

Date: 16/02/2024

To
Department of Corporate Services,
BSE Limited,
P. J. Tower, Dalal Street,
Mumbai - 400001.

Scrip Code: 526445

Dear Sir/ Madam,

Sub: Submission of Voting Results for Postal Ballot along with the Scrutinizer's Report pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Further to our intimation letter dated 15th January, 2024 regarding dispatch of Postal Ballot Notice dated 10th January, 2024 for obtaining approval of the shareholders by means of passing necessary special resolution(s), as given herein below:-

1. To consider and to grant approval to increase authorised share capital of the Company and consequential amendment of the Capital Clause in the Memorandum of Association of the Company pursuant to Section 13, 61 and 64 of the Companies Act, 2013
2. To consider and to grant approval to amend the articles of association of the Company pursuant to Section 14 of the Companies Act, 2013
3. To consider and approve an amendment in the terms and conditions of existing unsecured loan arrangements availed from Mr. Kasiraman Sayee Sundar (DIN: 01295584), Managing Director, to include an option to convert whole or part of the outstanding unsecured loan into equity shares of the Company
4. To consider and approve an amendment in the terms and conditions of existing unsecured loan arrangements availed from M/s. Bougainvillea Investments Private Limited (CIN: U74110TN2011PTC082575), to include an option to convert whole or part of the outstanding unsecured loan into equity shares of the Company
5. To consider and approve an amendment in the terms and conditions of existing unsecured loan arrangements availed from Mr. Swaminathan (DIN: 02481041), Whole-time Director, to include an option to convert whole or part of the outstanding unsecured loan into equity shares of the Company

We would like to inform that the Postal Ballot process (through remote e-voting) was concluded on Wednesday, 14th February, 2024 at 05:00 PM (IST). In this connection, we enclose herewith the following:

1. Declaration of voting results of the Postal Ballot conducted through remote e-voting means dated 16th February, 2024;
2. Scrutinizer's Report dated 15th February, 2024;

The postal ballot voting results along with the Scrutinizer's Report dated 15th February, 2024 would be placed on the website of the Company (www.indrayani.com) and on the website of Link Intime India Private Limited (LIPL), the e-voting agency (<https://instavote.linkintime.co.in>).

Kindly take the same on record.

Thanking you,
For Indrayani Biotech Limited

V Santhanakrishnan
Company Secretary & Compliance Officer
ICSI Membership No.: A54146

**Declaration of results of the voting on resolution(s) set out in the
Postal Ballot Notice dated 10th January, 2024**

Pursuant to Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended) and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the relevant circular(s) issued by the Ministry of Corporate Affairs, Government of India from time to time ("MCA Circulars"), the approval of the members of the Company was sought for passing the Special Resolution(s) set out in the Postal Ballot Notice dated 10th January, 2024 by means of voting through electronic means (remote e-voting) only.

Postal Ballot Notice containing the resolution(s) together with the statement setting out the material facts concerning the resolution(s) set out in the said Postal Ballot Notice were sent to all the members, whose names appeared in the Register of Members / List of Beneficiaries as on Friday, 12th January, 2024 ("cut-off date") through e-mail and in accordance with the aforesaid MCA circulars, the Company had provided its members the facility to vote through remote electronic voting only. The remote e-voting period commenced on Tuesday, 16th January, 2024 at 09:00 AM (IST) and the last date for receipt of voting through electronic means was Wednesday, 14th February, 2024 at 05:00 PM (IST). The Board of Directors, at their meeting held on 10th January, 2024, had appointed KRA & Associates (ICSI Peer Review No.1847/2022), Practicing Company Secretaries, Chennai, as Scrutinizer to conduct the postal ballot voting through remote electronic voting means in a fair and transparent manner and for the purpose of ascertaining the requisite majority.

