

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



# Annual Return (other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

L27101TZ1990PLC002849

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAACI4918G

(ii) (a) Name of the company

INDSIL HYDRO POWER AND M

(b) Registered office address

INDSIL HOUSE, DOOR NO:103-107,T.V.Samy  
Road (WEST) , R S PURAM  
COIMBATORE  
Tamil Nadu  
641002

(c) \*e-mail ID of the company

secretarial@indsil.com

(d) \*Telephone number with STD code

04224522922

(e) Website

www.indsil.com

(iii) Date of Incorporation

30/08/1990

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes  No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

Yes  No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE LIMITED	1

(b) CIN of the Registrar and Transfer Agent

U74140MH1998PLC366529

Pre-fill

Name of the Registrar and Transfer Agent

S K D C CONSULTANTS LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,  
Lal Bahadur Shastri Marg, Vikhroli (West),

(vii) \*Financial year From date 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held  Yes  No

(a) If yes, date of AGM 21/09/2023

(b) Due date of AGM 30/09/2023

(c) Whether any extension for AGM granted  Yes  No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities 2

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C7	Metal and metal products	87.91
2	D	Electricity, gas, steam and air condition supply	D1	Electric power generation, transmission and distribution	12.09

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given 3

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	INDSIL ENERGY GLOBAL (FZE)		Subsidiary	100

2	AL-TAMMAN INDSIL FERRO CH +		Associate	50
3	SUNMET HOLDINGS INDIA PRI +	U27106TZ1980PTC010578	Holding	50.44

#### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

##### (i) \*SHARE CAPITAL

###### (a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	34,300,000	27,791,122	27,791,122	27,791,122
Total amount of equity shares (in Rupees)	343,000,000	277,911,220	277,911,220	277,911,220

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
<b>EQUITY SHARES</b>				
Number of equity shares	34,300,000	27,791,122	27,791,122	27,791,122
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	343,000,000	277,911,220	277,911,220	277,911,220

###### (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	20,000,000	15,000,000	15,000,000	15,000,000
Total amount of preference shares (in rupees)	200,000,000	150,000,000	150,000,000	150,000,000

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
<b>8% Cumulative Redeemable Preference shares</b>				
Number of preference shares	20,000,000	15,000,000	15,000,000	15,000,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	200,000,000	150,000,000	150,000,000	150,000,000

###### (c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

###### (d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	328,147	27,462,975	27791122	277,911,220	277,911,220	
<b>Increase during the year</b>	0	27,089	27089	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify	0	27,089	27089			
Dematerialisation of shares during the year						
<b>Decrease during the year</b>	27,089	0	27089	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	27,089	0	27089			
Dematerialisation of shares during the year						
<b>At the end of the year</b>	301,058	27,490,064	27791122	277,911,220	277,911,220	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	15,000,000	15000000	150,000,000	150,000,000	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0

iii. Others, specify						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<b>At the end of the year</b>	0	15,000,000	15000000	150,000,000	150,000,000	

ISIN of the equity shares of the company

INE867D01018

**(ii) Details of stock split/consolidation during the year (for each class of shares)**

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

**(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \***

Nil

[Details being provided in a CD/Digital Media]

Yes  No  Not Applicable

Separate sheet attached for details of transfers

Yes  No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	28/09/2022
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Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

**(iv) \*Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			0

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)****(i) Turnover**

1,768,194,691

**(ii) Net worth of the Company**

1,470,734,774

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	1,995,196	7.18	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0

2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	15,634,745	56.26	0	0
10.	Others	0	0	0	0
	<b>Total</b>	17,629,941	63.44	0	0

**Total number of shareholders (promoters)**

8

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	8,008,552	28.82	15,000,000	100
	(ii) Non-resident Indian (NRI)	656,399	2.36	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	1,054,166	3.79	0	0
3.	Insurance companies	0	0	0	0



4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	167,383	0.6	0	0
10.	Others IEPF and Unclaimed or Suspended	274,681	0.99	0	0
	<b>Total</b>	10,161,181	36.56	15,000,000	100

**Total number of shareholders (other than promoters)**

10,780

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

10,788

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS  
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	8	8
Members (other than promoters)	8,622	10,780
Debenture holders	0	0

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	1	0	0	0	0	0
<b>B. Non-Promoter</b>	1	4	1	4	0.01	0.02
(i) Non-Independent	1	1	1	1	0.01	0.02
(ii) Independent	0	3	0	3	0	0
<b>C. Nominee Directors representing</b>	0	0	0	1	0	0

(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	1	0	0
Total	2	4	1	5	0.01	0.02

**Number of Directors and Key managerial personnel (who is not director) as on the financial year end date** 7

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
RAMAKRISHNAN KOT +	02797842	Whole-time director	2,800	
SESHADRI VARADARAJAN +	08744090	Director	5,833	
KRISHNASWAMY VISWANATHAN +	08850168	Director	0	
VIJAIKUMAR GAYATHRI +	09659550	Director	0	
TANAPPA KALAIVANI +	09706304	Director	0	
KRISHNAN GANESAN +	09760661	Nominee director	5	
MURALI RAMAMURTHY +	ADFPR1793K	CFO	0	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year** 10

