

**M Siroya and Company**  
**Company Secretaries**

A-103, Samved Building (Madhukunj), Near Ekta Bhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai - 400 066  
Tel.:+91 22 28706523/24; 28546523(D); Cel: +91 9324310151; E-mail: siroyam@gmail.com; [www.msiroya.com](http://www.msiroya.com)

**CONSOLIDATED SCRUTINIZER'S REPORT**

**[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies  
(Management and Administration) Rules, 2014]**

To,

The Chairperson of 28<sup>th</sup> Annual General Meeting ("AGM") of the Equity Shareholders of Indofil Industries Limited held on Thursday, September 23, 2021 at 11:00 a.m. through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM").

Dear Sir,

1. I, Mukesh Siroya, Proprietor, M Siroya and Company, Practicing Company Secretaries, have been appointed as a Scrutinizer by the Board of Directors of **Indofil Industries Limited** (the "Company") for the purpose of:
  - a. Scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 ("the 2013 Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended ("Rules") read with MCA General Circular No. 14/2020 dated April 8, 2020, MCA General Circular No. 17/2020 dated April 13, 2020, MCA General Circular No. 20/2020 dated May 5, 2020 and Circular No. 02/2021 dated January 13, 2021 in respect of the all the resolutions contained in the Notice dated June 23, 2021 convening the 28<sup>th</sup> AGM (AGM Notice);
  - b. Scrutinizing the e-voting facility provided to the shareholders present during the AGM through VC/OAVM and who had not cast their vote earlier; and
  - c. The paid-up share capital of the Company consists of (i) 20662400 equity shares of Rs. 10 each (fully paid up) and (ii) 2295822 equity shares of Rs. 10 each on which Rs. 3 is 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 is considered in proportion to their share in the paid-up equity share capital of the Company.



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2. The management of the Company is responsible to ensure the compliance with the requirement of the 2013 Act and Rules relating to remote e-voting and e-voting conducted during the AGM. My responsibility as a Scrutinizer is to scrutinize remote e-voting and e-voting conducted during the AGM in a fair and transparent manner and to ascertain requisite majority and is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favour" and/or "against" the resolutions stated in the AGM Notice based on the report generated from the e-voting system provided by National Securities Depository Limited ("NSDL"), appointed by the Company to provide remote e-voting and e-voting conducted during the AGM.
3. I submit herewith my combined report on the results of remote e-voting conducted before the AGM and e-voting conducted during the AGM as under:
  - (i). The remote e-voting period remained open from 09:00 a.m. (IST) of Monday, September 20, 2021 to 5:00 p.m. (IST) of Wednesday, September 22, 2021.
  - (ii). The Annual Report, the AGM Notice and the e-Voting instruction slip was sent by email to those Members whose e-mail addresses were registered with the Company or CDSL / NSDL ("Depositories").
  - (iii). The voting rights were reckoned as on Thursday, September 16, 2021 being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and e-voting conducted during the AGM.
  - (iv). The Company had also provided e-voting facility to the members present at the AGM through VC/OAVM and who had not cast their e-votes earlier through the remote e-voting.
  - (v). After the conclusion of the AGM, the votes cast through remote e-voting and e-voting during the AGM were unblocked on September 23, 2021 at 12.08 p.m. in the presence of two witnesses, namely Ms. Darshita Waghela and Ms. Shikha Makwana, who were not in employment of the Company.



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(vi). Thereafter, we have scrutinized the votes cast through remote e-voting conducted before the AGM and e-voting conducted during the AGM and reconciled the same with the records maintained by the Company/ NSDL/ Registrar and Transfer Agents of the Company.

(vii). The combined result of remote e-voting and e-voting during AGM are as under.



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**Results of Remote E-Voting and Voting at AGM of Indofil Industries Limited**

**Ordinary Business: Item No: 1: Ordinary Resolution**

To consider and adopt:

(a) The Audited Financial Statements of the Company for the Financial Year ended March 31, 2021 and the Reports of the Board of Directors and Auditors thereon; and

(b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2021 and the Report of Auditors thereon.

i) Details of Votes in favour and against the resolution:

	Remote e-voting before the AGM		E-voting at the AGM		Total		(%)
	No. of members voted	No. of votes casted	No. of members voted	No. of votes casted	No. of members	No. of votes casted	
Votes in favour of the resolution							100
Fully Paid-up	66	15708006	-	-	66	15708006	
Partly Paid-up**	37*	547772	-	-	37*	547772	
Votes against the resolution							0
Fully Paid-up	1	275	-	-	1	275	
Partly Paid-up**	0	0	-	-	0	0	
<b>Total</b>	<b>68***</b>	<b>16256053</b>	<b>-</b>	<b>-</b>	<b>68***</b>	<b>16256053</b>	<b>100</b>

ii) Details of Invalid and Abstained Votes:

Method of Voting	Invalid Votes		Abstained from Voting	
	No. of members	No. of votes casted	No. of members	No. of votes
Remote e-voting				
Fully Paid-up	-	-	-	-
Partly Paid-up	-	-	-	-
Voting at AGM				
Fully Paid-up	-	-	-	-
Partly Paid-up	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

\* these members are common with fully paid-up shareholders who have voted.