Accordingly, the Scrutinizer has submitted their report on postal ballot (remote e-voting) and based on their report, it is hereby declared that the Special Resolution(s) set out in the Postal Ballot Notice dated 10th January, 2024 have been duly passed by the members of the Company with requisite majority under Section 13, 14 and 62(3) of the Companies Act, 2013. The below Special Resolution(s) shall be deemed to have been duly passed at the duly convened General Meeting of the Company on Wednesday, 14th February, 2024, being the last date specified by the Company for receiving the votes under the Postal Ballot process. A copy of the report of the Scrutinizer dated 15th February, 2024 is attached hereto.

The details of the votes cast on the Resolution(s) passed through the Postal Ballot process are given hereunder:

1	Date of declaration of Postal Ballot Voting Results	Friday, 16 th February, 2024
2	Total number of members as on Cut-off date for Ascertaining the list of shareholders to whom the notice of Postal Ballot was sent and also for reckoning voting rights	23,362 shareholders (as on 12 th January, 2024)
3	No. of shareholders in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable
3	No. of shareholders in the meeting either in person or through video conferencing: Promoters and Promoter Group: Public:	Not Applicable

Indrayani Biotech Limited								
Resolution Required : (Special)			1 - To consider and approve to increase authorised share capital of the Company and consequential amendment of the Capital Clause in the Memorandum of Association of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=([2]/[1])*100$	[4]	[5]	$[6]=([4]/[2])*100$	$[7]=([5]/[2])*100$
Promoter and Promoter Group	E-Voting	15314070	10414070	68.0033	10414070	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		10414070	68.0033	10414070	0	100.0000	0.0000
Public Institutions	E-Voting	3422485	3422485	100.0000	3422485	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3422485	100.0000	3422485	0	100.0000	0.0000
Public Non Institutions	E-Voting	15490637	1065270	6.8769	1065270	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1065270	6.8769	1065270	0	100.0000	0.0000
Total		34227192	14901825	43.5380	14901825	0	100.0000	0.0000

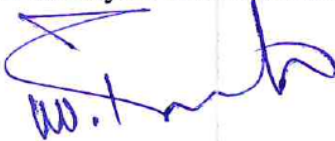
Indrayani Biotech Limited								
Resolution Required : (Special)			2 - To consider and approve to amend the Articles of Association of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes - in favour [4]	No. of Votes - Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	15314070	10414070	68.0033	10414070	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		10414070	68.0033	10414070	0	100.0000	0.0000
Public Institutions	E-Voting	3422485	3422485	100.0000	3422485	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3422485	100.0000	3422485	0	100.0000	0.0000
Public Non Institutions	E-Voting	15490637	1065270	6.8769	1065270	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1065270	6.8769	1065270	0	100.0000	0.0000
Total		34227192	14901825	43.5380	14901825	0	100.0000	0.0000

Indrayani Biotech Limited								
Resolution Required : (Special)			3 - To consider and approve an amendment in the terms and conditions of existing unsecured loan arrangements availed from Mr. Kasiraman Sayee Sundar (DIN: 01295584), Managing Director, to include an option to convert whole or part of the outstanding unsecured loan into equity shares of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes - in favour [4]	No. of Votes - Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	15314070	7782501	50.8193	7782501	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		7782501	50.8193	7782501	0	100.0000	0.0000
Public Institutions	E-Voting	3422485	3422485	100.0000	3422485	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3422485	100.0000	3422485	0	100.0000	0.0000
Public Non Institutions	E-Voting	15490637	1051270	6.7865	1051270	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1051270	6.7865	1051270	0	100.0000	0.0000
Total		34227192	12256256	35.8085	12256256	0	100.0000	0.0000

Indrayani Biotech Limited								
Resolution Required : (Special)			4 - To consider and approve an amendment in the terms and conditions of existing unsecured loan arrangements availed from M/s. Bougainvillea Investments Private Limited, to include an option to convert whole or part of the outstanding unsecured loan into equity shares of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held [1]	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	15314070	10414070	68.0033	10414070	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		10414070	68.0033	10414070	0	100.0000	0.0000
Public Institutions	E-Voting	3422485	3422485	100.0000	3422485	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3422485	100.0000	3422485	0	100.0000	0.0000
Public Non Institutions	E-Voting	15490637	1065270	6.8769	1065270	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1065270	6.8769	1065270	0	100.0000	0.0000
Total		34227192	14901825	43.5380	14901825	0	100.0000	0.0000

