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# 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, 4<sup>th</sup> 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 30<sup>th</sup> 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 30<sup>th</sup> Annual General Meeting of Indofil Industries Limited held on Wednesday, 27<sup>th</sup> September, 2023 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 30<sup>th</sup> Annual General Meeting of Indofil Industries Limited held on Wednesday, 27<sup>th</sup> September, 2023 at 11:00 A.M. (IST) through VC / OAVM.
  - ii) The notice dated 29<sup>th</sup> August, 2023 convening the 30<sup>th</sup> 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 05<sup>th</sup> May, 2020 read with circulars dated 08<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020, 13<sup>th</sup> January, 2021, 08<sup>th</sup> December, 2021, 05<sup>th</sup> May, 2022, 28<sup>th</sup> December, 2022, 25<sup>th</sup> September, 2023 (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, 24<sup>th</sup> September, 2023 at 9:00 a.m. (IST) and ended on Monday, 26<sup>th</sup> September, 2023 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 Wednesday, 20<sup>th</sup> September, 2023 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 27<sup>th</sup> September, 2023 in presence of two witnesses, namely Mr. Prabhat Gaikar and Ms. Mokshita Shah, 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 evoting during the meeting in respect of the said resolutions.

Based on the above result, I report that there were 5 (five) ordinary resolutions and 2(two) special resolutions) as set out in the Notice of AGM dated 29<sup>th</sup> August, 2023 and passed with requisite majority.

All the Resolutions mentioned in Notice of 30<sup>th</sup> Annual General Meeting of the Company 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: A037321E001129676

Place: Mumbai Date: 29<sup>th</sup> September, 2023

# **Consolidated Voting Results**

#### **ORDINARY BUSINESS:**

## **Resolution 1: Ordinary Resolution**

(a) The Audited Financial Statements of the Company for the Financial Year ended March 31, 2023 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, 2023 and the Report of Auditors thereon and in this regard to pass the following resolutions as Ordinary Resolutions:

	Remote before AGI	e-voting VI	E-voting the AGM	during	Total		% of total number
	No. of members	No. of shares held	No. of members	No. of shares held	No. of members	No. of shares held	of vote cast
Votes in Favour of the resolution							
Fully paid shares	32	15856055	-	-	32	15856055	07.79
Partly paid up shares**	38*	1877252	-	-	38	1877252	92.76
Votes in against the resolution							
Fully paid shares	-	-	-	-	-	-	-
Partly paid up shares	-	-	-	-	-	-	-
Total	70***	17733307	-	-	70	17733307	100

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

	Remote e-v AGM	oting before	E-voting c AGM	luring the	Total	% of total number	
	No. of members	No. of shares held	No. of members	No. of shares held	No. of membe rs	No. of shares held	of vote cast
Invalid votes							
Fully paid shares	-	-	-	-	-	-	-
Partly paid up shares	-	-	-	-	-	-	-

Abstain from voting							
Fully paid shares	-	-	-	-	-	-	-
Partly paid up shares	-	-	-	-	-	-	-
Total		-	-	-	-	-	-

\* 34 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, 2023.

	Remote before AGN	e-voting 1	E-voting d AGM	uring the	Total		% of total
	No. of members	No. of shares held	No. of members	No. of shares held	No. of members	No. of shares held	number of vote cast
Votes in Favor of the resolution						·	
Fully paid shares	32	15856055	-	-	32	15856055	07.79
Partly paid up shares**	38*	1877252	-	-	38	1877252	92.76
Votes in against the resolution							
Fully paid shares	-	-	-	-	-	-	-
Partly paid up shares	-	-	-	-	-	-	-
Total	70***	17733307	-	-	70	17733307	100

	_		E-voting d AGM	luring the	Total		% of total number
	No. of members	No. of shares held	No. of members	No. of shares held	No. of members	No. of shares held	of vote cast
Invalid votes				-			
Fully paid shares	-	-	-	-	-	-	-
Partly paid up shares	-	-	-	-	-	-	-
Abstain from voting							
Fully paid shares	-	-	-	-	-	-	-
Partly paid up shares	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-

\* 34 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 Mr. Samir Modi, who retires by rotation and being eligible, offers himself for reappointment, as a Director and in this regard, pass the following resolution as an Ordinary Resolution:

	Remote before AG	e-voting VI	E-voting dur	ing the AGM	Total		% of total
	No. of members	No. of shares held	No. of members	No. of shares held	No. of members	No. of shares held	number of vote cast
Votes in Favour of the resolution							
Fully paid shares	31	15856045	-	-	31	15856045	89.41
Partly paid up shares**	38*	1877252	-	-	38*	1877252	10.51
Votes in against the resolution							
Fully paid shares	1	10	-	-	1	10	0.00
Partly paid up shares	-	-	-	-	-	-	-
Total	69**	17733297	-	-	69**	17733297	100

	Remote before AG	e-voting M	E-voting d AGM	uring the	Total		% of total
	No. of members	No. of shares held	No. of members	No. of shares held	No. of members	No. of shares held	number of vote cast
Invalid votes				-			
Fully paid shares	-	-	-	-	-	-	-
Partly paid up shares	-	-	-	-	-	-	-
Abstain from voting							
Fully paid shares	-	-	-	-	-	-	-
Partly paid up shares	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-

