



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

August 29, 2023

To
BSE Corporate Relationship Department
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

BSE Scrip Code: 522165

Dear Sir / Madam

Subject: Notice of the Thirty Third (33rd) Annual General Meeting of the Company

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Notice of Thirty Third (33rd) Annual General Meeting of the Company scheduled to be held on Thursday, September 21, 2023 at 12.15 PM (IST) through Video Conference ('VC')/Other Audio Visual Means ('OAVM').

A copy of this Notice is also being posted on the website of the Company.

Kindly take the above information on record.

Thanking you

Yours faithfully,

For INDSIL HYDRO POWER AND MANGANESE LIMITED

**U KALIDOSS
COMPANY SECRETARY AND COMPLIANCE OFFICER**

Encl.: as above

Notice of the 33rd Annual General Meeting

NOTICE is hereby given that the 33rd Annual General Meeting (“AGM”) of the Shareholders of the Company will be held on Thursday, 21st September 2023 at 12.15 PM (IST) through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”) to transact the following business:

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 31st March 2023, the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditor’s thereon.
2. To confirm the payment of interim dividend of 8% already paid as the final dividend on the Cumulative Redeemable Preference Shares of Rs. 10/- each for the financial year ended 31st March 2023.
3. 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.
4. To appoint the Statutory Auditors and to fix their remuneration and in this regard pass the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force), and as per the recommendation of the Audit Committee and the Board of Directors, Ms. K. R. Divya (Membership No. 228896), Chartered Accountant, Coimbatore be and is hereby appointed as the Statutory Auditor of the Company in the place of M/s. Raja & Raman (Firm Registration No. 003382S), Chartered Accountants, Coimbatore, the retiring Statutory Auditors to hold office for a period of 5 years from the conclusion of the 33rd Annual General Meeting till the conclusion of the 38th Annual General Meeting of the Company to be held in the year 2028, at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditor.

SPECIAL BUSINESS

5. To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactments thereof for the time being in force) and pursuant to the provisions of the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded for the re-appointment of Sri K Ramakrishnan (DIN: 02797842) as the Whole-time Director of the Company for a further period of 3 years with effect from 1st June 2024 on the following terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and Board of Directors at their respective meetings.

- i. Salary not exceeding Rs.2,00,000/- per month as may be decided by the Board of Directors from time to time.
- ii. Perquisites:
 - In addition to the salary, any other perquisites as may be allowed by the Board of Directors of the Company within the permissible limits. For the purpose of calculating the above ceiling, perquisites shall be evaluated as per Income Tax Rules wherever applicable. Gratuity shall be paid as per rules of the Company.

- The Company's contribution to Provident Fund, Superannuation Fund or Annuity Fund as per the rules of the company to the extent these either singly or put together are not taxable under the Income Tax Act, 1961 shall not be included in the computation of perquisites.
- Sri K Ramakrishnan, Whole-time Director shall be entitled to reimbursement of all actual expenses incurred during the course of Company's business including on entertainment and travelling incurred in the course of Company business.
- During his tenure as Whole-time Director he shall be liable to retire by rotation and the same shall not be treated as break in his service as Whole-time Director.
- In the event of loss or inadequacy of profits in any financial year during the aforesaid period, the remuneration and perquisites mentioned above shall be the minimum remuneration payable to Sri K Ramakrishnan, Whole-time Director.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and are hereby authorized to alter and vary the terms of re-appointment and/ or remuneration of Sri K Ramakrishnan, Whole-time Director, as it may deem fit, subject to the same not exceeding the limits as approved by the shareholders.

RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorized to take all such steps as may be necessary and / or give such directions as may be necessary, proper or expedient to give effect to the above resolution without being required to seek any further consent or approval of the members and the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

6. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions, if any, of the Companies Act, 2013 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the approval of the Audit Committee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to enter into agreement/ contract/ business transactions with Sunmet Holdings India Private Limited, a related party of the Company for an amount not exceeding Rs. 100 Crores (Rupees One Hundred Crores only) as per the details more particularly described in the statement pursuant to Section 102 of the Companies Act, 2013, annexed to this notice notwithstanding the fact that such transactions either taken individually or together with previous transactions during the financial year may exceed 10% of the annual consolidated turnover of the Company as per the last audited financial statements or such other materiality threshold as may be specified under applicable laws/ regulations from time to time.

RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) be and are hereby severally authorised to do all such acts, deeds, matters and things, to finalise the terms and conditions of the transactions with the aforesaid party, and to execute or authorize any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary, proper and/or expedient for giving effect to this resolution.

7. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions, if any, of the Companies Act, 2013 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the approval of the Audit Committee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to enter into agreement/ contract/ business transactions with Al-Tamman Indsil Ferro Chrome LLC, a related party of the Company for an amount not exceeding Rs. 100 Crores (Rupees

One Hundred Crores only) as per the details more particularly described in the statement pursuant to Section 102 of the Companies Act, 2013, annexed to this notice notwithstanding the fact that such transactions either taken individually or together with previous transactions during the financial year may exceed 10% of the annual consolidated turnover of the Company as per the last audited financial statements or such other materiality threshold as may be specified under applicable laws/ regulations from time to time.

RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) be and are hereby severally authorised to do all such acts, deeds, matters and things, to finalise the terms and conditions of the transactions with the aforesaid party, and to execute or authorize any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary, proper and/or expedient for giving effect to this resolution.

8. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ("SEBI Regulations"), and the applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder, (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the approval of the Audit Committee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to enter into agreement/ contract/ business transactions with AI-Tamman Indsil Mining LLC, a related party of the Company for an amount not exceeding Rs. 100 Crores (Rupees One Hundred Crores only) as per the details more particularly described in the statement pursuant to Section 102 of the Companies Act, 2013, annexed to this notice notwithstanding the fact that such transactions either taken individually or together with previous transactions during the financial year may exceed 10% of the annual consolidated turnover of the Company as per the last audited financial statements or such other materiality threshold as may be specified under applicable laws/ regulations from time to time.

RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) be and are hereby severally authorised to do all such acts, deeds, matters and things, to finalise the terms and conditions of the transactions with the aforesaid party, and to execute or authorize any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary, proper and/or expedient for giving effect to this resolution.

By Order of the Board of Directors

Place: Coimbatore
Date: 07.08.2023

KALIDOSS U
COMPANY SECRETARY

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) vide its Circular dated 5th May 2020 read with circulars dated 8th April 2020, 13th April 2020, 15th June 2020, 28th September 2020, 31st December 2020, 13th January 2021, 14th December 2021, 5th May 2022 and 28th December 2022 (collectively referred to as “MCA Circulars”) and the Securities and Exchange Board of India vide their circulars dated 12th May 2020, 15th January 2021, 13th May 2022 and 5th January 2023 (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. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 (“Act”) with respect to the special business as set out in the Notice is annexed hereto. Also, the necessary explanatory statement in accordance with Regulation 36(5) of SEBI Listing Regulations as required for Item No. 4 of the Notice is also annexed hereto.
3. **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.**
4. 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 indsil@mdsassociates.in with a copy marked to the Company at secretarial@indsil.com and to its Registrar and Share Transfer Agent (“RTA”) at info@skdc-consultants.com.
5. 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 Friday, 15th September 2023 to Thursday, 21st September 2023 (both days inclusive).
6. 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.
7. 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.