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
TANAPPA KALAIVANI +	09706304	Additional director	19/08/2022	Appointed as an Additional Independent Director +
VIJAIKUMAR GAYATRI +	09659550	Additional director	19/08/2022	Appointed as an Additional Independent Director +
MANJUSHARMA	08855406	Director	19/08/2022	Cessation on resignation as an Independent Director +
VENKATARAMAN MURUGAN +	08999898	Director	19/08/2022	Cessation on resignation as an Independent Director +
VINOD NARSIMAN	00035746	Managing Director	17/09/2022	Cessation on resignation as Managing Director +
TANAPPA KALAIVANI +	09706304	Additional director	28/09/2022	Appointed as an Independent Director +
VIJAIKUMAR GAYATRI +	09659550	Additional director	28/09/2022	Appointed as an Independent Director +
KRISHNAN GANESAN +	09760661	Nominee director	13/10/2022	Appointed as an Additional Nominee Director +
KRISHNAN GANESAN +	09760661	Nominee director	15/12/2022	Appointed as Nominee Director representing +
RAJKUMARI	CANPR9614N	Company Secretary	28/03/2023	Cessation on resignation as Company Secretary +

## IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

### A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	28/09/2022	10,362	38	63.21

### B. BOARD MEETINGS

\*Number of meetings held

9

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	01/04/2022	6	6	100
2	26/05/2022	6	6	100
3	11/08/2022	6	6	100

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
4	19/08/2022	8	7	87.5
5	17/09/2022	6	5	83.33
6	07/11/2022	6	6	100
7	10/02/2023	6	6	100
8	24/03/2023	6	4	66.67
9	27/03/2023	6	5	83.33

### C. COMMITTEE MEETINGS

Number of meetings held

15

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	26/05/2022	3	3	100
2	Audit Committee	11/08/2022	3	3	100
3	Audit Committee	19/08/2022	3	3	100
4	Audit Committee	07/11/2022	3	3	100
5	Audit Committee	10/02/2023	3	3	100
6	Nomination and Remuneration	11/08/2022	3	3	100
7	Nomination and Remuneration	19/08/2022	3	3	100
8	Stakeholders Forum	05/05/2022	3	3	100
9	Stakeholders Forum	17/06/2022	3	3	100
10	Stakeholders Forum	29/07/2022	3	3	100

### D. \*ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on  (Y/N/NA)
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	

1	RAMAKRISHN	9	8	88.89	0	0	0	
2	SESHADRI VA	9	9	100	2	2	100	
3	KRISHNASWA	9	9	100	15	15	100	
4	VIJAIKUMAR	6	4	66.67	5	4	80	
5	TANAPPA KA	6	6	100	7	7	100	
6	KRISHNAN G.	4	4	100	0	0	0	

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	VINOD NARSIMAN	Managing Director	278,333	0	0	25,000	303,333
2	RAMAKRISHNAN K	Wholetime Director	436,761	0	0	22,500	459,261
	Total		715,094	0	0	47,500	762,594

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MURALI RAMAMURTHY	CFO	1,254,425	0	0	0	1,254,425
2	RAJKUMARI	Company Secretary	528,990	0	0	0	528,990
	Total		1,783,415	0	0	0	1,783,415

Number of other directors whose remuneration details to be entered

7

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SESHADRI VARADACHANDRAN	DIRECTOR	0	0	0	58,500	58,500
2	MANJUSHARMA	DIRECTOR	0	0	0	22,500	22,500
3	VENKATARAMAN IYER	DIRECTOR	0	0	0	18,500	18,500
4	KRISHNASWAMY V	DIRECTOR	0	0	0	96,000	96,000
5	VIJAIKUMAR GAYATHI	DIRECTOR	0	0	0	48,000	48,000
6	TANAPPA KALAIVANAN	DIRECTOR	0	0	0	30,000	30,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
7	KRISHNAN GANES	DIRECTOR	0	0	0	45,000	45,000
	Total		0	0	0	318,500	318,500

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

During the year under review, the Company has declared interim dividends on the 8% Cumulative Redeemable Preference Shares of Rs. 10/- each on 1st April 2022 and 11th August 2022 which was subsequently paid on 12th April 2022 and 22nd August 2022 respectively. However, the Company has

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

#### XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes  No

#### XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

M D Selvaraj

Whether associate or fellow

Associate  Fellow

Certificate of practice number

411

**I/We certify that:**

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ..  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director

DIN of the director

**To be digitally signed by**

- Company Secretary
- Company secretary in practice

Membership number

Certificate of practice number

**Attachments**

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

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**List of attachments**

List of Equity and preference shareholders  
Copy of MGT-8.pdf  
List of Share Transfers.pdf  
List of Committee meetings.pdf

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**



## IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

### **C. COMMITTEE MEETINGS**

S.No	Type of Meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1.	Stakeholders Relationship Committee	19/09/2022	3	2	66.66
2.	Stakeholders Relationship Committee	28/10/2022	3	3	100
3.	Stakeholders Relationship Committee	28/12/2023	3	3	100
4.	Stakeholders Relationship Committee	30/01/2023	3	3	100
5.	Stakeholders Relationship Committee	13/03/2023	3	3	100