041 | 99.75 | 0.25 |

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



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Item No.2 – Special Resolution

Approval for sale of non-current investments of the Company.

| Resolution required: (Ordinary/ Special) | | | | Special Resolution | | | | |
|---|------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Category | Mode of Voting | No. of Shares held | No. of Votes polled | % of Votes Polled on outstanding Shares | No. of Votes – In favour | No. of Votes - against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]* 100 | (4) | (5) | (6) = [(4)/(2)] * 100 | (7) = [(5)/(2)]* 100 |
| Promoter and Promoter group | Remote E-Voting | 1,76,29,941 | 1,76,24,505 | 99.97 | 1,76,24,505 | - | 100.00 | - |
| | E-Voting | | - | - | - | - | - | - |
| | Sub-total | | 1,76,24,505 | 99.97 | 1,76,24,505 | - | 100.00 | - |
| Public Institutions and Public Non-Institutions | Remote E-Voting | 1,01,61,181 | 15,29,500 | 15.05 | 14,83,449 | 46,051 | 96.99 | 3.01 |
| | E-Voting | | - | - | - | - | - | - |
| | Sub-total | | 15,29,500 | 15.05 | 14,83,449 | 46,051 | 96.99 | 3.01 |
| Total | | 2,77,91,122 | 1,91,54,005 | 68.92 | 19107954 | 46051 | 99.76 | 0.24 |

Further, pursuant to proviso to Regulation 37A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the special resolution passed by the members for the sale of non-current investments of the Company shall be acted upon only if the votes cast by the public shareholders in favour of the resolution exceeds the votes cast by such public shareholders against the resolution. Accordingly, based on the report of the scrutinizer, it is noted that requisite majority of the public shareholders have been voted in favour of the proposal.



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

For INDSIL HYDRO POWER AND MANGANESE LIMITED

S VARADARAJAN
DIRECTOR
DIN: 08744090

Date : July 28, 2023
Place : Coimbatore



MDS & Associates LLP

Company Secretaries

COMBINED SCRUTINIZER'S REPORT FOR REMOTE E-VOTING AND E-VOTING AT THE EXTRA ORDINARY 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

Of 01/2023-24 Extra-Ordinary General Meeting of the Equity Shareholders of
M/s. INDSIL HYDRO POWER AND MANGANESE LIMITED

(CIN: L27101TZ1990PLC002849)

Held on Friday, 28th July 2023 at 12:15 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
01/2023-24 Extra-Ordinary General Meeting of M/s. INDSIL HYDRO
POWER AND MANGANESE LIMITED held on 28th July 2023.**

I, Monika Nagaraj, ACS, Designated Partner of M/s. MDS & Associates LLP, 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 01/2023-24 Extra-Ordinary 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 Extra Ordinary General Meeting on the resolution(s) as set out in the Notice convening the Extra Ordinary General Meeting of the Company held on Friday, 28th July 2023 at 12:15 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 the relevant circulars issued by the Ministry of Corporate Affairs ("MCA Circulars") and Securities and Exchange Board of India ("SEBI Circulars") respectively from time to time permitting the conduct of the Extra-Ordinary General Meeting through VC/ OAVM facility.



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 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in relation to exercising of voting rights through electronic means, on the resolution(s) as set out in the Notice convening the Extra Ordinary General Meeting dated 29th June 2023.

Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the remote e-voting process and for the e-voting at the Extra-Ordinary 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 & 2 in the Notice convening the Extra-Ordinary General Meeting of the Company dated 29th June 2023, 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, since the meeting was held through VC/ OAVM facility in accordance with the said MCA Circulars and SEBI Circulars, the facility of appointment of proxies was not made available for the meeting. Accordingly, no proxy registers were made or maintained by the Company in respect of the said meeting.

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

- a. The Notice dated 29th June 2023 convening the 01/2023-24 Extra-Ordinary General Meeting (EGM) 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 Extra-Ordinary 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 Circulars and SEBI Circulars issued from time to time. The Company has also placed the notice of the Extra-Ordinary General Meeting on its website.
- b. The Company has availed the e-voting services offered by the NSDL for providing the remote e-voting and the facility of e-voting during the meeting to the shareholders of the Company.