\*\* voting rights on partly paid-up shares have been taken in proportion to the amount paid-up thereon, i.e., @30% of number of votes.

\*\*\* includes 1 partly paid-up shareholder who is not common with fully paid-up shareholders.

Based on the above result, I report that the Ordinary Resolution as set out in Item No. 1 of the AGM Notice has been passed with requisite majority.



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**Item No: 2: Ordinary Resolution**

**To declare a Dividend on Equity Shares for the Financial Year ended March 31, 2021.**

i) Details of Votes in favour and against the resolution:

	Remote e-voting before the AGM		E-voting at the AGM		Total		(%)
	No. of members voted	No. of votes casted	No. of members voted	No. of votes casted	No. of members	No. of votes casted	
Votes in favour of the resolution							100
Fully Paid-up	66	15708006	-	-	66	15708006	
Partly Paid-up**	37*	547772	-	-	37*	547772	
Votes against the resolution							0
Fully Paid-up	1	275	-	-	1	275	
Partly Paid-up**	0	0	-	-	0	0	
<b>Total</b>	<b>68***</b>	<b>16256053</b>	<b>-</b>	<b>-</b>	<b>68***</b>	<b>16256053</b>	<b>100</b>

ii) Details of Invalid and Abstained Votes:

Method of Voting	Invalid Votes		Abstained from Voting	
	No. of members	No. of votes casted	No. of members	No. of votes
Remote e-voting				
Fully Paid-up	-	-	-	-
Partly Paid-up	-	-	-	-
Voting at AGM				
Fully Paid-up	-	-	-	-
Partly Paid-up	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

\* these members are common with fully paid-up shareholders who have voted.

\*\* voting rights on partly paid-up shares have been taken in proportion to the amount paid-up thereon, i.e., @30% of number of votes.

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Based on the above result, I report that the Ordinary Resolution as set out in Item No. 2 of the AGM Notice has been passed with requisite majority.



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**Item No: 3: Ordinary Resolution**

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

i) Details of Votes in favour and against the resolution:

	Remote e-voting before the AGM		E-voting at the AGM		Total		(%)
	No. of members voted	No. of votes casted	No. of members voted	No. of votes casted	No. of members	No. of votes casted	
Votes in favour of the resolution							100
Fully Paid-up	65	15706106	-	-	65	15706106	
Partly Paid-up**	37*	547772	-	-	37*	547772	
Votes against the resolution							0
Fully Paid-up	2	2175	-	-	2	2175	
Partly Paid-up**	0	0	-	-	0	0	
<b>Total</b>	<b>68***</b>	<b>16256053</b>	<b>-</b>	<b>-</b>	<b>68***</b>	<b>16256053</b>	<b>100</b>

ii) Details of Invalid and Abstained Votes:

Method of Voting	Invalid Votes		Abstained from Voting	
	No. of members	No. of votes casted	No. of members	No. of votes
Remote e-voting				
Fully Paid-up	-	-	-	-
Partly Paid-up	-	-	-	-
Voting at AGM				
Fully Paid-up	-	-	-	-
Partly Paid-up	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

\* these members are common with fully paid-up shareholders who have voted.

\*\* voting rights on partly paid-up shares have been taken in proportion to the amount paid-up thereon, i.e., @30% of number of votes.

\*\*\* includes 1 partly paid-up shareholder who is not common with fully paid-up shareholders.

Based on the above result, I report that the Ordinary Resolution as set out in Item No. 3 of the AGM Notice has been passed with requisite majority.



