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 21, 2026

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

BSE Scrip Code: 522165

Dear Sir / Madam,

Subject: Notice of the 36th 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 36th Annual General Meeting of the Company scheduled to be held on Thursday, September 17, 2026, at 12.00 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

ULAGANAT
HAN
KALIDOSS

Digitally signed by
ULAGANATHAN
KALIDOSS
Date: 2026.08.21
16:30:12 +05'30'

U KALIDOSS
COMPANY SECRETARY AND COMPLIANCE OFFICER

Encl.: as above

Notice of the 36th Annual General Meeting

NOTICE is hereby given that the 36th Annual General Meeting ("AGM") of the Shareholders of the Company will be held on Thursday, 17th September 2026 at 12.00 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 2026, the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditor's thereon.
2. To declare a dividend for the financial year ended 31st March 2026.
3. To appoint a director in the place of Sri. Vinod Narsiman (DIN: 00035746), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a director in the place of Sri. Subbia Thangaraj (DIN: 06459324), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

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

   RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force), Sri B Venkateswar (Membership No.27622), Cost Accountant, Coimbatore who was appointed as Cost Auditor by the Board of Directors of the Company on the recommendation of the Audit Committee, to conduct audit of the cost records of the Company for the financial year ending 31st March 2027 on a remuneration of Rs. 20,000/- (Rupees Twenty Thousand only) (exclusive of applicable taxes and re-imbursement of travelling and out of pocket expenses incurred by him for the purpose of audit) be and is hereby ratified and confirmed.

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.

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

   RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") (as amended) and pursuant to the Articles of Association of the Company and upon the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded for the re-appointment of Smt. T Kalaivani (DIN: 09706304), who had submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and whose name is included in the databank as required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, as a Non-Executive Independent Director of the Company, to hold office for a second term of 5 (Five) consecutive years with effect from 19th August 2027, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all acts and 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.

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

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") (as amended) and pursuant to the Articles of Association of the Company and upon the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded for the re-appointment of Smt. Gayatri Vijaikumar (DIN: 09659550), who had submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and whose name is included in the databank as required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, as a Non-Executive Independent Director of the Company, to hold office for a second term of 5 (Five) consecutive years with effect from 19th August 2027, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all acts and 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.

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

RESOLVED THAT pursuant to Section 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and the Board of Directors of the Company at their respective meetings held on 25th May 2026, the consent of the members be and is hereby accorded for payment of commission / compensation of a sum not exceeding Rs. 10,00,000/- (Rupees Ten Lakhs only) per annum, to be paid and distributed amongst the Non-Executive Directors of the Company or some or any of them in such amounts or proportions and in such manner, either by way of monthly payment or otherwise, and in all respects as may be decided by the Board of Directors (including any Committees thereof) of the Company, for a further term of three (3) financial years commencing from 1st April 2027.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the commission / compensation mentioned above shall be the minimum commission / compensation payable to the Non-Executive Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committees thereof) be and are hereby authorized to alter and vary the aforesaid commission/ compensation, as it may deem fit, subject to the same not exceeding the limits as approved by the members.

RESOLVED FURTHER THAT the Board of Directors be and are hereby 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.

By Order of the Board of Directors

For INDSIL HYDRO POWER AND MANGANESE LIMITED

Place: Coimbatore
Date: 25.05.2026

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COMPANY SECRETARY

NOTES:

1. The Ministry of Corporate Affairs ("MCA") vide its General Circular No. 20/2020 dated 5th May 2020 and General Circular No.03/2025 dated 22nd September 2025 (hereinafter collectively referred to as "MCA 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 ("Listing Regulations"), and MCA 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.

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 National Securities Depository Limited at evoting@nsdl.com.

5. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and share transfer books of the Company will remain closed from Friday, 11th September 2026 to Thursday, 17th September 2026 (both days inclusive).

6. Dividend as recommended by the Board of Directors, if declared at the Annual General Meeting will be paid within 30 days from the date of declaration, to those Members whose names appear on the Register of Members in respect of shares held in physical form as well as in respect of shares held in electronic form as per the details received from the depositories for this purpose as at the close of the business hours on Thursday, 10th September 2026.

