

**REPORT OF SCRUTINISER**

**[Pursuant to sections 108 and 109 of the Companies Act, 2013 and rule 21(2) of the  
Companies (Management and Administration) Rules, 2014]**

To,  
The Chairman  
**INDOFIL INDUSTRIES LIMITED**  
Kalpataru Square, 4th Floor,  
Kondivita Road, Off Andheri-Kurla Road,  
Andheri (E) - 400059

Dear Sir,

**Consolidated Scrutinizer's Report on voting results through E- voting conducted at the 32<sup>nd</sup> Annual General Meeting of the members of the INDOFIL INDUSTRIES LIMITED (CIN: U24110MH1993PLC070713) through Video Conferencing (VC) / Other Audio Visual Means (OAVM) deemed to be held at the registered office of the Company at Kalpataru Square, 4th Floor, Kondivita Road, Off Andheri-Kurla Road, Andheri (E) – 400059 on Monday, 29 September, 2025 at 11:00 a.m.**

**Sub.: Passing of the Resolution(s) through e-voting pursuant to Sections 108 and 109 of the Companies Act, 2013, read with Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014, as amended.**

I, Bhumika Shah Proprietor of Bhumika & Co, Practicing Company Secretary (Mem No. A37321 and C P No. 19635) having office at Block No.2, 1<sup>st</sup> Floor, Parekh Nagar, Near BMC Hospital, Kandivali West, S.V. Road, Mumbai- 400067 appointed as the Scrutinizer by the Board of Directors of Indofil Industries Limited ('Company') to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 32<sup>nd</sup> Annual General Meeting of the Company, held on **Monday, 29 September, 2025** at 11:00 a.m. through Video Conferencing (VC) / Other Audio Visual Means (OAVM) deemed to be held at the registered office of the Company at Kalpataru Square, 4th Floor, Kondivita Road, Off Andheri-Kurla Road, Andheri (E) – 400059 pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules 2014. I am also appointed as Scrutinizer to scrutinize the remote e-voting process during the said AGM.

The Management of the Company is responsible for ensuring compliance with the requirements of the Companies Act, 2013 and Rules and Circulars issued by MCA relating to the conduct of AGM through VC/OAVM and voting through electronic means (i.e. by remote e-voting process) for the resolutions contained in the notice of the 32<sup>nd</sup> AGM of the Shareholders dated **Friday, 05 September 2025**.

Our responsibility as scrutinizer for the voting process of voting through electronic means is restricted to furnish a Consolidated Scrutinizer's Report of the vote cast 'in favour' and/or

‘against’ the resolutions stated in the notice of the AGM, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the Agency authorized under the Rules and engaged by the Company to provide remote e-voting facilities and e-voting facilities to vote at the AGM.

We submit our report as follows:

1. The Annual Report, the Notice of Annual General Meeting and the e-voting instructions were sent only by electronic mode (e-mail) to those members whose email addresses were registered with the Company / Depository Participants / Depositories on **Friday, 05 September 2025**, pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021 and 02/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 08, 2021, December 14, 2021 and May 05, 2022 issued by the Ministry of Corporate Affairs (collectively referred to as ‘MCA Circulars’).
2. The Company has appointed National Securities Depository Limited (NSDL) as the service provider for extending the facility for the remote e-voting to the Shareholders of the Company, which remained open from **Friday, 26 September 2025 at 9:00 a.m., to Sunday, 28 September 2025 at 5:00 p.m.** and the NSDL e-voting platform was disabled thereafter. The Company also provided a remote e-voting facility during the AGM to those shareholders who were present at the AGM through VC/ OAVM and who had not cast their vote(s) earlier.
3. The cutoff date considered was **Monday, 22 September 2025**, for the purpose of deciding the entitlements of Members at the remote e-voting and voting at the Meeting.
4. After the closure of remote e-voting at the AGM, the report on remote e-voting done during the AGM and the votes cast under the remote e-voting facility before the AGM were unblocked and counted.
5. I have scrutinised and reviewed the remote e-voting before and during the AGM and the votes cast therein based on the data downloaded from the NSDL e-voting system.
6. The paid-up capital of the Company consists of (i) 2,06,62,400 equity shares of Rs. 10 each (fully paid-up) and (ii) 22,73,02,782 equity shares of Rs. 10 each, on which Rs. 3 is paid up (partly paid-up). In accordance with the provisions of Section 47(1)(b) of the 2013 Act read with Article 73(b) of the Articles of Association of the Company, the voting rights of members holding partly paid-up shares are considered in proportion to their share in the paid-up equity shares capital of the Company.
7. After the conclusion of the AGM, the votes cast through remote e-voting and e-voting during the AGM were unblocked on **Monday, 29 September 2025**, in the presence of two
8. witnesses, namely Ms Shivani Sanghavi and Ms Aastha Solanki, who were not in the employment of the Company.



