

15/01/2024

To
BSE Limited,
Dept. of Corporate Services,
Floor 25, PJ Towers, Dalal Street,
Mumbai- 400001.

Scrip Code: 526445

Dear Sir,

Subject : Notice of Postal Ballot - Intimation under Regulation 30 of the Securities and exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015

In furtherance to our announcement dated January 10, 2024 and pursuant to Regulation 30 Securities Exchange Board of India (Listing Obligations and Requirements) Regulations, 2015, we are enclosing herewith the Postal Ballot Notice dated January 10, 2024, which has been sent to the shareholders of the Company on January 15, 2024 for obtaining approval of the members by means of special resolution(s) in respect of the following item(s):

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 (Special Resolution)
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 (Special Resolution)
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 (Special Resolution)
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 (Special Resolution)
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 (Special Resolution)

In compliance with the General Circular No.11/2022 dated December 28, 2022 read with the relevant circular(s) issued by the Ministry of Corporate Affairs from time to time (hereinafter collectively referred to as "MCA Circulars"), the Postal Ballot notice dated January 10, 2024 has been sent to all the shareholders, whose names appears in the Register of Members / List of beneficial owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email IDs are registered with Company / Depositories as on January 12,

2024 (Cut - off date) and accordingly, the hard copy of the said Postal Ballot notice along with postal ballot forms and pre-paid business envelope are not being sent to the shareholders. The shareholders have been requested to communicate their assent or dissent through remote e-voting system only.

The Company has engaged the services of Link Intime India Private Limited (LIPL) for the purpose of providing e-voting facility to all its members on the resolution set out in the said Postal Ballot notice.

The details of the calendar of events for the Postal Ballot (remote e-voting) to be conducted are:

1	Cut-off date for determining the members eligible for e-voting/Postal Ballot	Friday, January 12, 2024
2	Date of completion of dispatch of the Postal Ballot notice through e-mail	Monday, January 15, 2024
3	Date of commencement of Remote e-voting	Tuesday, January 16, 2024 at 09:00 AM (IST)
4	Date of conclusion of Remote e-voting	Wednesday, February 14, 2024 at 05:00 PM (IST)

A copy of the Postal Ballot Notice has been made available on the Company's website at www.indrayani.com. The result of the Postal Ballot voting will be announced within 2 working days from the conclusion of the postal ballot voting (remote e-voting) by placing the same on the website of the Company and the same will be communicated to the stock exchange along with Scrutinizer's Report within the prescribed time.

Kindly take the same on record.

Sincerely,
For Indrayani Biotech Limited

Kasiraman Sayee Sundar
DIN: 01295584
Managing Director

Encl.: As above



Indrayani Biotech Limited

(CIN: L40100TN1992PLC129301)

Tel: +91-44-22502146, Email: info@indrayani.com, website: www.indrayani.com

Registered Office: Block 1, Module No. 33, SIDCO Electronic Complex, Thiru Vi Ka Industrial Estate, Guindy, Chennai – 600032.

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Shareholders,

NOTICE is hereby given to the members of Indrayani Biotech Limited (“the Company”) pursuant to Section 108 and 110 of the Companies Act, 2013 (“Act”), Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “Rules”) read with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), General Circular No.11/2022 dated December 28, 2022 read with the relevant circular(s) issued by the Ministry of Corporate Affairs from time to time (hereinafter collectively referred to as “MCA Circulars”), the Secretarial Standards on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and all other applicable laws, rules and regulations (including any statutory modification(s) or amendment(s) or reenactment(s) thereof for the time being in force and as amended from time to time), that the following resolution(s) (as indicated herein below) are proposed to be passed through Postal Ballot by way of voting through electronic means (“remote e-voting”):

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 (Special Resolution)
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 (Special Resolution)
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 (Special Resolution)
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 (Special Resolution)



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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 (Special Resolution)

The Board of Directors of the Company, at their meeting held on January 10, 2024, has recommended the above matter(s), subject to, inter alia, the requisite approval of the shareholders of the Company by means of passing necessary special resolution and such other requisite consent and approvals as may be required, if any, in this regard.