7. Members who have not registered their Bank particulars with the Depository Participant(s) ("DP") / Company are advised to utilize the electronic solutions provided by National Automated Clearing House ("NACH") for receiving dividends. Members holding shares in electronic form are requested to contact their respective Depository Participant(s) for availing this facility. Members holding shares in physical form are requested to download the NACH form from the website of the Company viz., www.indsil.com and the same, duly filled up and signed along with original cancelled cheque leaf may be sent to the Company or to the Registrar and Share Transfer Agent ("RTA").

8. Pursuant to SEBI (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations 2025, the Company shall make the payment of Dividend to the Shareholders only in Electronic mode and payment of Dividend by way of cheque/ warrant have been dispensed with.

9. Members whose shareholding is in electronic mode are requested to update bank account details (Bank Account No., Name of the Bank, Branch, IFSC, MICR code and place with PIN Code) to their respective Depository Participants and not to the Company. Members whose shareholding is in 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 activities.

10. 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 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.

11. 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. Pursuant to the SEBI Master Circular dated 6th February 2026, and the operational guidelines issued by the Securities and Exchange Board of India, listed entities are mandated to effect the issuance of securities only in dematerialised (demat) form for various investor service requests (including transfer, transmission, transposition, and issue of duplicate certificates). Accordingly, for all valid service requests, the Company/ RTA will now directly credit the shares to the demat account provided by the Shareholder.

    C. Further, as per SEBI Master Circular dated 6th February 2026, Members holding shares in physical form, whose folio(s) lack Permanent Account Number (PAN), contact details, Bank Account details or updated specimen signature, will be eligible for payment of dividend only through electronic mode with effect from 1st April 2024 upon updating the aforementioned details with MUFG Intime India Private Limited (formerly Link Intime India Private Limited), the Registrar and Share Transfer Agent of the Company. Therefore, Members holding shares in physical form are requested to update the mentioned details by providing the appropriate requests through relevant ISR forms with the Registrar and Share Transfer Agent to ensure receipt of dividend. Members may also note that in the absence of any of the aforementioned details, they will not be able to lodge grievances or avail any investor services until all required information and documents are duly submitted.

    A copy of the aforementioned circular(s) is/are available on the Company's website www.indsil.com.

12. 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 MUFG Intime India Private Limited (Formerly Link Intime India Private Limited), "Surya", 35 Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore – 641028, Tamil Nadu, 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.

13. 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.

14. 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.

15. 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.

16. 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. MUFG Intime India Private Limited (formerly Link Intime India Private Limited), "Surya", 35 Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore – 641 028, Tamil Nadu by quoting their Folio number or the Client ID number with DP ID number.

17. 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.

18. Members desirous of receiving any information on the accounts or operations of the Company are requested to forward his/ her queries to the Company through email at secretarial@indsil.com seven working days prior to the meeting. The same will be replied by the Company suitably.

19. 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 the unpaid dividend can be viewed on the Company's 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 U Kalidoss, Company Secretary is the Nodal Officer of the Company for the purpose of verification of such claims.

20. 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. Details 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.

21. In compliance with the aforesaid MCA Circulars and the Listing Regulations, Notice of the AGM along with the Annual Report for the year 2025-26 is being sent only through electronic mode to those members whose email address is registered with the Company / RTA / Depository Participants. Further, a letter providing the web link including the exact path where the complete details of the Annual Report is available will be sent to the shareholders who have not registered their email address. Members may note that the Notice and Annual Report for the financial year 2025-26 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 the Listing Regulations, the Company will be sending a hard copy of the Annual Report to those Shareholders who request for the same at secretarial@indsil.com.

22. 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.

23. Pursuant to Section 393 of the Income tax Act, 2025, the Company shall be required to deduct tax at source (TDS) from dividends paid to Shareholders at the prescribed rates set out therein. For the prescribed rates for various categories, shareholders are requested to refer to the Income Tax Act, 2025 and the amendments thereof. Shareholders are requested to update their Residential Status, Category as per Income Tax Act ("IT Act"), Permanent Account Number ("PAN") with the Company/ RTA (in case of shares being held in physical mode) and depositories (in case of shares being held in demat mode) immediately. A resident individual Shareholder having PAN and entitled to receive dividend amount exceeding ₹10,000/- and who is not liable to pay Income Tax, can submit a yearly declaration in Form No. 121, to avail the benefit of non-deduction of tax at source by sending an email to secretarial@indsil.com on or before 17th September 2026. Shareholders are requested to note that in case their PAN is not registered with the DP/Company, tax will be deducted at the applicable higher rate.