Indrayani Biotech Limited								
Resolution Required : (Special)		5 - To consider and approve an amendment in the terms and conditions of existing unsecured loan arrangements availed from Mr. Swaminathan (DIN: 02481041), Whole-time Director, to include an option to convert whole or part of the outstanding unsecured loan into equity shares of the Company						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]=[2]/[1]*100	No. of Votes - in favour [4]	No. of Votes - Against [5]	% of Votes in favour on votes polled [6]=[4]/[2]*100	% of Votes against on votes polled [7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting	15314070	10414070	68.0033	10414070	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		10414070	68.0033	10414070	0	100.0000	0.0000
Public Institutions	E-Voting	3422485	3422485	100.0000	3422485	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3422485	100.0000	3422485	0	100.0000	0.0000
Public Non Institutions	E-Voting	15490637	1065270	6.8769	1065270	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1065270	6.8769	1065270	0	100.0000	0.0000
Total		34227192	14901825	43.5380	14901825	0	100.0000	0.0000

For Indrayani Biotech Limited



M. Ramesh
DIN: 01016291
Whole-time Director

Date : 16/02/2024
Place: Chennai

KRA & ASSOCIATES
PRACTICING COMPANY SECRETARIES

PARTNERS

CS R.KANNAN

CS AISHWARYA

SRI SANKARA GURUKRIPA ILLAM

Regd OFF. : No. 6A, 10th Street,
New Colony, Adambakkam,

Chennai - 600 088

E-mail : gkrkgram@yahoo.in

Ph: 044 - 40051764

SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 (4) (xii) of the Companies
[Management & Administration] Rules, 2014]

To:

The Chairman

INDRAYANI BIOTECH LIMITED

CIN: L40100TN1992PLC129301

Block 1 Module No.33, 3rd Floor,
SIDCO ELECTRONIC COMPLEX,
THIRU VI KA INDUSTRIAL ESTATE
GUINDY, CHENNAI - 600032

Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot

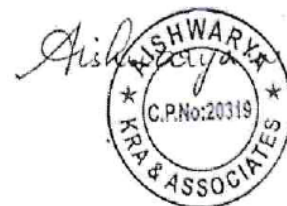
We, **M/s. KRA & ASSOCIATES**, Practicing Company Secretaries having office at No. 6A, 10th Street, New Colony, Adambakkam, Chennai – 600 088 were appointed as the Scrutinizer by the Board of Directors of the Company for the purpose of scrutinizing the postal ballot (via Remote E-voting) process in a fair and transparent manner under the provisions of Sections 108 and 110 of the Companies Act, 2013 (the "Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with General Circular Nos. 09/2023,14/2020, 17/2020,22/2020, 33/2020 & 39/2020 issued by the Ministry of Corporate Affairs on 25th September, 2023, April 08, 2020, April 13, 2020, June 15, 2020, September 28, 2020 and December 31, 2020 respectively ('Circulars') and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard-2 on "General Meetings" issued by the Institute of Company Secretaries of India and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) in respect of the following resolution as mentioned in the Notice of Postal Ballot dated **10th January, 2024**.

Responsibility as a Scrutinizer:

Our responsibility, as a Scrutinizer for the E-voting process for the Postal Ballot (Remote E-voting) is restricted to make a Scrutinizer's report of the votes cast "in favour" of or "against" the resolution set out in the Postal Ballot Notice, based on the reports generated from the e-voting system provided by the Link Intime India Private Limited the authorised agency engaged by the Company for providing remote e-voting facility.