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**Item No: 4: Ordinary Resolution**

To appoint Dr. Atchutuni Rao, who retires by rotation and being eligible, offers himself for re-appointment as a Director.

i) Details of Votes in favour and against the resolution:

	Remote e-voting before the AGM		E-voting at the AGM		Total		(%)
	No. of members voted	No. of votes casted	No. of members voted	No. of votes casted	No. of members	No. of votes casted	
Votes in favour of the resolution							100
Fully Paid-up	64	15707556	-	-	64	15707556	
Partly Paid-up**	37*	547772	-	-	37*	547772	
Votes against the resolution							0
Fully Paid-up	3	725	-	-	3	725	
Partly Paid-up**	0	0	-	-	0	0	
<b>Total</b>	<b>68***</b>	<b>16256053</b>	<b>-</b>	<b>-</b>	<b>68***</b>	<b>16256053</b>	<b>100</b>

ii) Details of Invalid and Abstained Votes:

Method of Voting	Invalid Votes		Abstained from Voting	
	No. of members	No. of votes casted	No. of members	No. of votes
Remote e-voting				
Fully Paid-up	-	-	-	-
Partly Paid-up	-	-	-	-
Voting at AGM				
Fully Paid-up	-	-	-	-
Partly Paid-up	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

\* these members are common with fully paid-up shareholders who have voted.

\*\* voting rights on partly paid-up shares have been taken in proportion to the amount paid-up thereon, i.e., @30% of number of votes.

\*\*\* includes 1 partly paid-up shareholder who is not common with fully paid-up shareholders.

Based on the above result, I report that the Ordinary Resolution as set out in Item No. 4 of the AGM Notice has been passed with requisite majority.



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**Item No: 5: Ordinary Resolution**

**To appoint Statutory Auditors of the Company from the conclusion of this AGM until the conclusion of Thirty Third AGM**

i) Details of Votes in favour and against the resolution:

	Remote e-voting before the AGM		E-voting at the AGM		Total		(%)
	No. of members voted	No. of votes casted	No. of members voted	No. of votes casted	No. of members	No. of votes casted	
Votes in favour of the resolution							100
Fully Paid-up	64	15707771	-	-	64	15707771	
Partly Paid-up**	37*	547769	-	-	37*	547769	
Votes against the resolution							0
Fully Paid-up	2	425	-	-	2	425	
Partly Paid-up**	0	0	-	-	0	0	
<b>Total</b>	<b>67***</b>	<b>16255965</b>	<b>-</b>	<b>-</b>	<b>67***</b>	<b>16255965</b>	<b>100</b>

ii) Details of Invalid and Abstained Votes:

Method of Voting	Invalid Votes		Abstained from Voting	
	No. of members	No. of votes casted	No. of members	No. of votes
Remote e-voting				
Fully Paid-up	-	-	1****	86****
Partly Paid-up	-	-	-	-
Voting at AGM				
Fully Paid-up	-	-	-	-
Partly Paid-up	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>1****</b>	<b>86****</b>

\* these members are common with fully paid-up shareholders who have voted.

\*\* voting rights on partly paid-up shares have been taken in proportion to the amount paid-up thereon, i.e., @30% of number of votes.

\*\*\* includes 1 partly paid-up shareholder who is not common with fully paid-up shareholders.

\*\*\*\* includes 1 partly paid-up shareholder who is common with fully paid-up shareholder.

Based on the above result, I report that the Ordinary Resolution as set out in Item No. 5 of the AGM Notice has been passed with requisite majority.





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**Special Business:**

**Item No: 6: Special Resolution**

**To appoint Dr. Atchutuni Rao (DIN: 07467414) as a Whole Time Director of the Company**

i) Details of Votes in favour and against the resolution:

	Remote e-voting before the AGM		E-voting at the AGM		Total		(%o)
	No. of members voted	No. of votes casted	No. of members voted	No. of votes casted	No. of members	No. of votes casted	
Votes in favour of the resolution							100
Fully Paid-up	63	15707471	-	-	63	15707471	
Partly Paid-up**	37*	547769	-	-	37*	547769	
Votes against the resolution							0
Fully Paid-up	3	725	-	-	3	725	
Partly Paid-up**	0	0	-	-	0	0	
<b>Total</b>	<b>67***</b>	<b>16255965</b>	-	-	<b>67***</b>	<b>16255965</b>	<b>100</b>

ii) Details of Invalid and Abstained Votes:

Method of Voting	Invalid Votes		Abstained from Voting	
	No. of members	No. of votes casted	No. of members	No. of votes
Remote e-voting				
Fully Paid-up	-	-	1****	86****
Partly Paid-up	-	-	-	-
Voting at AGM				
Fully Paid-up	-	-	-	-
Partly Paid-up	-	-	-	-
<b>Total</b>	-	-	<b>1****</b>	<b>86****</b>

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\*\* voting rights on partly paid-up shares have been taken in proportion to the amount paid-up thereon, i.e., @30% of number of votes.

\*\*\* includes 1 partly paid-up shareholder who is not common with fully paid-up shareholders.

\*\*\*\* includes 1 partly paid-up shareholder who is common with fully paid-up shareholder.