    Non-resident Shareholders can avail beneficial rates under the relevant tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form No. 41, and any other document which may be required to avail the tax treaty benefits by sending an email to secretarial@indsil.com. The aforesaid declarations and documents need to be submitted by a Shareholder on or before Thursday, 17th September 2026.

    Separate intimation in this regard will be given to the Shareholders.

24. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

25. 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.

26. Brief resume, details of shareholding and Directors/ KMP inter-se relationship with Director(s) seeking election / re-election as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards 2 are provided in this Notice.

27. a. Members may kindly note that in accordance with SEBI circular dated 31st July 2023, the Company has registered on the SMART ODR (Securities Market Approach for Resolution through Online Disputes Resolution) Portal. This platform aims to enhance investor grievance resolution by providing access to Online Dispute Resolution institutions for addressing complaints. Members can access the SMART ODR Portal via: https://smartodr.in/login. Members may utilize this online conciliation and/ or arbitration facility, as outlined in the circular, to resolve any outstanding disputes between members and the Company (including RTA).

b. A Member shall first take up his / her / their grievance with the listed entity by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the Member may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the Member is not satisfied with the outcome, he / she / they can initiate dispute resolution through the Online Dispute Resolution ('ODR') Portal. Members are requested to take note of the same. The aforesaid SEBI Circular is available on the Company's website www.indsil.com

28. 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.

29. Annual Financial Statements and related details of the Wholly Owned Subsidiary Company viz. Indsil Infrastructure Limited is posted on the Company's website and is also kept for inspection at the Registered Office of the Company and at the Registered Office of the Subsidiary Company till the date of the AGM. A copy of the same will be provided to the members on request.

30. 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.

31. Registration of email ID and bank account details: In case the shareholder's email ID is already registered with the Company/its 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, MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) at investor.helpdesk@in.mpms.mufg.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 the 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, 10th September 2026, 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, 14th September 2026 at 9.00 AM (IST) and ends on Wednesday, 16th September 2026 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, 10th September 2026, may cast their vote electronically.

IV. The voting rights 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, 10th September 2026.

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 combined 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 Master Circular dated January 30, 2026, 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.

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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.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No, Verification code and generate OTP. Enter the OTP received on registered email ID/mobile number and click on login. 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. 2. Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.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. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. 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. 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. 5. Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing 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 No 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 Forgot User ID and Forgot 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.com or call at 022 - 4886 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. 1800-21-09911

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.

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.nsdl.com.
    b) Click on "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
    c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@ nsdl.com 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.com. 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.nsdl.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 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.com.

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, shareholders may send a request to evoting@nsdl.com for procuring user ID and password for e-voting by providing above mentioned documents.

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 Tuesday, 15th September 2026. 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 Tuesday, 15th September 2026.
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.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Item No. 5

The Board of Directors of the Company, on the recommendation of the Audit Committee, has approved the appointment of Sri B Venkateswar (Membership No. 27622), Cost Accountant, Coimbatore, as the Cost Auditor of the Company for the financial year 2026-27 on a remuneration of Rs. 20,000/- (exclusive of applicable taxes and reimbursement of travelling and out of pocket expenses incurred) for conducting the audit of the cost accounting records of the Company.

Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, requires the Board to appoint an individual, who is a Cost Accountant or a firm of Cost Accountants, as Cost Auditor of the Company on the recommendations of the Audit Committee, which shall also recommend the remuneration for such Cost Auditor and such remuneration shall be approved by the Board of Directors and ratified subsequently by the Shareholders at General Meeting.

Accordingly, the consent of the members is sought for passing an ordinary resolution as set out in Item No. 5 of the notice for ratification of the remuneration of the Cost Auditor for the financial year 2026-27.

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

Item No. 6

Smt. T. Kalaivani (DIN: 09706304) was appointed as an Independent Director of the Company by the shareholders at the 32nd Annual General Meeting held on 28th September 2022 to hold office for a term of 5 (five) consecutive years up to 18th August 2027.

