



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

September 21, 2024

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

BSE Scrip Code: 522165

Dear Sir / Madam

Subject: Declaration of the Voting Results for the 34th Annual General Meeting of the Company held on September 20, 2024

Pursuant to Regulation 30 & 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit the voting results of the businesses transacted at the **34th Annual General Meeting** held on Friday, September 20, 2024, at 12.15 PM (IST) along with combined report of the Scrutinizer on remote e-voting and e-voting at the said meeting.

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

We request you to take the above on record.

Thanking you,

Yours truly

For INDSIL HYDRO POWER AND MANGANESE LIMITED

Kalidoss U

Company Secretary & Compliance Officer



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**Declaration of results of the voting on resolution(s) set out in the
Notice of the 34th Annual General Meeting ("AGM") of the Company held through Video
Conferencing (VC) / Other Audio-Visual Means (OAVM) on September 20, 2024**

The 34th Annual General Meeting (AGM) of the Company was held on Friday, September 20, 2024, at 12:15 PM (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) to seek the approval of the members on the resolution(s) as set out in the Notice of the Annual General Meeting dated August 9, 2024 in accordance with the provisions of Sections 108 & 109 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the relevant circulars issued by the Ministry of Corporate Affairs ("MCA Circulars") and the Securities and Exchange Board of India ("SEBI Circulars") from time to time permitting the conduct of the AGM through VC/ OAVM facility.

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

The Company has appointed Mr. M D Selvaraj, FCS, Managing Partner of M/s. MDS & Associates LLP, Company Secretaries, Coimbatore, as the Scrutinizer to conduct the remote e-voting and the e-voting facility provided at the AGM in a fair and transparent manner and to ascertain the requisite majority.

Accordingly, the Scrutinizer has submitted his Combined Report for the remote e-voting process and the e-voting at the AGM held on September 20, 2024, which has been attached hereto.

Based on the report of the Scrutinizer dated September 20, 2024, it is hereby declared that the Resolution(s) under Item No(s).1 to 6 set out in the Notice dated August 9, 2024, as detailed herein below, have been duly passed by the shareholders with requisite majority.



Item No.1 – Ordinary Resolution

Adoption of the audited 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 2024, the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditor's thereon.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	73	1,75,49,224	-
(b) Less: Invalid votes	-	-	-
(c) Net Valid E-Votes	73	1,75,49,224	100.00
- Assent	59	1,75,48,220	100.00
- Dissent	14	1,004	Negligible

Note: One Shareholder holding 1,39,82,300 equity shares voted in favour of the resolution for 1,38,16,745 equity shares and abstained from voting on the resolution for 1,65,555 equity shares

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

Item No.2 – Ordinary Resolution

Confirmation of the interim dividend of 6% already paid as the final dividend on the 8% Cumulative Redeemable Preference Shares of Rs. 10/- each for the financial year ended 31st March 2024.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	73	1,75,49,224	-
(b) Less: Invalid votes	-	-	-
(c) Net Valid E-Votes	73	1,75,49,224	100.00
- Assent	58	1,75,48,219	100.00
- Dissent	15	1,005	Negligible

Note: One Shareholder holding 1,39,82,300 equity shares voted in favour of the resolution for 1,38,16,745 equity shares and abstained from voting on the resolution for 1,65,555 equity shares

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



Item No.3 – Ordinary Resolution

Re-appointment of Sri K Ramakrishnan (DIN: 02797842) as a Director on retirement by rotation.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	73	1,75,49,224	-
(b) Less: Invalid votes	-	-	-
(c) Net Valid E-Votes	73	1,75,49,224	100.00
- Assent	58	1,75,48,219	100.00
- Dissent	15	1,005	Negligible

Note: One Shareholder holding 1,39,82,300 equity shares voted in favour of the resolution for 1,38,16,745 equity shares and abstained from voting on the resolution for 1,65,555 equity shares

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

Item No. 4 – Ordinary Resolution

Ratification of remuneration payable to Sri. B Venkateswar (Membership No.27622), Cost Auditor of the Company for the financial year 2024-2025.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	73	1,75,49,224	-
(b) Less: Invalid votes	-	-	-
(c) Net Valid E-Votes	73	1,75,49,224	100.00
- Assent	59	1,75,48,220	100.00
- Dissent	14	1,004	Negligible

Note: One Shareholder holding 1,39,82,300 equity shares voted in favour of the resolution for 1,38,16,745 equity shares and abstained from voting on the resolution for 1,65,555 equity shares

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



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Item No. 5 – Ordinary Resolution

Approval for entering into transactions with Sunmet Holdings India Private Limited, a related party of the Company.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	64	1,52,536	-
(b) Less: Invalid votes	-	-	-
(c) Net Valid E-Votes	64	1,52,536	100.00
- Assent	49	1,51,531	99.34
- Dissent	15	1,005	0.66

Note: 9 related parties holding 1,75,62,243 equity shares abstained from voting on the resolution