In this connection, we submit hereunder the Scrutinizer's Report on the results of voting, through Remote e-voting:

- i. The Members of the Company as on "Cut-off" date i.e., **12th January, 2024**, were entitled to vote on the proposed special business set out in the Postal Ballot Notice.
- ii. Link Intime India Private Limited (**RTA**) has transmitted the Postal Ballot Notice through email to the Members of the Company whose names appeared in the Register of Members/List of Beneficial Owners maintained by the Company / Depositories, as on **12th January, 2024**.



**KRA & ASSOCIATES
PRACTICING COMPANY SECRETARIES**

- iii. The remote e-voting began on **09:00 AM (IST) on Tuesday, January 16, 2024 and ends at 05:00 PM (IST) on Wednesday, February 14, 2024 (both days inclusive)**. At the end of e-voting period on Wednesday, February 14, 2024, the e-voting portal was disabled forthwith.
- iv. Thereafter, the details containing, inter alia, list of Members who assented or dissented to vote for or against the resolution that was put to vote was generated from the e-voting website of Link Intime India Private Limited i.e., <https://instavote.linkintime.co.in/>
- v. The results of the postal ballot (via Remote E-voting) are as under:

SPECIAL BUSINESS – SPECIAL RESOLUTIONS:

1. To consider and to grant approval to increase authorised share capital of the Company and consequential amendment of the Capital Clause in the Memorandum of Association of the Company pursuant to Section 13, 61 and 64 of the Companies Act, 2013.

Mode of Voting	Votes in Favour of Resolution			Votes against Resolution			Invalid votes	
	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes
Remote E-voting	28	14901825	100	0	0	0	0	0

2. To consider and to grant approval to amend the articles of association of the Company pursuant to Section 14 of the Companies Act, 2013

Mode of Voting	Votes in Favour of Resolution			Votes against Resolution			Invalid votes	
	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes
Remote E-voting	28	14901825	100	0	0	0	0	0

3. To consider and approve an amendment in the terms and conditions of existing unsecured loan arrangements availed from Mr. Kasiraman Sayee Sundar (DIN: 01295584), Managing Director, to include an option to convert whole or part of the outstanding unsecured loan into equity shares of the Company

Mode of Voting	Votes in Favour of Resolution			Votes against Resolution			Abstained Votes	
	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes
Remote E-voting	26	12256256	82.25	0	0	0	2	2645569



**KRA & ASSOCIATES
PRACTICING COMPANY SECRETARIES**

4. To consider and approve an amendment in the terms and conditions of existing unsecured loan arrangements availed from M/s. Bougainvillea Investments Private Limited (CIN: U74110TN2011PTC082575), to include an option to convert whole or part of the outstanding unsecured loan into equity shares of the Company

Mode of Voting	Votes in Favour of Resolution			Votes against Resolution			Invalid votes	
	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes
Remote E-voting	28	14901825	100	0	0	0	0	0

5. To consider and approve an amendment in the terms and conditions of existing unsecured loan arrangements availed from Mr. Swaminathan (DIN: 02481041), Whole-time Director, to include an option to convert whole or part of the outstanding unsecured loan into equity shares of the Company

Mode of Voting	Votes in Favour of Resolution			Votes against Resolution			Invalid votes	
	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes
Remote E-voting	27	10491825	70.41	0	0	0	1	4140000

RESULTS:

Based on the aforesaid results, Special resolutions mentioned in S.No.1 To S.No.5 is passed with requisite majority. The Outcome of the Postal Ballot may be declared accordingly based on the voting results as reported herein.

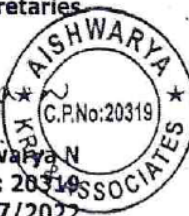
Date: 15-02-2024
Place: Chennai

**FORKRA & ASSOCIATES
Practising Company Secretaries**

Aishwarya

Aishwarya N

M No.: A51960 / CP. No.: 20319
Peer Review No.1847/2022
UDIN:A051960E003439069



COUNTER SIGNED BY AUTHORISED SIGNATORY

For Indrayani Biotech Limited

M. Ramesh

M. Ramesh

DIN: 01016291

Whole-time Director 3