As per Section 149(10) of the Companies Act, 2013 ("the Act"), an Independent Director shall hold office for a term of upto 5 (five) consecutive years on the Board of a Company and shall further be eligible for re-appointment upon passing a special resolution by the Company for another term of up to 5 (five) consecutive years ("second term").

The Nomination and Remuneration Committee and the Board of Directors, on the basis of the performance evaluation report of Smt. T. Kalaivani has recommended her re-appointment as an Independent Director for a second term of 5 (five) consecutive years with effect from 19th August 2027. Further, the Board of Directors considering her experience and expertise is of the opinion that the continued association of Smt. T. Kalaivani would be immensely beneficial to the Company.

Smt. T. Kalaivani is not disqualified from being appointed as Director in terms of Section 164 of the Act and is not debarred from holding the office of Director by virtue of any Order issued by the Securities and Exchange Board of India (SEBI) or any other such authority. She has given her consent to act as a Director along with the declaration stating that she meets the criteria of independence as prescribed under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and that her name is included in the databank of Independent Directors as required under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

In the opinion of the Board, Smt. T. Kalaivani fulfils the conditions as specified under the Act read with the rules made thereunder and the Listing Regulations for her re-appointment as an Independent Director of the Company and is also independent of the management.

The Company has also received a notice in writing from a member under Section 160 of the Act proposing the candidature of Smt. T. Kalaivani for the office of Independent Director of the Company.

A copy of the draft letter for appointment to be issued to Smt. T. Kalaivani upon her re-appointment as an Independent Director, setting out the terms and conditions of such re-appointment, would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any business day.

Accordingly, the Board recommends the Special Resolution as set out in Item No. 6 in relation to eligibility and re-appointment of Smt. T. Kalaivani as an Independent Director of the Company for a second term of 5 (five) consecutive years, for approval by the shareholders of the Company.

The disclosures as required under Regulation 36 of Listing Regulations and Secretarial Standards 2 on General Meetings (SS-2) issued by the Institute of Company Secretaries of India are furnished and forms part of this Notice.

Except Smt. T. Kalaivani, being the proposed appointee Director, none of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution as set out in Item No. 6 of this Notice.

Item No. 7

Smt. Gayatri Vijaikumar (DIN: 09659550) was appointed as an Independent Director of the Company by the shareholders at the 32nd Annual General Meeting held on 28th September 2022 to hold office for a term of 5 (five) consecutive years up to 18th August 2027.

As per Section 149(10) of the Companies Act, 2013 ("the Act"), an Independent Director shall hold office for a term of upto 5 (five) consecutive years on the Board of a Company and shall further be eligible for re-appointment upon passing a special resolution by the Company for another term of up to 5 (five) consecutive years ("second term").

The Nomination and Remuneration Committee and the Board of Directors, on the basis of the performance evaluation report of Smt. Gayatri Vijaikumar has recommended her re-appointment as an Independent Director for a second term of 5 (five) consecutive years with effect from 19th August 2027. Further, the Board of Directors considering her experience and expertise is of the opinion that the continued association of Smt. Gayatri Vijaikumar would be immensely beneficial to the Company.

Smt. Gayatri Vijaikumar is not disqualified from being appointed as Director in terms of Section 164 of the Act and is not debarred from holding the office of Director by virtue of any Order issued by the Securities and Exchange Board of India (SEBI) or any other such authority. She has given her consent to act as a Director along with the declaration stating that she meets the criteria of independence as prescribed under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and that her name is included in the databank of Independent Directors as required under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

In the opinion of the Board, Smt. Gayatri Vijaikumar fulfils the conditions as specified under the Act read with the rules made thereunder and the Listing Regulations for her re-appointment as an Independent Director of the Company and is also independent of the management.

The Company has also received notice in writing from a member under Section 160 of the Act proposing the candidature of Smt. Gayatri Vijaikumar for the office of Independent Director of the Company.

A copy of the draft letter for appointment to be issued to Smt. Gayatri Vijaikumar upon her re-appointment as an Independent Director, setting out the terms and conditions of such re-appointment, would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any business day.

Accordingly, the Board recommends the Special Resolution as set out in Item No. 7 in relation to eligibility and re-appointment of Smt. Gayatri Vijaikumar as an Independent Director of the Company for a second term of 5 (five) consecutive years, for approval by the shareholders of the Company.