\* 34 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 Dr. Atchutuni Rao, who retires by rotation and being eligible, offers himself for reappointment as a Director and in this regard, pass the following resolution as an Ordinary Resolution:

	Remote before AGI	Remotee-votingEbefore AGMA		uring the	Total		% of total
	No. of members	No. of shares held	No. of members	No. of shares held	No. of members	No. of shares held	number of vote cast
Votes in Favour of the resolution							
Fully paid shares	32	15856055	-	-	32	15856055	07.79
Partly paid up shares**	38*	1877252	-	-	38	1877252	92.76
Votes in against the resolution							
Fully paid shares	-	-	-	-	-	-	-
Partly paid up shares	-	-	-	-	-	-	-
Total	70***	17733307	-	-	70	17733307	100

	Remote before AG	e-voting M	E-voting d AGM	uring the	Total		% of total
	No. of members	No. of shares held	No. of members	No. of shares held	No. of members	No. of shares held	number of vote cast
Invalid				-			
votes							
Fully paid							
shares	-	-	-	-	-	-	-
Partly paid							
up shares	-	-	-	-	-	-	-
Abstain							
from voting							
Fully paid							
shares	-	-	-	-	-	-	-
Partly paid							
up shares	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-

\*\* 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.

## <u>Resolution No. 5 – Special Resolution:</u>

To consider change in designation of Dr. Atchutuni Rao, as Director and to pass following resolution as Special Resolution:

	Remote before AG	e-voting M	E-voting AGM	during the	Total	% of total number of vote cast	
	No. of members	No. of shares held	No. of members	No. of shares held	No. of members held		
Votes in Favor of the resolution							
Fully paid shares	31	15856045	-	-	31	15856045	89.41
Partly paid up shares**	38*	1877252	-	-	38*	1877252	10.51
Votes in against the resolution							
Fully paid shares	1	10	-	-	1	10	0.00
Partly paid up shares	-	-	-	-	-	-	-
Total	69**	17733297	-	-	69**	17733297	100

	Remote e AGM	-voting before	E-voting of AGM	luring the	Total		% of total
	No. of members	No. of shares held	No. of members	No. of shares held	No. of members	No. of shares held	number of vote cast
Invalid votes							
Fully paid shares	-	-	-	-	-	-	-
Partly paid up shares	-	-	-	-	-	-	-
Abstain from voting							
Fully paid shares	-	-	-	-	-	-	-
Partly paid up shares	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-

\*\* 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 special 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 and in its regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

		Remote e-voting before AGM		uring the	Total	% of total	
	No. of memb ers	No. of shares held	No. of members	No. of shares held	No. of members	No. of shares held	number of vote cast
Votes in Favor of the resolution							
Fully paid shares	32	15856055	-	-	32	15856055	07.79
Partly paid up shares**	38*	1877252	-	-	38	1877252	92.76
Votes in against the resolution							
Fully paid shares	-	-	-	-	-	-	-
Partly paid up shares	-	-	-	-	-	-	-
Total	70***	17733307	-	-	70	17733307	100

	Remote e-voting before AGM		E-voting during the AGM		Total		% of total
	No. of membe rs	No. of shares held	No. of mem bers	No. of shares held	No. of members	No. of shares held	of vote cast
Invalid votes							
Fully paid shares	-	-	-	-	-	-	-
Partly paid up shares	-	-	-	-	-	-	-
Abstain from voting							
Fully paid shares	-	-	-	-	-	-	-
Partly paid up shares	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-

\*\* 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 Special resolution as set out in item no. 6 of the AGM. Notice has been passed with requisite majority.

# Resolution No. 7 – Ordinary Resolution:

To approve the remuneration of the Cost Auditors for the Financial Year ending March 31, 2023 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following as an Ordinary Resolution:

	Remote e-voting before AGM		E-voting during the AGM		Total		% of total
	No. of members	No. of shares held	No. of members	No. of shares held	No. of members	No. of shares held	number of vote cast
Votes in Favor of the resolution							
Fully paid shares	32	15856055	-	-	32	15856055	07.79
Partly paid up shares**	38*	1877252	-	-	38	1877252	92.76
Votes in against the resolution							
Fully paid shares	-	-	-	-	-	-	-
Partly paid up shares	-	-	-	-	-	-	-
Total	70***	17733307	-	-	70	17733307	100

	Remote e-voting before AGM		E-voting during the AGM		Total		% of total number
	No. of members	No. of shares held	No. of mem bers	No. of shares held	No. of members	No. of shares held	of vote cast
Invalid votes							
Fully paid shares	-	-	-	-	-	-	-
Partly paid up shares	-	-	-	-	-	-	-
Abstain from voting			•				
Fully paid shares	-	-	-	-	-	-	-
Partly paid up shares	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-

\*\* 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. 7 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 with requisite majority under Remote e-voting/e-voting conducted during the Annual General Meeting and hence deemed to be passed on the date of the 30<sup>th</sup> 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 Countersigned For Indofil Industries Limited

Bhumika Sidhpura Proprietor ACS No.: A37321 CP No.: 19635

Peer Review Cert. No.: 1272/2021 UDIN: A037321E001129676

Place: Mumbai Date: 29<sup>th</sup> September, 2023 Jayni Gada Company Secretary On behalf of Chairperson of the Company