

CONSOLIDATED SCRUTINISER'S REPORT

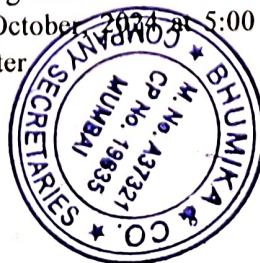
[Pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies
(Management and Administration) Rules, 2014]

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 31st 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 31st Annual General Meeting of Indofil Industries Limited held on Monday, 14th October, 2024 at 11:14 A.M. (IST) through video conferencing ('VC')/other audio visual means ('OAVM').

- i) I, Bhumika Shah 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 31st Annual General Meeting of Indofil Industries Limited held on **Monday, 14th October, 2024 at 11:14 A.M. (IST) through VC / OAVM.**
- ii) The notice dated 20th September, 2024 convening the 31st 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, 28th December, 2022, 25th 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 Friday, 11th October, 2024 at 9:00 a.m. (IST) and ended on Sunday, 13th October, 2024 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 Monday, 07th October, 2024 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) 2,26,32,588 equity share of Rs. 10 each (fully paid up) and (ii) 3,25,634 equity shares Rs. 10 each on which Rs. 3 is paid up. The total paid up capital of the company is Rs. 22,73,02,782. 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 14th October, 2024 in presence of two witnesses, namely Ms. Shivani Sanghavi and Ms. Hetvi 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 e-voting during the meeting in respect of the said resolutions.



Shivani Sanghavi



Hetvi Shah

Based on the above result, I report that there were 6 (six) ordinary resolutions and 3 (three) special resolutions) as set out in the Notice of AGM dated 20th September, 2024 and passed with requisite majority.



CS BHUMIKA & CO.
Company Secretaries

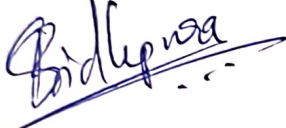
Block No.2, Parekh Nagar, Near BMC
Hospital, Kandivali West S.V Road
Mumbai 400067
Email Id: Dhumika.sidhpura@gmail.com
Csbhumikaco@gmail.com
Mobile No.: 9820030491
9324881963

All the Resolutions mentioned in Notice of 31st 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 Shah
Proprietor
ACS No: A37321 CP No: 19635
Peer Review Cert. No.: 1272/2021
UDIN: A037321F001576573

Place: Mumbai
Date: 16th October, 2024



Consolidated Voting Results

ORDINARY BUSINESS:

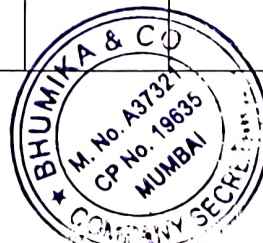
Resolution 1: Ordinary Resolution

- (a) The Audited Financial Statements of the Company for the Financial Year ended March 31, 2024 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, 2024 and the Report of Auditors thereon and in this regard to pass the following resolutions as Ordinary Resolutions:

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	38	17513287	-	-	38	17513287	99.99
Partly paid up shares**	2*	26	-	-	2	26	0.01
Votes in against the resolution							
Fully paid shares	-	-	-	-	-	-	-
Partly paid up shares	-	-	-	-	-	-	-
Total	40	17513313	-	-	40	17513313	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	-	-	-	-	-	-	-
Partly paid up shares	-	-	-	-	-	-	-



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

* 2 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.

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, 2024 and in this regard, pass the following resolution as an Ordinary 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 Favor of the resolution							
Fully paid shares	38	17513287	-	-	38	17513287	99.99
Partly paid up shares**	2*	26	-	-	2	26	0.01
Votes in against the resolution							
Fully paid shares	-	-	-	-	-	-	-
Partly paid up shares	-	-	-	-	-	-	-
Total	40	17513313	-	-	40	17513313	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	-	-	-	-	-	-	-
Partly paid up shares	-	-	-	-	-	-	-
Abstain from voting							
Fully paid shares	-	-	-	-	-	-	-
Partly paid up shares	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-

* 2 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.

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:

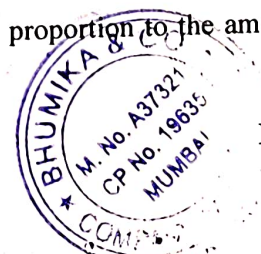
To appoint Ms. Aliya Modi, who retires by rotation and being eligible, offers herself for re-appointment, as a Director and in this regard, pass the following resolution as an Ordinary Resolution:

	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	34	17512566	-	-	34	17512566	99.998
Partly paid up shares**	2*	26	-	-	2*	26	0
Votes in against the resolution							
Fully paid shares	4	721	-	-	4	721	0.002
Partly paid up shares	-	-	-	-	-	-	-
Total	40	17513313	-	-	40	17513313	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	-	-	-	-	-	-	-
Partly paid up shares	-	-	-	-	-	-	-
Abstain from voting							
Fully paid shares	-	-	-	-	-	-	-
Partly paid up shares	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-

* 2 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.



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.