The disclosures as required under Regulation 36 of Listing Regulations and Secretarial Standards 2 on General Meetings (SS-2) issued by the Institute of Company Secretaries of India are furnished and forms part of this Notice.

Except Smt. Gayatri Vijaikumar, being the proposed appointee Director, none of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution as set out in Item No. 7 of this Notice.

Item No. 8

The members of the Company at their 34th Annual General Meeting held on 20th September 2024 granted their approval for payment of commission / compensation of a sum not exceeding Rs. 10,00,000/- (Rupees Ten Lakhs only) per annum, to be paid and distributed amongst the Non-Executive Directors of the Company in such manner as may be decided by the Board of Directors (including any Committees thereof) of the Company, for a term of three (3) financial years from 1st April 2024 till 31st March 2027.

In view of the increasing responsibilities and active involvement of the Non-Executive Directors in the governance of the Company, it is proposed to continue the payment of commission / compensation to them for a further term of three (3) financial years with effect from 1st April 2027.

Accordingly, considering the above, the Nomination and Remuneration Committee, Audit Committee and the Board of Directors at their respective meetings held on 25th May 2026, have inter alia recommended the proposal for payment of commission/ compensation to the Non-Executive Directors up to a sum not exceeding Rs. 10,00,000/- per annum, to be paid and distributed amongst the Non-Executive Directors of the Company or some or any of them in such amounts or proportions and in such manner, either by way of monthly payment or otherwise, and in all respects as may be decided by the Board of Directors (including any Committees thereof) of the Company, for a further term of three (3) financial years commencing from 1st April 2027.

Pursuant to Section 197 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), and Regulation 17(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the members is required to be obtained for payment of commission / compensation to the Non-Executive Directors of the Company. Further, pursuant to the provisions of Section 197(3) of the Act, read with the amended Schedule V thereto, if in any financial year, the Company has no profits or its profits are inadequate, the Company can pay remuneration to the Non-Executive Directors not exceeding the limits as specified under Item A of Section II of Part II of the Schedule V of the Act. However, remuneration in excess of the limits as given in Schedule V of the Act may be paid provided a Special Resolution is passed by the members.

The disclosures as required under Schedule V of the Act and Secretarial Standards 2 on general meetings (SS-2) issued by the Institute of Company Secretaries of India are furnished and form a part of this Notice.

The Board recommends the resolution as set out in Item No. 8 of the Notice for the approval of the members.

Except the non-executive directors, being the beneficiaries, none of the other 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 in Item No. 8 of the Notice.

By Order of the Board of Directors

For INDSIL HYDRO POWER AND MANGANESE LIMITED

Place: Coimbatore
Date: 25.05.2026

KALIDOSS U
COMPANY SECRETARY

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

Relevant to payment of remuneration to the non-executive directors.

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 (Rs. in lakhs except EPS)

Particulars	2025-26	2024-25
Sales & other income	15,460.28	23,823.12
Profit/ (Loss) before tax	1,521.14	9,115.96
Profit/ (Loss) after tax	1,499.71	7,607.92
Paid-up share capital	2,779.11	2,779.11
Reserves and Surplus	16,999.96	15,682.03
Basic Earnings per share	5.40	27.38