8. A. Securities and Exchange Board of India (“SEBI”) had earlier 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 / Registrar and Share Transfer Agents with effect from 1st April 2019.
- B. Further, SEBI had also mandated the listed entities to issue shares only in dematerialized mode, with effect from 25th January 2022 to Shareholder(s)/ claimant(s) holding shares in physical mode, as against their service requests including for transmission or transposition of shares.
- C. Further, SEBI vide its circular(s) dated 3rd November 2021 and 16th March 2023 had also mandated that the Shareholders holding shares in physical form are required to update their PAN, KYC details, bank details and nomination details with the RTA on or before 1st October 2023, failing which the securities held by such Shareholder will be frozen by the RTA. The securities once frozen will revert to normal status only upon receipt of requisite KYC documents or upon dematerialization of the said securities. Shareholders holding shares in physical form may also note that once the securities are frozen, the dividend payments will be processed only upon receipt of requisite KYC details and thereafter credited to the bank account of the Shareholder electronically.
- D. Further, SEBI vide its circular(s) dated 3rd November 2021 and 16th March 2023 has also mandated that the Shareholders holding shares in physical form are required to compulsorily link their PAN and Aadhaar. Accordingly, the physical folios in which PAN and Aadhaar are not linked have been frozen by the RTA. The securities which have been frozen will revert to normal status only upon receipt of requisite KYC documents or upon dematerialization of the said securities.

Necessary prior intimation(s) in this regard was provided to the Shareholders. Therefore, Members holding share(s) in physical form are requested to immediately update their KYC details / dematerialize their shareholding in the Company. A copy of the said circular(s) is available on the Company’s website www.indsil.com.

9. Members are requested to notify any change of address and bank details to their Depository Participants in respect of their holdings in electronic form and to the Secretarial Department at the registered office of the Company or to SKDC Consultants Limited, “Surya”, 35 Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore – 641 028, the RTA of the Company in respect of shares held in physical form together with a proof of address viz, Aadhar Card /Electricity Bill/ Telephone Bill/Ration Card/Voter ID Card/ Passport etc..
10. 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 a bank in India, if not furnished earlier.
11. Pursuant to the provisions of Section 72 of the Companies Act, 2013, the facility for making nominations is now available to individuals holding shares in the Company. Members holding shares in physical form may obtain the Nomination Form from the RTA of the Company or can download the form from the Company’s website, namely www.indsil.com. Members holding shares in electronic form must approach their Depository Participant(s) for completing the nomination formalities.
12. 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.

13. Members are requested to make all correspondence 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 by quoting their Folio number or the Client ID number with DP ID number.
14. 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.
15. 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.
16. 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. 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. 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. Sri R Murali, Chief Financial Officer is the Nodal Officer of the Company for the purpose of verification of such claims.
17. 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.
18. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report for the year 2022-23 is being sent only through electronic mode to those Members whose email address is registered with the Company / RTA/ Depositories. Members may note that the Notice and Annual Report for the Financial year 2022-23 will also be available on the Company's website www.indsil.com, websites of the Stock Exchange i.e., BSE Limited at www.bseindia.com and on the website of National Securities Depository Limited at www.evoting.nsdl.com. Members can attend and participate in the Annual General Meeting through VC / OAVM facility only. Further pursuant to SEBI's Circular dated 5th January 2023 the Company will be sending a hard copy of the Annual Report to those Shareholders who request for the same at secretarial@indsil.com.
19. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
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 their 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 36 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 Company 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 have 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:

- a. Shareholders holding shares in physical form are requested to register / update the details in the prescribed Form ISR-1 and other relevant forms with the Registrar and Transfer Agents of the Company, SKDC Consultants Limited at info@skdc-consultants.com. Members may download the prescribed forms from the Company's website at www.indsil.com.
- b. 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, (including any statutory modification(s), amendments, clarifications, exemptions or re-enactments thereof for the time being in force), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2), the Company is providing to 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") as an alternative, 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/ e-voting during the AGM. Instructions to Shareholders provided hereinafter for e-voting explains the process and manner for generating/ receiving the password, and 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 of the cut-off date, i.e., Thursday, 14th September 2023, may refer to this Notice of the Annual General Meeting, posted on Company's website www.indsil.com for detailed procedure with regard to remote e-voting. Any person who ceases to be a 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.
- III. The remote e-voting period begins on Monday, 18th September 2023 at 9.00 AM (IST) and ends on Wednesday, 20th September 2023 at 5.00 PM (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. During this period, the Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e., Thursday, 14th September 2023, may cast their vote electronically.
- IV. 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 Thursday, 14th September 2023.
- V. Mr. M D Selvaraj, FCS, Managing Partner of MDS & Associates LLP, Company Secretaries, Coimbatore, has been appointed as the Scrutinizer to scrutinize the e-voting during the meeting and remote e-voting process in a fair and transparent manner.
- VI. The Chairman shall, at the AGM 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 AGM by electronic means but have not cast their votes by availing the remote e-voting facility.
- VII. The Scrutinizer shall, after the conclusion of voting at the AGM first count the votes cast during the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 2 working days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- VIII. The results shall be declared within the time stipulated under the applicable laws. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.indsil.com and on the website of NSDL and be communicated to BSE Limited, where the shares of the Company are listed, by the Chairman or a person authorized by him

