

CONSOLIDATED SCRUTINISER'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,
Indofil Industries Limited
Kalpataru Square, 4th Floor,
Off Andheri Kurla Road,
Andheri (east) Mumbai – 40005

Dear Ma'am,

Sub: Consolidated Scrutinizer's Report on remote e-voting and e-voting during the Annual General Meeting pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014 as amended by The Companies (Management and Administration) Amendment Rules, 2015 for the 29th Annual General Meeting of Indofil Industries Limited held on Tuesday, 27th September, 2022 at 11:00 A.M. (IST) through video conferencing ('VC')/other audio visual means ('OAVM').

- i) I, Bhumika Sidhpura proprietor of M/s. Bhumika & Co, Practicing Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of Indofil Industries Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of The Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting and e-voting during the Annual General Meeting ('AGM') in respect of the below mentioned resolutions proposed at the 29th Annual General Meeting of Indofil Industries Limited held on Tuesday, 27th September, 2022 at 11:00 A.M pm (IST) through VC / OAVM.
- ii) The notice dated 29th August, 2022 convening the 29th Annual General Meeting as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those shareholders whose email addresses were registered with the Company / Depositories, in compliance with the MCA Circular dated 05th May, 2020 read with circulars dated 08th April, 2020, 13th April, 2020, 13th January, 2021, 08th December, 2021, 05th May, 2022 (collectively referred to as "MCA Circulars").
- iii) The Company had availed the remote e-voting facility offered by National Securities Depository Limited (hereinafter referred to as "NSDL") for conducting remote e-voting by the Shareholders of the Company.



- iv) The voting period for remote e-voting commenced on Saturday, 24th September, 2022 at 9:00 a.m. (IST) and ended on Monday, 26th September, 2022 at 5:00 p.m. (IST). The NSDL remote e-voting platform was blocked thereafter.
- v) The Company had also provided e-voting facility to the shareholders present at the AGM held through VC / OAVM only to those members who had not cast their vote earlier during remote e-voting.
- vi) The shareholders of the Company holding shares as on the "cut-off" date of Tuesday, 20th September, 2022 were entitled to vote on the resolutions as contained in the Notice of the AGM.
- vii) After closure of e-voting during the AGM, the report on e-voting done during the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and were counted.
- viii) The paid-up capital of the Company consists of (i) 20662400 equity share of Rs. 10 each (fully paid up) and (ii) 2295822 equity shares 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 shares capital of the Company.
- ix) I have scrutinized and reviewed the remote e-voting and e-voting during the AGM and votes cast herein based on the data downloaded from the NSDL e-voting system.
- x) The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and e-voting during the AGM on the resolutions contained in the notice of the AGM.
- xi) My responsibility as scrutinizer for the remote e-voting and e-voting during the meeting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.
- xii) After conclusion of the AGM, the votes cast through remote e-voting and e-voting during the AGM were unblocked on 27th September, 2022 in presence of two witnesses, namely Mrs. Shilpa Jain and Ms. Riddhi Sidhpura, who were not in employment of the Company.
- xiii) I now submit my consolidated Report as under on the result of the remote e-voting and e-voting during the meeting in respect of the said resolutions.



Result of remote E- voting and voting at AGM of Indofil Industries Limited

ORDINARY BUSINESS:

Resolution 1: Ordinary Resolution

(a) The Audited Financial Statements of the Company for the Financial Year ended March 31, 2022 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, 2022 and the Report of Auditors thereon and in this regard to pass the following resolutions as Ordinary Resolutions:

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

| | Remote e-voting before AGM | | E-voting during the AGM | | Total | | % of total number of vote cast |
|--|----------------------------|--------------------|-------------------------|--------------------|----------------|--------------------|--------------------------------|
| | No. of members | No. of shares held | No. of members | No. of shares held | No. of members | No. of shares held | |
| Votes in Favour of the resolution | | | | | | | |
| Fully paid shares | 61 | 15703967 | - | - | 61 | 15703967 | 89.43 |
| Partly paid up shares** | 29* | 1856148 | - | - | 29* | 1856148 | 10.57 |
| Votes in against the resolution | | | | | | | |
| Fully paid shares | - | - | - | - | - | - | - |
| Partly paid up shares | - | - | - | - | - | - | - |
| Total | 65*** | 17560115 | - | - | 65*** | 17560115 | 100 |