The statement setting out the material facts concerning the resolution(s) set out in Item No. 1 to 5 of this Postal Ballot Notice dated January 10, 2024 pursuant to Section 102(1) of the Companies Act, 2013 read with Regulation 37A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed and form part of this notice. The Postal Ballot Notice dated January 10, 2024 is also placed on the website of the Company www.indrayani.com.

Pursuant to the aforesaid MCA Circular(s) and pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 and the relevant Rules made thereunder, the Company will send this Postal Ballot Notice by email to all its shareholders, who have registered their email addresses with the Company or depository/depository participants and the communication of assent/dissent by the members will only take place through remote e-voting process. This Postal Ballot is accordingly being initiated in compliance with the above said Circulars.

In compliance with the requirements of the MCA Circular(s), the hard copy of this Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders and hence, the shareholders are requested to communicate their assent or dissent through remote e-voting process only.

The Board of Directors of the Company, vide their resolution passed on January 10, 2024, has appointed M/s. KRA & Associates, the Practicing Company Secretaries, Chennai, as the Scrutinizer for conducting the Postal Ballot voting through electronic means in a fair and transparent manner and for ascertaining the requisite majority in compliance with Rule 22(5) & (6) of the Companies (Management and Administration) Rules, 2014.

Pursuant to Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 read with the relevant Rules and the MCA Circular(s), the Company has provided electronic voting (“e-voting”) facility only.



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The Company has engaged the services of Link Intime India Private Limited (“LI IPL”) to provide e-voting facility to the Members of the Company through their Instavote platform (<https://instavote.linkintime.co.in>). Please refer the instructions for e-voting given, to cast votes on the proposed resolutions through electronic voting means.

The e-voting platform will be opened for tendering your votes from 09:00 AM (IST) on Tuesday, January 16, 2024 to 05:00 PM (IST) on Wednesday, February 14, 2024 (both days inclusive). During voting period, the Members of the Company holding equity shares either in physical form or dematerialised form, as on Friday, January 12, 2024 (“Cut-off date”), may cast their vote electronically. Members are requested to read the instructions carefully while expressing their assent or dissent and cast votes through the e-voting facility by not later than the close of business hours at 05:00 PM (IST) on Wednesday, February 14, 2024.

The Scrutinizer shall submit his report to the Chairman of the Company or any other person as may be authorized by him. The results of the postal ballot voting will be announced within the prescribed time from the closing of the e-voting platform and the same will be displayed on the website of the Company, the Link Intime India Private Limited (LI IPL) and the same will be communicated to Bombay Stock Exchange (“BSE”), being the stock exchange where the equity shares of the company are listed, within the stipulated time.

In the event, the resolution(s), as set out under Item No.1 to 5 below, are assented by the requisite majority of the members by means of Postal Ballot voting process, it shall be deemed to have been duly passed at the duly convened General Meeting of the Company on Wednesday, February 14, 2024, being the last date specified by the Company for receiving the votes under the Postal Ballot process. The resolution(s) for the purpose as stated herein below are proposed to be passed by Postal Ballot/remote e-voting means:

01. 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

To consider, and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution.

“RESOLVED THAT pursuant to the provisions of section 13, 61, 64 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification(s) or



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reenactment(s) thereof for the time being in force) and subject to the provisions of the Articles of Association of the Company, the consent of the members be and is hereby accorded to increase the authorized share capital in the following manner;