5. Foreign Investments or collaborations, if any.

Nil

II. INFORMATION ABOUT THE DIRECTORS

S. No.	Particulars	Sri. Vishwaa Narasiman	Sri. Rudra Narsiman
1	Background details	He is an MBA graduate from the University of Nottingham, U.K. He is currently associated with a Media Tech Company and brings with him expertise in sales and marketing, coupled with knowledge of global trends in various fields and industries.	He is an Economics graduate from the University of Michigan, Ann Arbor, USA. He is currently associated with a Private Equity Fund as a finance professional and brings with him deep expertise in financial engineering as well as knowledge of global trends in finance and various other industries.
2	Past Remuneration	Kindly refer to the Corporate Governance Report	Kindly refer to the Corporate Governance Report
3	Recognition or awards	Nil	Nil
4	Job Profile and his suitability	As the non-executive and non-independent director on the Board, he has all the powers and duties as the Board may determine from time to time. He possesses skill sets as detailed in the Corporate Governance Report which are commensurate with the board position held in the Company.	As the non-executive and non-independent director on the Board, he has all the powers and duties as the Board may determine from time to time. He possesses skill sets as detailed in the Corporate Governance Report which are commensurate with the board position held in the Company.
5	Remuneration proposed	Details of remuneration proposed have been disclosed in Item No. 8 of the Notice	Details of remuneration proposed have been disclosed in Item No. 8 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, responsibility shouldered and the industry standard, the remuneration proposed to be paid is commensurate with the remuneration packages paid to board members in a similar role in other Companies.	Taking into consideration the size of the Company, responsibility shouldered and the industry standard, the remuneration proposed to be paid is commensurate with the remuneration packages paid to board members in a similar role in other Companies.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Besides the remuneration paid / proposed to be paid, he does not have any pecuniary relationship with the Company. He is the son of Mr. Vinod Narsiman, Whole Time Director and brother of Mr. Rudra Narsiman, Director.	Besides the remuneration paid / proposed to be paid, he does not have any pecuniary relationship with the Company. He is the son of Mr. Vinod Narsiman, Whole Time Director and brother of Mr. Vishwaa Narasiman, Director.

S. No.	Particulars	Smt. T Kalaivani	Smt. Gayatri Vijaikumar
1	Background details	She is a Commerce graduate and has enormous experience in the field of management and finance.	She is having rich experience in the field of gold business and management.
2	Past Remuneration	Kindly refer to the Corporate Governance Report	Kindly refer to the Corporate Governance Report
3	Recognition or awards	Nil	Nil
4	Job Profile and her suitability	As an independent director on the Board, she has all the powers and duties as the Board may determine from time to time. She possesses skill sets as detailed in the Corporate Governance Report which are commensurate with the board position held in the Company.	As an independent director on the Board, she has all the powers and duties as the Board may determine from time to time. She possesses skill sets as detailed in the Corporate Governance Report which are commensurate with the board position held in the Company.
5	Remuneration proposed	Details of remuneration proposed have been disclosed in Item No. 8 of the Notice	Details of remuneration proposed have been disclosed in Item No. 8 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, responsibility shouldered and the industry standard, the remuneration proposed to be paid is commensurate with the remuneration packages paid to board members in a similar role in other Companies.	Taking into consideration the size of the Company, responsibility shouldered and the industry standard, the remuneration proposed to be paid is commensurate with the remuneration packages paid to board members in a similar role in other Companies.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Besides the remuneration paid / proposed to be paid, she does not have any pecuniary relationship with the Company. She is not related to any other Director or Key Managerial Personnel of the Company.	Besides the remuneration paid / proposed to be paid, she does not have any pecuniary relationship with the Company. She is not related to any other Director or Key Managerial Personnel of the Company.

S. No.	Particulars	Smt. Anu Murali	Sri. Narasimhan Ramu
1	Background details	She is a Commerce graduate and has significant expertise in Finance and Accounts.	He is a B. Com graduate and has an MBA in Corporate Finance from PSG College of Technology. He has an experience of 38 years in the field of Accounts and Finance.

S. No.	Particulars	Smt. Anu Murali	Sri. Narasimhan Ramu
2	Past Remuneration	Kindly refer to the Corporate Governance Report	Kindly refer to the Corporate Governance Report
3	Recognition or awards	Nil	Nil
4	Job Profile and his/her suitability	As an independent director on the Board, she has all the powers and duties as the Board may determine from time to time. She possesses skill sets as detailed in the Corporate Governance Report which are commensurate with the board position held in the Company.	As an independent director on the Board, he has all the powers and duties as the Board may determine from time to time. He possesses skill sets as detailed in the Corporate Governance Report which are commensurate with the board position held in the Company.
5	Remuneration proposed	Details of remuneration proposed have been disclosed in Item No. 8 of the Notice	Details of remuneration proposed have been disclosed in Item No. 8 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, responsibility shouldered and the industry standard, the remuneration proposed to be paid is commensurate with the remuneration packages paid to board members in a similar role in other Companies.	Taking into consideration the size of the Company, responsibility shouldered and the industry standard, the remuneration proposed to be paid is commensurate with the remuneration packages paid to board members in a similar role in other Companies.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Besides the remuneration paid / proposed to be paid, she does not have any pecuniary relationship with the Company. She is not related to any other Director or Key Managerial Personnel of the Company.	Besides the remuneration paid / proposed to be paid, he does not have any pecuniary relationship with the Company. He is not related to any other Director or Key Managerial Personnel of the Company.