| | Remote e-voting before AGM | | E-voting during the AGM | | Total | | % of total number of vote cast |
|----------------------------|----------------------------|--------------------|-------------------------|--------------------|----------------|--------------------|--------------------------------|
| | No. of members | No. of shares held | No. of members | No. of shares held | No. of members | No. of shares held | |
| Invalid votes | | | | | | | |
| Fully paid shares | 2 | 131225 | - | - | 2 | 131225 | 90.00 |
| Partly paid up shares | 2* | 14580 | - | - | 2* | 14580 | 10.00 |
| Abstain from voting | | | | | | | |
| Fully paid shares | - | - | - | - | - | - | - |
| Partly paid up shares | - | - | - | - | - | - | - |
| Total | 2 | 145805 | - | - | 2 | 145805 | 100 |



* 25 members are common with fully paid-up shareholders who are 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 4 partly paid-up shareholders who are 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.

Resolution 2: Ordinary Resolution

To declare a Dividend on Equity Shares for the Financial Year ended March 31, 2022.

| | Remote e-voting before AGM | | E-voting during the AGM | | Total | | % of total number of vote cast |
|---|----------------------------|--------------------|-------------------------|--------------------|----------------|--------------------|--------------------------------|
| | No. of members | No. of shares held | No. of members | No. of shares held | No. of members | No. of shares held | |
| Votes in Favor of the resolution | | | | | | | |
| Fully paid shares | 62 | 15704042 | - | - | 62 | 15704042 | 89.43 |
| Partly paid up shares** | 29* | 1856148 | - | - | 29* | 1856148 | 10.57 |
| Votes in against the resolution | | | | | | | |
| Fully paid shares | - | - | - | - | - | - | - |
| Partly paid up shares | - | - | - | - | - | - | - |
| Total | 66*** | 17560190 | | | 68*** | 17560190 | 100.00 |

| | Remote e-voting before AGM | | E-voting during the AGM | | Total | | % of total number of vote cast |
|----------------------------|----------------------------|--------------------|-------------------------|--------------------|----------------|--------------------|--------------------------------|
| | No. of members | No. of shares held | No. of members | No. of shares held | No. of members | No. of shares held | |
| Invalid votes | | | | | | | |
| Fully paid shares | 2 | 131225 | - | - | 2 | 131225 | 90.00 |
| Partly paid up shares | 2* | 14580 | - | - | 2* | 14580 | 10.00 |
| Abstain from voting | | | | | | | |
| Fully paid shares | - | - | - | - | - | - | - |
| Partly paid up shares | - | - | - | - | - | - | - |
| Total | 2 | 145805 | | | 2 | 145805 | 100.00 |



* 25 members are common with fully paid-up shareholders who are 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 4 partly paid-up shareholders who are not common with fully paid-up shareholders.

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.

Resolution No. 3 – Ordinary Resolution:

To appoint Ms. Charu Modi, who retires by rotation and being eligible, offers herself for re-appointment, as a Director.

| | Remote e-voting before AGM | | E-voting during the AGM | | Total | | % of total number of vote cast |
|--|----------------------------|--------------------|-------------------------|--------------------|----------------|--------------------|--------------------------------|
| | No. of members | No. of shares held | No. of members | No. of shares held | No. of members | No. of shares held | |
| Votes in Favour of the resolution | | | | | | | |
| Fully paid shares | 60 | 15703767 | - | - | 60 | 15703767 | 89.43 |
| Partly paid up shares** | 29* | 1856148 | - | - | 29* | 1856148 | 10.57 |
| Votes in against the resolution | | | | | | | |
| Fully paid shares | 1 | 200 | - | - | 1 | 200 | 0.00 |
| Partly paid up shares | - | - | - | - | - | - | - |
| Total | 64*** | 17559915 | - | - | 64*** | 17559915 | 100.00 |