Based on the above result, I report that the Special Resolution as set out in Item No. 6 of the AGM Notice has been passed with requisite majority.



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**Item No: 7: Special Resolution**

**To approve the payment of remuneration to Non-Executive Directors**

i) Details of Votes in favour and against the resolution:

	Remote e-voting before the AGM		E-voting at the AGM		Total		(%)
	No. of members voted	No. of votes casted	No. of members voted	No. of votes casted	No. of members	No. of votes casted	
Votes in favour of the resolution							100
Fully Paid-up	62	15705681	-	-	62	15705681	
Partly Paid-up**	37*	547761	-	-	37*	547761	
Votes against the resolution							0
Fully Paid-up	3	2325	-	-	3	2325	
Partly Paid-up**	0	0	-	-	0	0	
<b>Total</b>	<b>66***</b>	<b>16255767</b>	<b>-</b>	<b>-</b>	<b>66***</b>	<b>16255767</b>	<b>100</b>

ii) Details of Invalid and Abstained Votes:

Method of Voting	Invalid Votes		Abstained from Voting	
	No. of members	No. of votes casted	No. of members	No. of votes
Remote e-voting				
Fully Paid-up	-	-	2****	311****
Partly Paid-up	-	-	-	-
Voting at AGM				
Fully Paid-up	-	-	-	-
Partly Paid-up	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>2****</b>	<b>311****</b>

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\*\* voting rights on partly paid-up shares have been taken in proportion to the amount paid-up thereon, i.e., @30% of number of votes.

\*\*\* includes 1 partly paid-up shareholder who is not common with fully paid-up shareholders.

\*\*\*\* includes 1 partly paid-up shareholder who is common with fully paid-up shareholder.

Based on the above result, I report that the Special Resolution as set out in Item No. 7 of the AGM Notice has been passed with requisite majority.



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**Item No: 8: Ordinary Resolution**

**To approve the remuneration of the Cost Auditors for the Financial Year ending March 31, 2022**

i) Details of Votes in favour and against the resolution:

	Remote e-voting before the AGM		E-voting at the AGM		Total		(%)
	No. of members voted	No. of votes casted	No. of members voted	No. of votes casted	No. of members	No. of votes casted	
Votes in favour of the resolution							100
Fully Paid-up	65	15707921	-	-	65	15707921	
Partly Paid-up**	37*	547769	-	-	37*	547769	
Votes against the resolution							0
Fully Paid-up	1	275	-	-	1	275	
Partly Paid-up**	0	0	-	-	0	0	
<b>Total</b>	<b>67***</b>	<b>16255965</b>	<b>-</b>	<b>-</b>	<b>67***</b>	<b>16255965</b>	<b>100</b>

ii) Details of Invalid and Abstained Votes:

Method of Voting	Invalid Votes		Abstained from Voting	
	No. of members	No. of votes casted	No. of members	No. of votes
Remote e-voting				
Fully Paid-up	-	-	1****	86****
Partly Paid-up	-	-	-	-
Voting at AGM				
Fully Paid-up	-	-	-	-
Partly Paid-up	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>1****</b>	<b>86****</b>

\* these members are common with fully paid-up shareholders who have voted.

\*\* voting rights on partly paid-up shares have been taken in proportion to the amount paid-up thereon, i.e., @30% of number of votes.

\*\*\* includes 1 partly paid-up shareholder who is not common with fully paid-up shareholders.

\*\*\*\* includes 1 partly paid-up shareholder who is common with fully paid-up shareholder.

Based on the above result, I report that the Ordinary Resolution as set out in Item No. 8 of the AGM Notice has been passed with requisite majority.



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**Company Secretaries**

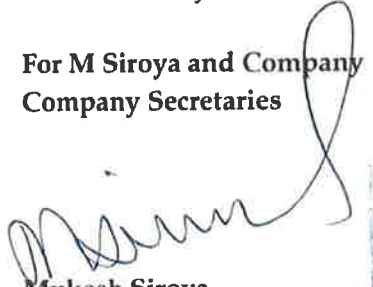
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The electronic data and all other relevant records relating to remote e-voting and e-voting during the AGM are under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking you,

Yours faithfully,

For M Siroya and Company  
Company Secretaries



Mukesh Siroya  
Proprietor  
Membership No. FCS 5682;  
CP No. 4157  
UDIN: F005682C001003943



Countersigned  
For Indofil Industries Limited



Devang Mehta  
Company Secretary  
(For and on behalf of the Chairman)

Place: Mumbai  
Date: September 24, 2021

Place: Mumbai  
Date: September 24, 2021