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

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 meetings for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9th December 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 Participant(s). 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"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL 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 & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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 ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number held 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 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 & voting during the meeting. 4. Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center; margin-top: 10px;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div> </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The users of Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by the Company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from an e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email ID as recorded in the demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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 & voting during the meeting.

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.

Login type	Helpdesk details
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 evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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 e-services 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:

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
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.
 - b) Click on **“Physical User Reset Password?”** (If you are holding shares in physical mode) option available on 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 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.

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 for casting your vote during the General Meeting For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join 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 indsil@mdsassociates.in with a copy marked to evoting@nsdl.co.in. Institutional Shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
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 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.nsdl.com or call on no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms Pallavi Mhatre, Manager at 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.
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. If you are an individual shareholder 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 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 AGM ARE AS UNDER: -

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

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

1. Members will be provided with a facility to attend the 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 on or before 12.00 PM (IST) on Wednesday, 20th September 2023. The same will be replied by the Company suitably.
6. Shareholders who would like to express their views/ask questions during the AGM may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number to secretarial@indsil.com on or before 12.00 PM (IST) on Wednesday, 20th September 2023.
7. Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions only during the meeting (“AGM”).
8. The Members can join the 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 AGM through VC/OAVM will be made available for 1,000 members on a 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 AGM without restriction on account of first come first served basis.

EXPLANATORY STATEMENT PURSUANT TO REGULATION 36(5) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Item No. 4

The Members of the Company at their 32nd Annual General Meeting held on 28th September 2022 had appointed M/s. Raja & Raman (Firm Registration No. 003382S) as the Statutory Auditors of the Company to hold office for a period of one year from the conclusion of the 32nd Annual General Meeting till the conclusion of the 33rd Annual General Meeting (“AGM”) of the Company. As such, their tenure as Statutory Auditors expires at this AGM. Accordingly, the Company is required to rotate the Statutory Auditors as they have completed their term as per the provisions of section 139 of the Companies Act, 2013.

Pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Audit and Auditors) Rules, 2014, and based on the recommendation of the Audit Committee, the Board of Directors at their meeting held on 7th August 2023 has recommended the appointment of Ms. K. R. Divya, Chartered Accountant, Coimbatore as the Statutory Auditor of the Company for a period of 5 years from the conclusion of the ensuing 33rd AGM till the conclusion of 38th AGM of the Company to be held in the year 2028 at a remuneration as may be mutually agreed between the Board of Directors and the Statutory Auditor.

The Company has also received a certificate from the Statutory Auditor to the effect that her appointment, if made, would be within the limits prescribed under Section 139 of the Act and that she is eligible to be appointed as the Statutory Auditor of the Company.

The Board of Directors propose to pay a fee of Rs. Rs. 7,50,000/- (Rupee Seven Lakhs Fifty Thousand only), exclusive of taxes and other out of pocket expenses incurred in connection with the audit, to the Statutory Auditor for the financial year ended 31st March 2024. The fees for the subsequent years will be decided by the Board of Directors from time to time based on the recommendations of the Audit Committee in consultation with the statutory auditor after considering various parameters / market standards. In the opinion of the Board, there will not be any material change in the remuneration payable to the new statutory auditor from that paid to the outgoing (retiring) auditor for the conduct of the statutory audit of the Company.