II. OTHER INFORMATION

1. Reasons for loss or inadequate profits

Not applicable as the Company has earned a profit during the year. However, the Company foresees a situation where it may have loss or inadequacy of profits in the ensuing financial years owing to economic and business slowdown caused by various external factors.

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

Not applicable.

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

Not applicable.

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

For INDSIL HYDRO POWER AND MANGANESE LIMITED

Place: Coimbatore
Date: 25.05.2026

KALIDOSS U
COMPANY SECRETARY

Additional information on Directors as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 issued by Institute of Company Secretaries of India.

Name	**Sri. Vinod Narsiman**	**Sri. Subbia Thangaraj**
DIN	00035746	06459324
Date of Birth	27th March 1972	10th October 1962
Nationality	Indian	Indian
Date of appointment on the Board	22nd May 2024	4th October 2025
Inter-se relationship with other directors or Key Managerial Personnel of the Company	Sri Vinod Narsiman is the father of Sri. Vishwaa Narasiman and Sri. Rudra Narsiman, Directors of the Company.	Not related to any of the other Directors or Key Managerial Personnel of the Company.
Qualification	B.E., MBA (University of Michigan)	B.A. Economics
Expertise in area / Experience	Sri. Vinod Narsiman has more than two decades of experience in the ferro alloy industry and wide experience in management and administration.	Sri. Subbia Thangaraj has more than three decades of experience in the industry.
No. of shares held (including shareholding as a beneficial owner)	1,74,322 equity shares of Rs. 10/- each. Further, he does not hold beneficial interest in the equity shares of the Company other than the above.	649 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	Whole Time Director	Whole Time Director
Terms and conditions of appointment / re-appointment	The appointment shall be governed by the resolution passed by the shareholders in their meeting.	The appointment shall be governed by the resolution passed by the shareholders in their meeting.
Remuneration paid for the financial year 2025-26	Information disclosed in the Corporate Governance Report	Information disclosed in the Corporate Governance Report
Remuneration proposed to be paid	He is entitled to salary and perquisites as detailed in the resolution passed by the shareholders through Postal Ballot on 21st December 2024	He is entitled to salary and perquisites as detailed in the resolution passed by the shareholders through Postal Ballot on 18th December 2025.
Number of Board meetings attended during the year	Information disclosed in the Corporate Governance Report	Information disclosed in the Corporate Governance Report
Directorships held in other companies	1. Sunmet Holdings India Private Limited 2. SNV Holdings Private Limited 3. Indsil Infrastructure Limited	Crosimn Agencies 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

Name	Smt. T Kalaivani	Smt. Gayatri Vijaikumar
DIN	09706304	09659550
Date of Birth	15th May 1980	11th November 1963
Nationality	Indian	Indian
Date of appointment on the Board	19th August 2022	19th August 2022
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	B. Com	SSLC
Expertise in area / Experience	Smt. T Kalaivani has enormous experience in the field of management and finance.	Smt. Gayatri Vijaikumar is having rich experience in the field of gold business and management
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The Nomination and Remuneration Committee at its meeting held on 25th May 2026 considering Smt. T Kalaivani's financial and management expertise, has recommended to the Board her re-appointment as an Independent Director	The Nomination and Remuneration Committee at its meeting held on 25th May 2026 considering Smt. Gayatri Vijaikumar's management expertise, has recommended to the Board her re-appointment as an Independent Director
No. of shares held (including shareholding as a beneficial owner)	Nil. Further, she does not hold beneficial interest in the equity shares of the Company	Nil. Further, she does not hold beneficial interest in the equity shares of the Company
Board position held	Independent Director	Independent Director
Terms and conditions of appointment / re-appointment	As set out in Item No. 6 of the Notice	As set out in Item No. 7 of the Notice
Remuneration paid for the financial year 2025-26	Information disclosed in the Corporate Governance Report	Information disclosed in the Corporate Governance Report
Remuneration proposed to be paid	As set out in Item No. 8 of the Notice	As set out in Item No. 8 of the Notice
Number of Board meetings attended during the year	Information disclosed in the Corporate Governance Report	Information disclosed in the Corporate Governance Report
Directorships held in other companies	Nil	Nil
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 she is Director	Nil	Nil