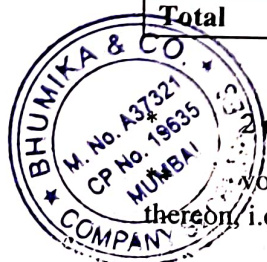
Resolution No. 4 – Ordinary Resolution:

To appoint Mr. Ramakrishnan SRG as the Executive Director and Occupier of the company and in this regard, pass following resolution as an Ordinary 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	36	17513016	-	-	36	17513016	99.998
Partly paid up shares**	2*	26	-	-	2	26	0
Votes in against the resolution							
Fully paid shares	2	271	-	-	2	271	0.002
Partly paid up shares	-	-	-	-	-	-	-
Total	40	17513313	-	-	40	17513313	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	-	-	-	-	-	-	-
Partly paid up shares	-	-	-	-	-	-	-
Abstain from voting							
Fully paid shares	-	-	-	-	-	-	-
Partly paid up shares	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-

2 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.



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:

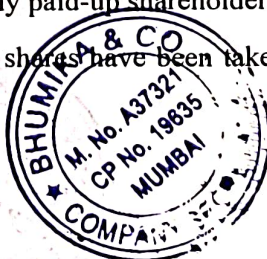
To appoint Mr. Ashwini Mehra as the Independent Director of the company and in this regard, pass following resolution as an Ordinary Resolution:

	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 Favor of the resolution							
Fully paid shares	36	17513037	-	-	36	17513037	99.998
Partly paid up shares**	2*	26	-	-	2	26	0
Votes in against the resolution							
Fully paid shares	2	250	-	-	2	250	0.002
Partly paid up shares	-	-	-	-	-	-	-
Total	40	17513313	-	-	40	17513313	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	-	-	-	-	-	-	-
Partly paid up shares	-	-	-	-	-	-	-
Abstain from voting							
Fully paid shares	-	-	-	-	-	-	-
Partly paid up shares	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-

* 2 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.



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 – Ordinary Resolution:

To appoint Mr. Vasu Ariya as the Director of the company and in this regard, pass following resolution as an Ordinary 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 Favor of the resolution							
Fully paid shares	36	17513016	-	-	36	17513016	99.998
Partly paid up shares**	2*	26	-	-	2	26	0
Votes in against the resolution							
Fully paid shares	2	271	-	-	2	271	0.002
Partly paid up shares	-	-	-	-	-	-	-
Total	40	17513313	-	-	40	17513313	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	-	-	-	-	-	-	-
Partly paid up shares	-	-	-	-	-	-	-
Abstain from voting							
Fully paid shares	-	-	-	-	-	-	-
Partly paid up shares	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-

* 2 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.



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 – Special Resolution:

To consider re-appointment of Dr. (Mrs) Bina Modi as the Managing Director and to pass following resolution as Special 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 Favor of the resolution							
Fully paid shares	35	17512716	-	-	35	17512716	99.998
Partly paid up shares**	2*	26	-	-	2	26	0
Votes in against the resolution							
Fully paid shares	3	571	-	-	3	571	0.002
Partly paid up shares	-	-	-	-	-	-	-
Total	40	17513313	-	-	40	17513313	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	-	-	-	-	-	-	-
Partly paid up shares	-	-	-	-	-	-	-
Abstain from voting							
Fully paid shares	-	-	-	-	-	-	-
Partly paid up shares	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-

* 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.



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

Resolution No. 8 – Special Resolution:

To approve to pay Ms. Charu Modi, Non-Executive Director remuneration as per section 198 of Companies Act 2013 for the FY 24-25 and to pass through Special 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 Favor of the resolution							
Fully paid shares	34	17512566	-	-	34	17512566	99.99
Partly paid up shares**	2*	26	-	-	2	26	0
Votes in against the resolution							
Fully paid shares	4	721	-	-	4	721	0.01
Partly paid up shares	-	-	-	-	-	-	-
Total	40	17513313	-	-	40	17513313	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	-	-	-	-	-	-	-
Partly paid up shares	-	-	-	-	-	-	-
Abstain from voting							
Fully paid shares	-	-	-	-	-	-	-
Partly paid up shares	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-

2 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.



Based on the above result, I report that the Special resolution as set out in item no. 8 of the AGM. Notice has been passed with requisite majority

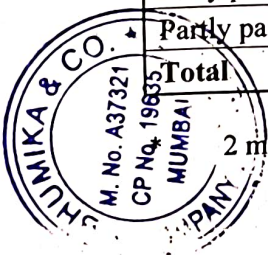
Resolution No. 9 – Ordinary Resolution:

To approve the remuneration of the Cost Auditors for the Financial Year ending March 31, 2025 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 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	38	17513287	-	-	38	17513287	99.99
Partly paid up shares**	2*	26	-	-	2	26	0.01
Votes in against the resolution							
Fully paid shares	-	-	-	-	-	-	-
Partly paid up shares	-	-	-	-	-	-	-
Total	40	17513313	-	-	40	17513313	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	-	-	-	-	-	-	-
Partly paid up shares	-	-	-	-	-	-	-
Abstain from voting							
Fully paid shares	-	-	-	-	-	-	-
Partly paid up shares	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-

* 2 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.

Based on the above result, I report that the Ordinary resolution as set out in item no. 9 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 31st 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 Shah
Proprietor
ACS No.: A37321 CP No.: 19635



Countersigned
For Indofil Industries Limited


Jayni Gada
Company Secretary
On behalf of Chairperson of the Company



Peer Review Cert. No.: 1272/2021
UDIN: A037321F001576573

Place: Mumbai
Date: 16th October, 2024