The terms of appointment of the Statutory Auditor will be as specified by the Audit Committee and the Board of Directors of the Company in line with the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The recommendation for the appointment of Ms. K. R. Divya as the Statutory Auditor of the Company is on account of the following credentials:

Ms. K. R. Divya, Chartered Accountant has more than a decade of experience in handling the statutory, internal audits and other specific audit for Banking Companies, Insurance Companies and other body corporates. She is also an expert in taxation, auditing, financial reporting and other matters. Further, she has been Peer Reviewed and holds a valid Peer Review Certificate issued by the Institute of Chartered Accountants of India.

By considering the above, the Board recommends the Ordinary Resolution set out in Item No. 4 of the Notice for approval by 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 in Item No. 4 of the Notice.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5

Sri K Ramakrishnan (DIN: 02797842) was re-appointed as the Whole-time Director of the Company for a period of 3 years with effect from 1st June 2021 on the terms and conditions approved by the shareholders at the Annual General Meeting held on 16th December 2020. Accordingly, the present tenure of his office expires on 31st May 2024.

Considering the dedication and excellent work done by Sri K Ramakrishnan and based on the performance evaluation, the Board of Directors have, subject to the approval of the Members, re-appointed him as the Whole-time Director of the Company for a further period of 3 years with effect from 1st June 2024 on the terms and conditions as set out in the resolution given under Item No. 5 of the Notice. His re-appointment is expected to be greatly beneficial to the future plans of the Company.

As per Section 178 of the Companies Act, 2013 the Nomination and Remuneration Committee of the Board of Directors of the Company had, in the best interest and progress of the Company, proposed to re-appoint Sri K Ramakrishnan as Whole-time Director of the Company for a further period of 3 years with effect from 1st June 2024 and determined his remuneration as set out in the resolution and recommended the same to the Board. The proposed remuneration is well within the limits prescribed in the Companies Act, 2013 and the Schedules and Rules made there under.

Pursuant to the provisions of the Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Audit Committee had also approved the remuneration payable to Sri K Ramakrishnan as Whole-time Director of the Company for the period of 3 years with effect from 1st June 2024 and recommended the same to the Board.

Pursuant to the provisions of the Sections 196, 197, 203, Schedule V and other applicable provisions of the Companies Act, 2013, the re-appointment of Whole-time Director and the payment of his remuneration shall be subject to the approval of the shareholders of the Company in the General Meeting. Hence, the necessary resolution has been set out as Item No. 5 of the Notice for the approval of the Members.

The Board recommends the resolution set out in Item No. 5 of the Notice for the approval of the members.

Further, prior approval of the bank shall also be required to be obtained by the Company for payment of remuneration to the Whole-time Director.

The disclosure as required under Schedule V of the Companies Act, 2013, Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and brief biodata of Sri K Ramakrishnan and other disclosures as per Secretarial Standards 2 are furnished and forms a part of this Notice.

Except Sri K Ramakrishnan, being the proposed appointee, none of the Directors and the Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution as set out as Item No. 5 of the Notice.

Item No. 6, 7 & 8

Pursuant to proviso to Regulation 23(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), a transaction with a related party shall be considered "material", if the transactions entered into individually or taken together with previous transactions during a financial year with such related party exceeds Rs. 1,000 Crores or 10% of the total consolidated turnover of the Company as per the last audited financial statements, whichever is lower.

The Company is purchasing and selling chrome ore, other raw materials and finished goods from / to AI Tamman Indsil Ferro Chrome LLC, AI Tamman Indsil Mining LLC and Sunmet Holdings India Private Limited on arms' length basis. Further, the Company has also been leasing out the property from / to Sunmet Holdings India Private Limited.

The transactions proposed to be entered by the Company with the related parties is expected to exceed 10% of the annual consolidated turnover of the Company as per the latest audited financial statements and are proposed to be undertaken on an arms' length basis and in the ordinary course of business.