| | Remote e-voting before AGM | | E-voting during the AGM | | Total | | % of total number of vote cast |
|----------------------------|----------------------------|--------------------|-------------------------|--------------------|----------------|--------------------|--------------------------------|
| | No. of members | No. of shares held | No. of members | No. of shares held | No. of members | No. of shares held | |
| Invalid votes | | | | | | | |
| Fully paid shares | 2 | 131225 | - | - | 2 | 131225 | 90.00 |
| Partly paid up shares | 2* | 14580 | - | - | 2* | 14580 | 10.00 |
| Abstain from voting | | | | | | | |
| Fully paid shares | - | - | - | - | - | - | |
| Partly paid up shares | - | - | - | - | - | - | |
| Total | 2 | 145805 | - | - | 2 | 145805 | 100.00 |



* 25 members are common with fully paid-up shareholders who are 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 4 partly paid-up shareholders who are 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.

Resolution No. 4 – Ordinary Resolution:

To appoint Ms. Aliya Modi, who retires by rotation and being eligible, offers herself for re-appointment as a Director.

| | Remote e-voting before AGM | | E-voting during the AGM | | Total | | % of total number of vote cast |
|--|----------------------------|--------------------|-------------------------|--------------------|----------------|--------------------|--------------------------------|
| | No. of members | No. of shares held | No. of members | No. of shares held | No. of members | No. of shares held | |
| Votes in Favour of the resolution | | | | | | | |
| Fully paid shares | 60 | 15703767 | - | - | 60 | 15703767 | 89.43 |
| Partly paid up shares** | 29* | 1856148 | - | - | 29* | 1856148 | 10.57 |
| Votes in against the resolution | | | | | | | |
| Fully paid shares | 1 | 200 | - | - | 1 | 200 | 0.00 |
| Partly paid up shares | - | - | - | - | - | - | - |
| Total | 64*** | 17559915 | - | - | 64*** | 17559915 | 100.00 |

| | Remote e-voting before AGM | | E-voting during the AGM | | Total | | % of total number of vote cast |
|----------------------------|----------------------------|--------------------|-------------------------|--------------------|----------------|--------------------|--------------------------------|
| | No. of members | No. of shares held | No. of members | No. of shares held | No. of members | No. of shares held | |
| Invalid votes | | | | | | | |
| Fully paid shares | 2 | 131225 | - | - | 2 | 131225 | 90.000 |
| Partly paid up shares | 2* | 14580 | - | - | 2* | 14580 | 10.000 |
| Abstain from voting | | | | | | | |
| Fully paid shares | - | - | - | - | - | - | |
| Partly paid up shares | - | - | - | - | - | - | |
| Total | 2 | 145805 | - | - | 2 | 145805 | 100.000 |



* 25 members are common with fully paid-up shareholders who are 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 4 partly paid-up shareholders who are not common with fully paid-up shareholders.

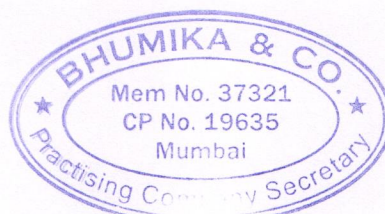
Based on the above result, I report that the ordinary resolution as set out in item no. 4 of the AGM. Notice has been passed with requisite majority.

Resolution No. 5 – Ordinary Resolution:

To approve the remuneration of the Cost Auditors for the Financial Year ending March 31, 2023

| | Remote e-voting before AGM | | E-voting during the AGM | | Total | | % of total number of vote cast |
|---|----------------------------|--------------------|-------------------------|--------------------|----------------|--------------------|--------------------------------|
| | No. of members | No. of shares held | No. of members | No. of shares held | No. of members | No. of shares held | |
| Votes in Favor of the resolution | | | | | | | |
| Fully paid shares | 61 | 15703967 | - | - | 61 | 15703967 | 89.43 |
| Partly paid up shares** | 29* | 1856148 | - | - | 29* | 1856148 | 10.57 |
| Votes in against the resolution | | | | | | | |
| Fully paid shares | - | - | - | - | | | |
| Partly paid up shares | - | - | - | - | | | |
| Total | 65*** | 17560115 | - | - | 65*** | 17560115 | 100.00 |