**Shivani Sanghavi**



**Aastha Solanki**

I now submit my consolidated report on the result of the remote e-voting before and during the AGM with respect to the said resolutions.

**Resolution No. 1(a) of the Notice (As an Ordinary Resolution)**

To receive, consider and adopt the Audited Standalone Financial Statement of the Company for the financial year ended 31 March 2025, and the Reports of the Board of Directors and Auditors thereon.

**a. For fully paid-up shares**

**(i) Voted in favour of the resolution**

| Number of Members Voted | Number of Valid votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------------|-------------------------------------------|
| 53                      | 17594681                           | 99.98                                     |

**(ii) Voted against the resolution**

| Number of Members Voted | Number of Valid votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------------|-------------------------------------------|
| 2                       | 3500                               | 0.02                                      |

**(iii) Invalid Votes**

| Number of Members Voted | Number of Valid votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------------|-------------------------------------------|
|                         |                                    | 0                                         |

**b. For partly paid-up shares**

**(i) Voted in favour of the resolution**

| Number of Members Voted | Number of Valid votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------------|-------------------------------------------|
| 3                       | 11173                              | 100                                       |

**(ii) Voted against the resolution**

| Number of Members Voted | Number of Valid votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------------|-------------------------------------------|
| 0                       | 0                                  | 0                                         |

**(iii) Invalid Votes**

| Number of Members Voted | Number of Valid votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------------|-------------------------------------------|
| 0                       | 0                                  | 0                                         |

**Resolution No. 1(b) of the Notice (As an Ordinary Resolution)**

To receive, consider and adopt the Audited Consolidated Financial Statement of the Company for the financial year ended 31 March 2025, and the Reports of the Auditors thereon.

**a. For fully paid-up shares**

**(i) Voted in favour of the resolution**

| Number of Members Voted | Number of Valid votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------------|-------------------------------------------|
| 52                      | 17594671                           | 99.98                                     |

**(i) Voted against the resolution**

| Number of Members Voted | Number of Valid votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------------|-------------------------------------------|
| 3                       | 3510                               | 0.02                                      |

**(ii) Invalid Votes**

| Number of Members Voted | Number of Valid votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------------|-------------------------------------------|
| 0                       | 0                                  | 0                                         |

**b. For partly paid-up shares**

**(i) Voted in favour of the resolution**

| Number of Members Voted | Number of Valid votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------------|-------------------------------------------|
| 3                       | 11173                              | 100                                       |

**(ii) Voted against the resolution**

| Number of Members Voted | Number of Valid votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------------|-------------------------------------------|
| 0                       | 0                                  | 0                                         |

**(iii) Invalid Votes**

| Number of Members Voted | Number of Valid votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------------|-------------------------------------------|
| 0                       | 0                                  | 0                                         |

**Resolution No. 2 of the Notice (As an Ordinary Resolution)**

To declare a Dividend on Equity Shares for the Financial Year ended 31 March 2025.