The Audit Committee has approved the transactions with the above-mentioned related parties at their meeting held on 7th August 2023.

Pursuant to Regulation 23(4) of Listing Regulations, the prior approval of the Shareholders of the Company by way of an ordinary resolution would be required for the transactions entered with related parties in excess of 10% of the annual consolidated turnover of the Company as per the last audited financial statements. Further, pursuant to the amendment to Regulation 23 of the Listing Regulations and SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July 2023, all related party transactions which exceeds 10% of the annual turnover needs to be approved by the shareholders by way of a resolution and such approval shall be valid upto the date of next Annual General Meeting.

Accordingly, the approval of the Members is now being sought for the transactions proposed to be entered into with the above-mentioned related parties as per the details given below.

The details of the transactions with above-mentioned related parties as required pursuant to SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July 2023 is given below:

Name of the related party	AI Tamman Indsil Ferro Chrome LLC	AI Tamman Indsil Mining LLC	Sunmet Holdings India Private Limited
Type, material terms and particulars of the proposed transaction	Sale and Purchase of Chrome Ore and other raw materials, semi-finished and finished goods	Sale and Purchase of Chrome Ore and other raw materials, semi-finished and finished goods	Sale and Purchase of Chrome Ore and other raw materials, semi-finished and finished goods and leasing of property
Relationship with the listed entity, including nature of its concern or interest (financial or otherwise)	Joint Venture	Subsidiary of Joint Venture	Holding Company
Tenure of the proposed transaction	For a period from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting	For a period from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting	For a period from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting
Value of the proposed transaction	₹ 100 Crores	₹ 100 Crores	₹ 100 Crores
The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	56.55% based on audited financials for the year ended 31st March 2023	56.55% based on audited financials for the year ended 31st March 2023	56.55% based on audited financials for the year ended 31st March 2023
Justification as to why the RPT is in the interest of the listed entity	As detailed above	As detailed above	As detailed above

The Company has not relied upon the valuation or any external report in relation to the transaction with the related parties and hence disclosure regarding the same does not arise.

The proposed transaction does not involve any loans, inter-corporate deposits, advances or investments and hence disclosure of details pertaining to the same does not arise.

Any other information that may be relevant – Nil

The Board of Directors recommend the resolution(s) as set out in Item Nos. 6, 7 & 8 of the Notice for the approval of the Members who are not related parties of the Company.

The Members may please note that in terms of the provisions of the Listing Regulations, no related party(ies) as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall vote to approve the resolutions under Item Nos. 6, 7 & 8 of this notice.

None of the Directors, Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise, in the resolutions set out in Item Nos. 6, 7 & 8 of the Notice.

STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE COMPANIES ACT, 2013

Relevant to re-appointment of Sri. K Ramakrishnan as Whole-time Director and payment of remuneration to him.

I. GENERAL INFORMATION

1. Nature of Industry

Ferro alloy Industry/ Steel Industry

2. Date or expected date of commencement of commercial production

The Company was incorporated on 30th August 1990 and commenced commercial production during the year 1994.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus

Not Applicable

4. Financial performance based on given indicators

(₹ in lakhs except EPS)

Particulars	2022-23	2021-22
Sales & other income	17,681.95	20,843.45
Profit/ (Loss) before tax	146.36	2,532.19
Profit/ (Loss) after tax	(523.66)	3,262.57
Paid-up share capital	4,279.11	4,279.11
Reserves and Surplus	9,422.80	10,037.41
Basic Earnings per share	(1.88)	11.74

5. Foreign Investments or collaborations, if any.

The Company has made investments and owns a 50% stake in M/s. Al-Tamman Indsil Ferro Chrome LLC, a Joint Venture Company in the Sultanate of Oman. The Company also has one Wholly Owned Subsidiary called M/s. Indsil Energy Global (FZE) in the Sharjah Airport International Freezone (SAIF), United Arab Emirates

II. INFORMATION ABOUT THE DIRECTORS

S. No.	Particulars	Sri K Ramakrishnan
1	Background details	Sri K Ramakrishnan is an ITI (Industrial Training Institute) Graduate. He has good experience in the technical aspects of the factory equipment that are being utilized for the manufacture of Company products.
2	Past Remuneration	The total remuneration paid for the year 2022-23 is Rs. 4.59 lakhs
3	Recognition or awards	Nil
4	Job Profile and his suitability	Having been associated with the Company for many years and in view of his qualifications and experience, he is well suited to the role of Whole-time Director of the Company.