| | Remote e-voting before AGM | | E-voting during the AGM | | Total | | % of total number of vote cast |
|----------------------------|----------------------------|--------------------|-------------------------|--------------------|----------------|--------------------|--------------------------------|
| | No. of members | No. of shares held | No. of members | No. of shares held | No. of members | No. of shares held | |
| Invalid votes | | | | | | | |
| Fully paid shares | 2 | 131225 | - | - | 2 | 131225 | 90.00 |
| Partly paid up shares | 2* | 14580 | - | - | 2* | 14580 | 10.00 |
| Abstain from voting | | | | | | | |
| Fully paid shares | - | - | - | - | - | - | - |
| Partly paid up shares | - | - | - | - | - | - | - |
| Total | 2 | 145805 | - | - | 2 | 145805 | 100 |



* 25 members are common with fully paid-up shareholders who are 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 4 partly paid-up shareholders who are not common with fully paid-up shareholders.

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.

Resolution No. 6 – Special Resolution:

To approve the payment of remuneration to Non-Executive Directors

| | Remote e-voting before AGM | | E-voting during the AGM | | Total | | % of total number of vote cast |
|---|----------------------------|--------------------|-------------------------|--------------------|----------------|--------------------|--------------------------------|
| | No. of members | No. of shares held | No. of members | No. of shares held | No. of members | No. of shares held | |
| Votes in Favor of the resolution | | | | | | | |
| Fully paid shares | 60 | 15703767 | - | - | 60 | 15703767 | 89.43 |
| Partly paid up shares** | 29* | 1856148 | - | - | 29* | 1856148 | 10.57 |
| Votes in against the resolution | | | | | | | |
| Fully paid shares | 1 | 200 | - | - | 1 | 200 | 0.00 |
| Partly paid up shares | - | - | - | - | - | - | - |
| Total | 64*** | 17559915 | | | 64*** | 17559915 | 100.00 |

| | Remote e-voting before AGM | | E-voting during the AGM | | Total | | % of total number of vote cast |
|----------------------------|----------------------------|--------------------|-------------------------|--------------------|----------------|--------------------|--------------------------------|
| | No. of members | No. of shares held | No. of members | No. of shares held | No. of members | No. of shares held | |
| Invalid votes | | | | | | | |
| Fully paid shares | 2 | 131225 | - | - | 2 | 131225 | 90.000 |
| Partly paid up shares | 2* | 14580 | - | - | 2* | 14580 | 10.000 |
| Abstain from voting | | | | | | | |
| Fully paid shares | - | - | - | - | - | - | - |
| Partly paid up shares | - | - | - | - | - | - | - |
| Total | 2 | 145805 | | | 2 | 145805 | 100 |



- * 25 members are common with fully paid-up shareholders who are 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 4 partly paid-up shareholders who are not common with fully paid-up shareholders.

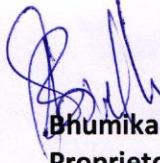

Based on the above result, I report that the ordinary resolution as set out in item no. 6 of the AGM. Notice has been passed with requisite majority.

All the Resolutions mentioned in Notice of Annual General Meeting as per the details given above stand passed unanimously under Remote e-voting and e-voting conducted during the Annual General Meeting and hence deemed to be passed on the date of the Annual General Meeting.

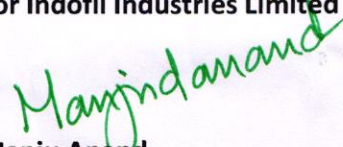
I hereby confirm that I am maintaining the registers received from the NSDL electronically, in respect of the votes cast through Remote e-voting and e-voting conducted during the AGM by the members of the Company.

Thanking You
Yours faithfully

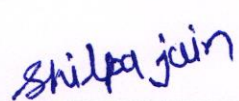
For Bhumika & Co
(Practising Company Secretary)



Bhumika Sidhpura
Proprietor
ACS No.: A37321 CP No.: 19635
Peer Review Cert. No.: 1272/2021
UDIN: A037321D001105619


Countersigned
For Indofil Industries Limited


Manju Anand
Company Secretary
(For and on behalf of the Chairman)

In presence of witness:



(Shilpa Jain)



(Riddhi Sidhpura)

Place: Mumbai
Date: 30th September, 2022