**a. For fully paid-up shares**

(i) Voted **in favour** of the resolution

| Number of Members Voted | Number of Valid votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------------|-------------------------------------------|
| 54                      | 17597681                           | 99.99                                     |

(ii) Voted **against** the resolution

| Number of Members Voted | Number of Valid votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------------|-------------------------------------------|
| 1                       | 500                                | 0.01                                      |

(iii) **Invalid** Votes

| Number of Members Voted | Number of Valid votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------------|-------------------------------------------|
| 0                       | 0                                  | 0                                         |

**b. For partly paid-up shares**

(i) Voted **in favour** of the resolution

| Number of Members Voted | Number of Valid votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------------|-------------------------------------------|
| 3                       | 11173                              | 100                                       |

(ii) Voted **against** the resolution

| Number of Members Voted | Number of Valid votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------------|-------------------------------------------|
| 0                       | 0                                  | 0                                         |

(iii) **Invalid** Votes

| Number of Members Voted | Number of Valid votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------------|-------------------------------------------|
| 0                       | 0                                  | 0                                         |

**Resolution No. 3 of the Notice (As an Ordinary Resolution)**

To appoint Mr. Samir Modi, who retires by rotation and, being eligible, offers himself for re-appointment, as a Director.

**a. For fully paid-up shares**

(i) Voted **in favour** of the resolution

| Number of Members Voted | Number of Valid votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------------|-------------------------------------------|
| 30                      | 1185216                            | 6.73                                      |

(ii) Voted **against** the resolution

| Number of Members Voted | Number of Valid votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------------|-------------------------------------------|
| 13                      | 15110336                           | 85.87                                     |

(iii) **Invalid** Votes

| Number of Members Voted | Number of Valid votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------------|-------------------------------------------|
| 11                      | 1302629                            | 7.40                                      |

**b. For partly paid-up shares**

(i) Voted **in favour** of the resolution

| Number of Members Voted | Number of Valid votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------------|-------------------------------------------|
| 3                       | 11173                              | 100                                       |

(i) Voted **against** the resolution

| Number of Members Voted | Number of Valid votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------------|-------------------------------------------|
| 0                       | 0                                  | 0                                         |

(ii) **Invalid** Votes

| Number of Members Voted | Number of Valid votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------------|-------------------------------------------|
| 0                       | 0                                  | 0                                         |

**Resolution No. 4 of the Notice (As a Special Resolution)**

To approve the remuneration of the Cost Auditors for the Financial Year ending 31 March 2026.

**a. For fully paid-up shares**

(i) Voted **in favour** of the resolution

| Number of Members Voted | Number of Valid votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------------|-------------------------------------------|
| 52                      | 17594671                           | 99.98                                     |

(i) Voted **against** the resolution

| Number of Members Voted | Number of Valid votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------------|-------------------------------------------|
| 3                       | 3510                               | 0.02                                      |

(i) **Invalid Votes**

| Number of Members Voted | Number of Valid votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------------|-------------------------------------------|
| 0                       | 0                                  | 0                                         |

**b. For partly paid-up shares**

(i) Voted **in favour** of the resolution

| Number of Members Voted | Number of Valid votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------------|-------------------------------------------|
| 3                       | 11173                              | 100                                       |

(i) Voted **against** the resolution

| Number of Members Voted | Number of Valid votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------------|-------------------------------------------|
| 0                       | 0                                  | 0                                         |

(ii) **Invalid Votes**

| Number of Members Voted | Number of Valid votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------------|-------------------------------------------|
| 0                       | 0                                  | 0                                         |

Based on the above result, I report that there were 4 (four) items under ordinary business and 1 (one) item under special business as set out in the Notice of the 32<sup>nd</sup> AGM dated Friday, 05 September 2025. Ordinary Resolutions 1(a), 1(b), 2, and 4, as mentioned in the Notice of 32<sup>nd</sup> AGM, were passed unanimously under Remote e-voting and e-voting conducted during the AGM, which are deemed to be passed on the date of the AGM and Ordinary Resolution 3 was not passed.

**Thanking You**  
**Yours faithfully**

**For Bhumika & Co**  
**Practising Company Secretary**

**Countersigned**  
**For Indofil Industries Limited**

**Bhumika Shah**  
**Proprietor**  
**ACS No.: A37321 CP No.: 19635**  
**Peer Review Cert. No.: 1272/2021**  
**UDIN: A037321G001423618**

**Jayni Gada**  
**Company Secretary**  
**(on behalf of Chairperson of the Company)**

**Place: Mumbai**  
**Date: 01 October 2025**