MDS & Associates LLP

Company Secretaries

Continuation Sheet...

- c. The remote e-voting period commenced on Tuesday, 25th June 2023 at 9:00 AM (IST) and ended on Thursday, 27th July 2023 at 5:00 PM (IST). 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., 21st July 2023 were entitled to vote on the resolutions set out in the Notice of the 01/2023-24 Extra-Ordinary General Meeting. The remote e-voting module of NSDL was disabled on Thursday, 27th July 2023 at 5:00 PM.
- d. Upon the commencement of the Extra-Ordinary General Meeting, the e-voting platform was activated to enable the shareholders who were present the Extra-Ordinary 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 Extra-Ordinary General Meeting.
- e. I, as the Scrutinizer, unblocked the votes cast by the Shareholders of the Company through the e-voting process on 28th July 2023 at 1:10 PM (IST) in the presence of Mr. Sarathraj S (Witness No.1) and Mr. S Kapilesh Bharadwaj (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).
- 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 NSDL.
- g. I have scrutinized the votes cast by remote e-voting and by e-voting at the Extra-Ordinary 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 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 & 2 in the Notice convening the Extra-Ordinary General Meeting as under:



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Continuation Sheet...

Special Business

Resolution No: 1

Ordinary resolution

Ratification of remuneration payable to Mr. B. Venkateswar (Membership No.27622), Cost Auditor of the Company for the financial year 2023-2024.

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 | 77 | 1,91,06,964 | 99.75 |
| E-Voting at EGM | 0 | 0 | 0.00 |
| Total Voting | 77 | 1,91,06,964 | 99.75 |

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 | 47,041 | 0.25 |
| E-Voting at EGM | 0 | 0 | 0.00 |
| Total Voting | 3 | 47,041 | 0.25 |

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 EGM | 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.



MDS & Associates LLP

Company Secretaries

Continuation Sheet...

Special Business

Resolution No: 2

Special resolution

Approval for sale of non-current investments 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 | 77 | 1,91,07,954 | 99.76 |
| E-Voting at EGM | 0 | 0 | 0.00 |
| Total Voting | 77 | 1,91,07,954 | 99.76 |

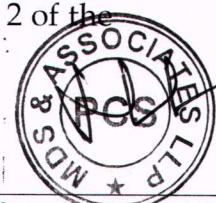
VOTES CAST AGAINST THE RESOLUTION

| 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 | 46,051 | 0.24 |
| E-Voting at EGM | 0 | 0 | 0.00 |
| Total Voting | 3 | 46,051 | 0.24 |

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 EGM | 0 | 0 |
| Total Voting | 0 | 0 |

- i. Further, pursuant to proviso to Regulation 37A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, special resolution passed by the members for the sale of non-current investments of the Company shall be acted upon only if the votes cast by the public shareholders in favour of the resolution exceeds the votes cast by such public shareholders against the resolution. Accordingly, based on the reports generated from the e-voting portal of National Securities Depositories Limited, I hereby submit the voting results of the votes cast by the public equity shareholders of the Company through remote e-voting and e-voting during the meeting on the resolution as set out in Item No. 2 of the Notice convening the meeting as under:



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 | 71 | 14,83,449 | 96.99 |
| E-Voting at EGM | 0 | 0 | 0.00 |
| Total Voting | 71 | 14,83,449 | 96.99 |

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 | 3 | 46,051 | 3.01 |
| E-Voting at EGM | 0 | 0 | 0.00 |
| Total Voting | 3 | 46,051 | 3.01 |

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 EGM | 0 | 0 |
| Total Voting | 0 | 0 |

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

Place : Coimbatore


Date : 28th July 2023

Based on the Scrutinizer's Report,
the Resolution Nos.1 and 2
have been duly passed with requisite majority.
For INDSIL HYDRO POWER AND MANGANESE LIMITED


S VARADARAJAN
DIRECTOR
DIN: 08744090



Yours faithfully
For MDS & Associates LLP
Company Secretaries



Monika Nagaraj
Designated Partner
ACS No.: 56121; C P No.: 21059
Peer Review No. 3030/2023
UDIN: A056121E000698774