Name	Sri. Vishwaa Narasiman	Sri. Rudra Narsiman
DIN	08110767	08999895
Date of Birth	18th April 1994	15th January 1999
Nationality	Indian	Indian
Date of appointment on the Board	4th October 2025	4th October 2025
Inter-se relationship with other directors or Key Managerial Personnel of the Company	Sri. Vishwaa Narasiman is the son of Sri. Vinod Narsiman, Whole Time Director and brother of Sri. Rudra Narsiman, Director.	Sri. Rudra Narsiman is the son of Sri Vinod Narsiman, Whole Time Director and brother of Mr. Vishwaa Narasiman, Director.
Qualification	MBA	Economics graduate
Expertise in area / Experience	Sri. Vishwaa Narasiman is an MBA graduate from the University of Nottingham, U.K. He is currently associated with a Media Tech Company and brings with him expertise in Sales and Marketing, coupled with knowledge of global trends in various fields and industries.	Sri. Rudra Narsiman is an Economics graduate from the University of Michigan, Ann Arbor, USA. He is currently associated with a Private Equity Fund as a finance professional and brings with him deep expertise in financial engineering as well as knowledge of global trends in finance and various other industries.
No. of shares held (including shareholding as a beneficial owner)	2,718 equity shares of Rs. 10/- each. Further, he does not hold beneficial interest in the equity shares of the Company other than the above.	2,718 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	Non- Executive Director	Non- Executive Director
Terms and conditions of appointment / re-appointment	Liable to retire by rotation	Liable to retire by rotation
Remuneration paid for the financial year 2025-26	Information disclosed in the Corporate Governance Report	Information disclosed in the Corporate Governance Report
Remuneration proposed to be paid	As specified in Item No. 8 of the Notice	As specified in Item No. 8 of the Notice
Number of Board meetings attended during the year	Information disclosed in the Corporate Governance Report	Information disclosed in the Corporate Governance Report
Directorships held in other companies	1. Sunmet Holdings India Pvt Ltd 2. SNV Investments Pvt Ltd 3. Indsil Infrastructure Ltd 4. SNV Holdings Private Ltd	1. Sunmet Holdings India Pvt Ltd 2. Indsil Infrastructure Ltd 3. SNV Holdings Pvt Ltd
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 she is Director	Nil	Nil

Name	Smt. Anu Murali	Sri Narasimhan Ramu
DIN	11327305	10690176
Date of Birth	4th December 1983	1st January 1958
Nationality	Indian	Indian
Date of appointment on the Board	4th October 2025	8th September 2024
Inter-se relationship with other directors or Key Managerial Personnel of the Company	Not related to any of the other Directors or Key Managerial Personnel of the Company	Not related to any of the Directors or Key Managerial Personnel of the Company
Qualification	B. Com	B. Com, MBA Corporate Finance
Expertise in area / Experience	Smt. Anu Murali is a Commerce graduate and has significant expertise in Finance and Accounts.	Sri. Narasimhan Ramu has an experience of 40 years in the field of Accounts and Finance.
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The Company will be well served by Smt. Anu Murali's financial and management acumen.	The Company will be well served by Sri. Narasimhan Ramu's financial and management expertise.
No. of shares held (including shareholding as a beneficial owner)	Nil. Further, she does not hold beneficial interest in the equity shares of the Company	Nil. Further, he does not hold beneficial interest in the equity shares of the Company
Board position held	Independent Director	Independent Director
Terms and conditions of appointment / re-appointment	The appointment shall be governed by the resolution passed by the shareholders in their meeting.	The appointment shall be governed by the resolution passed by the shareholders in their meeting.
Remuneration paid for the financial year 2025-26	Information disclosed in the Corporate Governance Report	Information disclosed in the Corporate Governance Report
Remuneration proposed to be paid	As specified in Item No. 8 of the Notice	As set out in Item No. 8 of the Notice
Number of Board meetings attended during the year	Information disclosed in the Corporate Governance Report	Information disclosed in the Corporate Governance Report
Directorships held in other companies	Nil	Nil
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/she is Director	Nil	Nil