



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
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e-mail : indsilho@indsil.com
website : www.indsil.com
CIN : L27101TZ1990PLC002849

July 28, 2023

To
BSE Limited
Listing Department
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001

Scrip Code: 522165

Dear Sir/ Madam,

Sub: Proceedings of the 01/2023-24 Extra-Ordinary General Meeting of the Company held on July 28, 2023, through video conferencing / other audio-visual means

Pursuant to Regulation 30 read with Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is hereby informed that the 01/2023-24 Extra-Ordinary General Meeting ("EGM") of the Company was duly held on Friday, July 28, 2023 at 12:15 PM (IST) through video conferencing (VC) / other audio visual means (OAVM) in compliance with the circulars issued by the Ministry of Corporate Affairs ('MCA Circulars') and Securities and Exchange Board of India ('SEBI Circulars') from time to time permitting the conducting of the meeting through video conferencing and as per the applicable provisions of the Companies Act, 2013 read with the relevant rules made thereunder and the proceedings of the meeting is given hereunder:

The following persons were present at the meeting through Video Conferencing/ other audio-visual means:

1. Mr. S. Varadarajan, Non-Executive Director
2. Mr. S. K. Viswanathan, Independent Director and Chairman of the Stakeholders Relationship Committee
3. Mrs. T. Kalaivani, Independent Director and Chairperson of the Audit Committee & Nomination and Remuneration Committee
4. Mr. K. Ganesan, Non-Executive Nominee Director
5. Mr. R. Murali, Chief Financial Officer
6. Mr. U Kalidoss, Company Secretary

Mr. K. R. Rangarajan, Chartered Accountants of M/s. Raja & Raman, Statutory Auditors, and Ms. Monika Nagaraj, ACS of M/s. MDS & Associates LLP, Scrutinizer and Secretarial Auditors also participated in the meeting from their respective locations.



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A total of 35 members representing 1,77,80,648 equity shares attended the meeting through the video conferencing / other audio-visual means.

Mr. S Varadarajan, Director of the Company chaired the meeting and welcomed all the members.

He stated that the requisite quorum was present through video conference and then called the meeting to order and proceeded to conduct the meeting.

He informed the members that the meeting was being conducted through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") facility in compliance with the framework issued by the Ministry of Corporate Affairs & Securities and Exchange Board of India through their respective circulars. He further informed that the proceedings of the meeting were being recorded and the recorded video would be posted on the website of the Company.

He then, briefed the members about the procedure for participation in the meeting through video conferencing and stated that the Company had availed the facility provided by National Securities Depository Limited for holding the EGM through VC / OAVM and for remote e-voting as well as e-voting during the EGM.

He then proceeded to explain the process of e-voting during the meeting and informed that the Company had provided the members with the facility to cast their vote on all the resolutions as set out in the Notice of EGM through the remote e-voting system administered by M/s. National Securities Depository Limited during the period from 25th July 2023 to 27th July 2023.

He further informed that the facility for voting at the meeting was also provided to members present in the meeting and who had not cast their votes through remote e-voting.

He further stated that Ms. Monika Nagaraj, ACS of MDS & Associates LLP, Company Secretaries, Coimbatore has been appointed as the Scrutinizer for the e-voting process. He further informed the members that based on the reasons of business exigency / urgency, the Board of Directors of the Company have decided that the 'Special Business Items' included in the notice convening the meeting was unavoidable, hence was being considered at the meeting.

The Chairman then proceeded to introduce the directors, statutory auditors, secretarial auditors, scrutinizer and key managerial personnel who were present at the meeting and informed that Mr.K. Ramakrishnan, Whole Time Director, Mrs. Gayatri Vijaikumar, Independent Director were unable to attend the meeting due to their pre-occupation.



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He further informed that since there was no physical attendance of the members, the requirement of appointment of proxies was not applicable for the meeting.

The Chairman then informed that he was satisfied with the facilities provided to the members of the Company for participating in the meeting through video conferencing and that the Company had taken all efforts to enable the members to participate and vote on the item being considered in the meeting.

He further informed the members that the Registers as required under the Companies Act, 2013 have been made available electronically for inspection by the members during the EGM.

He further informed that since the notice of the meeting along with the Statement under Section 102 of the Companies Act, 2013 were already circulated to the members, the same was taken as read.

Thereafter, the following items of business as mentioned in the EGM Notice dated June 29, 2023 were transacted at the meeting.

Special Business:

1. Ratification of remuneration payable to Mr. B. Venkateswar (Membership No.27622), Cost Auditor of the Company for the financial year 2023-2024. (Ordinary Resolution)
2. Approval for sale of non-current investments of the Company. (Special Resolution)

The Chairman then requested the members to take note of text of the resolutions along with explanatory statement as provided in the Notice which was circulated to the members.

He then proceeded to inform the members that no requests were received from the equity shareholders to register themselves as speakers at the meeting nor were any questions received through email from any shareholders. Accordingly, he continued with the rest of the proceedings.

He further informed the members that the e-voting facility on the platform of National Securities Depository Limited would remain open for the next 15 minutes to enable those shareholders who had not cast their vote, to vote on the resolutions set out in the Notice.



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He further informed that the results would be declared, after considering both Remote e-voting and e-voting during the meeting, within 2 working days and the consolidated Scrutinizers' Report would be placed on the Company's website and on the website of National Securities Depository Limited and the results would also be intimated to the Stock Exchange.

The Chairman then extended a vote of thanks to all the Shareholders, Directors, Scrutinizer and Auditors who participated in the meeting through VC and declared the meeting as closed at 12:25 PM.

Kindly take this intimation on record.

Thanking you

Yours faithfully

For INDSIL HYDRO POWER AND MANGANESE LIMITED

U KALIDOSS

COMPANY SECRETARY AND COMPLIANCE OFFICER