S. No.	Particulars	Sri K Ramakrishnan
5	Remuneration proposed	Details of proposed remuneration have been disclosed in Item No. 5 of the Notice
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the size of the Company, profile of Sri K Ramakrishnan, responsibility shouldered by him and the industry standard, the remuneration paid is commensurate with the remuneration packages paid to Managerial Personnel in similar other Companies.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Besides the remuneration being received, the Whole-time Director does not have any pecuniary relationship with the Company. He is not related to any Directors or Key Managerial Personnel of the Company.

II. OTHER INFORMATION

1. Reasons for loss or inadequate profits

The high cost of raw material, lower value realization for the company products have affected the Company's operating performance resulting in losses.

2. Steps taken or proposed to be taken for improvement.

The Company is making efforts to increase sales of the products, improve productivity and effect cost cutting measures.

3. Expected increase in productivity and profits in measurable terms.

The Company expects to see a growth in turnover ranging from 5% to 10% and a proportionate increase in productivity resulting in reasonable profits as a result of these measures.

III. DISCLOSURES

(i) All elements of remuneration package such as salary, benefits, bonuses, stock options, pension etc. of all the directors

Please refer to Section titled "Remuneration of Directors" as contained in the Corporate Governance Report.

(ii) Details of fixed component and performance linked incentives along with the performance criteria

Please refer to Section titled "Remuneration of Directors" as contained in the Corporate Governance Report.

(iii) Service contracts, notice period, severance fees

Please refer to Section titled "Remuneration of Directors" as contained in the Corporate Governance Report.

(iv) Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable

Please refer to Section titled "Remuneration of Directors" as contained in the Corporate Governance Report.

By Order of the Board of Directors

Place: Coimbatore

Date: 07.08.2023

KALIDOSS U
COMPANY SECRETARY

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.

Name	Sri S Varadarajan	Sri K Ramakrishnan
DIN	08744090	02797842
Date of Birth	22.02.1955	21.03.1961
Nationality	Indian	Indian
Date of appointment on the Board	21.05.2020	01.06.2018
Inter-se relationship with other directors or Key Managerial Personnel of the Company	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
Qualification	M.Com	I.T.I (Industrial Training Institute)
Expertise in area / Experience	Sri S Varadarajan has good experience in the field of administration, insurance, accounts and similar related areas.	Sri K Ramakrishnan has good experience in the technical aspects of the factory equipment that are being utilized for the manufacture of Company products.
No. of shares held (including shareholding as a beneficial owner)	5,833 equity shares of Rs. 10/- each. Further, he does not hold beneficial interest in the equity shares of the Company other than the above.	2,800 equity shares of Rs. 10/- each. Further, he does not hold beneficial interest in the equity shares of the Company other than the above.
Board position held	Director	Whole-time Director
Terms and conditions of appointment / re-appointment	Liable to retire by rotation.	As set out in Item No. 5 of the Notice
Remuneration paid for the financial year 2022-23	Nil	Rs. 4.59 Lakhs
Remuneration proposed to be paid	Sitting fees only	As set out in Item No. 5 of the Notice
Number of Board meetings attended during the year	9	8
Directorships held in other companies	Nil	Sun Metals and Alloys Private Limited
Names of the listed entities from which the person has resigned in the past 3 years	Nil	Nil
Chairmanship / Membership of the Committees of the Board of other Companies in which he is Director	Nil	Nil