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

Item No.6 – Special Resolution

Approval for payment of commission / compensation to the Non-Executive Directors of the Company for a term of three (3) financial years commencing from 1st April 2024.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	73	1,75,49,224	-
(b) Less: Invalid votes	-	-	-
(c) Net Valid E-Votes	73	1,75,49,224	100.00
- Assent	58	1,75,47,420	99.99
- Dissent	15	1,804	0.01

Note: One Shareholder holding 1,39,82,300 equity shares voted in favour of the resolution for 1,38,16,745 equity shares and abstained from voting on the resolution for 1,65,555 equity shares

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

For INDSIL HYDRO POWER AND MANGANESE LIMITED

Date : September 21, 2024

Place : Coimbatore

VINOD NARSIMAN
DIRECTOR
DIN: 00035746



MDS & Associates LLP

Company Secretaries

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

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

To

The Chairman

34th Annual General Meeting of the Equity Shareholders of

M/s. INDSIL HYDRO POWER AND MANGANESE LIMITED

(CIN: L27101TZ1990PLC002849)

Held on Friday, 20th September 2024 at 12:15 PM (IST)

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

Dear Sir,

**Sub: Scrutinizer's Report on remote e-voting and e-voting conducted at the 34th
Annual General Meeting of M/s. Indsil Hydro Power and Manganese
Limited held on 20th September 2024.**

I, M D Selvaraj, FCS, Managing Partner of M/s. MDS & Associates LLP, Company Secretaries, Coimbatore, have been appointed by the Board of Directors of **M/s. Indsil Hydro Power and Manganese Limited** ("the Company") as the Scrutinizer for the purpose of scrutinizing the remote e-voting process and the e-voting conducted at the 34th Annual General Meeting in a fair and transparent manner and for the purpose of ascertaining the requisite majority on the remote e-voting and e-voting at the 34th Annual General Meeting on the resolution(s) as set out in the Notice convening the 34th Annual General Meeting of the Company held on Friday, 20th September 2024 at 12:15 PM (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the relevant circulars issued by the Ministry of Corporate Affairs ("MCA Circulars") and Securities and Exchange Board of India ("SEBI Circulars") respectively from time to time permitting the conduct of the Annual General Meeting through VC / OAVM facility.



Responsibility of the Management

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder in relation to exercising of voting rights through electronic means, on the resolution(s) as set out in the Notice convening the 34th Annual General Meeting dated 9th August 2024.

Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the remote e-voting process and for the e-voting at the 34th Annual General Meeting, is restricted to the preparation of a Scrutinizer's Report on the votes cast "in favour" or "against" the resolution(s), as set out in Item No. 1 to Item No. 6 in the Notice convening the 34th Annual General Meeting of the Company dated 9th August 2024, based on the reports generated from the e-voting system provided by M/s. National Securities Depository Limited ("NSDL"), the Authorized Agency, engaged by the Company for providing e-voting facilities.

Further, since the meeting was held through VC/ OAVM facility in accordance with the said MCA Circulars and SEBI Circulars, the facility of appointment of proxies was not made available for the meeting. Accordingly, no proxy registers were made or maintained by the Company in respect of the said meeting.

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

- a. The Notice dated 9th August 2024 convening the 34th Annual General Meeting (AGM) of the Company along with necessary statement setting out the material facts under Section 102 of the Companies Act, 2013 and the disclosure under Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), in respect of the below mentioned resolution(s) to be passed at the said 34th Annual General Meeting of the Company, were sent through electronic mail to the members who had registered their email address with the Company / Depositories in accordance with the said MCA Circulars and SEBI Circulars. The Company has also placed the notice of the 34th Annual General Meeting on its website.
- b. The Company has availed the e-voting services offered by NSDL for providing the remote e-voting and the facility of e-voting during the meeting to the shareholders of the Company.



- c. The remote e-voting period commenced on Tuesday, 17th September 2024 at 9:00 AM (IST) and ended on Thursday, 19th September 2024 at 5:00 PM (IST). During the period, the members of the Company, holding shares in physical and/or in dematerialized form, as on the cut-off date i.e., 13th September 2024 were entitled to vote on the resolutions set out in the Notice of the 34th Annual General Meeting. The remote e-voting module of NSDL was disabled on Thursday, 19th September 2024 at 5:00 PM.
- d. Upon the commencement of the 34th Annual General Meeting, the e-voting platform was activated to enable the shareholders who were present at the 34th Annual General Meeting through video conferencing / other audio-visual means and who had not cast their vote on the resolutions through remote e-voting to vote through e-voting facility at the Meeting. After the conclusion of the proceedings at 12:55 PM, the Chairman extended the e-voting facility for another 15 minutes to enable the members to cast their votes. The e-voting facility provided at the meeting was disabled at the conclusion of the Annual General Meeting.
- e. I, as the Scrutinizer, unblocked the votes cast by the Shareholders of the Company through the e-voting process on 20th September 2024 at 1:16 PM (IST) in the presence of Mr. S. Sarathraj (Witness No.1) and Ms. S. Lakshana (Witness No.2), who are not in employment of the Company in accordance with Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 (as amended).
- f. Thereafter, the details containing *inter alia* the list of Equity Shareholders of the Company, who have cast "for" or "against" each of the resolution(s) that were put to vote through remote e-voting process and e-voting at the meeting, were generated from the e-voting portal of NSDL.
- g. I have scrutinized the votes cast by remote e-voting and by e-voting at the Annual General Meeting and maintained registers in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014 (as amended).
- h. Based on the reports generated from the e-voting portal of NSDL, I hereby submit my Combined Report on the results of the votes cast by the shareholders of the Company through remote e-voting and e-voting at the meeting on the resolution(s) as set out under Item No.1 to Item No.6 of the Notice convening the 34th Annual General Meeting as under:



Ordinary Business

Resolution No: 1

Ordinary resolution

Adoption of the audited 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 2024, the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditor's thereon.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	54	1,75,47,516	100.00
E-Voting at AGM	5	704	100.00
Total Voting	59	1,75,48,220	100.00

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	14	1,004	Negligible
E-Voting at AGM	-	-	-
Total Voting	14	1,004	Negligible

INVALID VOTES

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

Note: One Shareholder holding 1,39,82,300 equity shares voted in favour of the resolution for 1,38,16,745 equity shares and abstained from voting on the resolution for 1,65,555 equity shares.

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



Ordinary Business

Resolution No: 2

Ordinary resolution

Confirmation of the interim dividend of 6% already paid as the final dividend on the 8% Cumulative Redeemable Preference Shares of Rs. 10/- each for the financial year ended 31st March 2024.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	53	1,75,47,515	100.00
E-Voting at AGM	5	704	100.00
Total Voting	58	1,75,48,219	100.00

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	15	1,005	<i>Negligible</i>
E-Voting at AGM	-	-	-
Total Voting	15	1,005	<i>Negligible</i>

INVALID VOTES

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

Note: One Shareholder holding 1,39,82,300 equity shares voted in favour of the resolution for 1,38,16,745 equity shares and abstained from voting on the resolution for 1,65,555 equity shares.

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



Ordinary Business

Resolution No: 3

Ordinary resolution

Re-appointment of Sri K Ramakrishnan (DIN: 02797842) as a Director on retirement by rotation.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	53	1,75,47,515	100.00
E-Voting at AGM	5	704	100.00
Total Voting	58	1,75,48,219	100.00

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	15	1,005	<i>Negligible</i>
E-Voting at AGM	-	-	-
Total Voting	15	1,005	<i>Negligible</i>

INVALID VOTES

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

Note: One Shareholder holding 1,39,82,300 equity shares voted in favour of the resolution for 1,38,16,745 equity shares and abstained from voting on the resolution for 1,65,555 equity shares.

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



Special Business

Resolution No: 4

Ordinary resolution

Ratification of remuneration payable to Sri. B Venkateswar (Membership No.27622), Cost Auditor of the Company for the financial year 2024-2025.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	54	1,75,47,516	100.00
E-Voting at AGM	5	704	100.00
Total Voting	59	1,75,48,220	100.00

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	14	1,004	Negligible
E-Voting at AGM	-	-	-
Total Voting	14	1,004	Negligible

INVALID VOTES

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

Note: One Shareholder holding 1,39,82,300 equity shares voted in favour of the resolution for 1,38,16,745 equity shares and abstained from voting on the resolution for 1,65,555 equity shares.

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



Special Business

Resolution No: 5

Ordinary resolution

Approval for entering into transactions with Sunmet Holdings India Private Limited, a related party of the Company.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	44	1,50,827	99.34
E-Voting at AGM	5	704	100.00
Total Voting	49	1,51,531	99.34

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	15	1,005	0.66
E-Voting at AGM	-	-	-
Total Voting	15	1,005	0.66

INVALID VOTES

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

Note: 9 related parties holding 1,75,62,243 equity shares abstained from voting on the resolution.

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



MDS & Associates LLP

Company Secretaries

Continuation Sheet...

Special Business

Resolution No: 6

Special resolution

Approval for payment of commission/ compensation to the Non-Executive Directors of the Company for a term of three (3) financial years commencing from 1st April 2024.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	53	1,75,46,716	99.99
E-Voting at AGM	5	704	100.00
Total Voting	58	1,75,47,420	99.99

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	15	1,804	0.01
E-Voting at AGM	-	-	-
Total Voting	15	1,804	0.01

INVALID VOTES

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

Note: One Shareholder holding 1,39,82,300 equity shares voted in favour of the resolution for 1,38,16,745 equity shares and abstained from voting on the resolution for 1,65,555 equity shares.

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

Date : 20th September 2024

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

For INDSIL HYDRO POWER AND MANGANESE LIMITED

VINOD NARSIMAN
DIRECTOR
DIN: 00035746

For MDS & Associates LLP
Company Secretaries



M D Selvaraj

Managing Partner

PCS No.: 960; C P No.: 411

Peer Review No. 3030/2023

UDIN: F000960F001270932