Existing		Revised	
Equity	Rs. 36,65,00,000 (Rupees Thirty-Six Crores Sixty-Five Lakhs only) equity share capital divided into 3,66,50,000 (Three Crores Sixty-Six Lakhs Fifty Thousand) Equity Shares of Rs. 10/- each;	Equity	Rs. 55,65,00,000 (Rupees Fifty-Five Crores Sixty-Five Lakhs only) equity share capital divided into 5,56,50,000 (Five Crore Fifty-Six Lakhs and Fifty Thousand) Equity Shares of Rs. 10/- each;
Preference	Rs.9,35,00,000 (Rupees Nine Crores Thirty-Five Lakhs Only) preference share capital divided into 93,50,000 (Ninety-Three Lakhs Fifty Thousand) Preference Shares of Rs. 10/- each;	Preference	Rs.9,35,00,000 (Rupees Nine Crores Thirty-Five Lakhs Only) preference share capital divided into 93,50,000 (Ninety-Three Lakhs Fifty Thousand) Preference Shares of Rs. 10/- each;
Total	Rs.46,00,00,000/-	Total	Rs.65,00,00,000/-

RESOLVED THAT the authorized share capital shall be revised to Rs.65,00,00,000/, which shall include, 5,56,50,000 (Five Crore Fifty-Six Lakhs and Fifty Thousand) number of equity shares with a face value of Rs. 10/- each and 93,50,000 (Ninety-Three Lakhs Fifty Thousand) number of Preference Shares of Rs. 10/- each;

Consequently, the Memorandum of Association of the Company be and is hereby altered by substituting the existing Capital Clause (Clause V) with the following:

V. The authorized share capital of the Company is Rs.65,00,00,000/- (Rupees Sixty-Five Crores Only) divided into 5,56,50,000 (Five Crore Fifty-Six Lakhs and Fifty Thousand) Equity Shares of Rs. 10/- each and 93,50,000 (Ninety-Three Lakhs Fifty Thousand) Preference Shares of Rs. 10/- each with the rights, privileges, and conditions attached thereto as are provided by the Articles of Association of the Company for the time being, provided that, the Company shall always have the power to issue shares at a premium and redeemable/convertible preference shares, to increase or to reduce its capital and to divide the shares in the capital for the time being, into several classes and attach thereto respectively such preferential qualified or special rights, privileges or conditions as may be permissible by law and as may be determined by or in accordance with the Articles of Association of the Company for the time being in force and to vary, modify or abrogate any such rights, privileges, or conditions in such



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manner as may be permitted by law and/or as may be provided in the Articles of Association of the Company for the time being in force;

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall deem to include any of its duly constituted Committee) or any officer / executive / representative and/or any other person so authorized by the Board, be and is hereby authorized severally, on behalf of the Company, to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this resolution, including to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company, but not limited to settle any questions or resolve difficulties that may arise in this regard.”

02. TO CONSIDER AND TO GRANT APPROVAL TO AMEND THE ARTICLES OF ASSOCIATION OF THE COMPANY PURSUANT TO SECTION 14 OF THE COMPANIES ACT, 2013

To consider, and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution.

“**RESOLVED THAT** pursuant to Section 14 and other applicable provisions, if any, of the Companies Act, 2013, the Articles of Association of the Company be and is hereby amended in the following manner:

RESOLVED FURTHER THAT the following new Article 10, be inserted thereof after the existing Article 9 of the Articles of Association:

10. Notwithstanding anything contained in sub-clauses(s) above, but subject, however, to Section 62 of the Companies Act 2013, the Company may increase its subscribed capital on (1) exercise of an option attached to the debentures or loans raised by the Company to convert such debentures or loans into shares or to subscribe for shares in the Company. (2) allotment and issue of equity shares of the Company, either for entire or for part of, consideration other than cash such as property or assets transferred or machinery or appliances or products or goods supplied or services rendered or to be rendered to the Company. The Equity Shares to be so allotted and issued based on (1) or (2) above shall be deemed to be fully paid-up and rank pari-passu in all respects with the then Equity Shares in the Company including listing in any of the stock exchanges.



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RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall deem to include any of its duly constituted Committee) or any officer / executive / representative and/or any other person so authorized by the Board, be and is hereby authorized severally, on behalf of the Company, to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this resolution, including to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company, but not limited to settle any questions or resolve difficulties that may arise in this regard.”

03. 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:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution.

"RESOLVED THAT pursuant to Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under and all other applicable laws (including any statutory modification(s) or re- enactment thereof for the time being in force), and subject to all such approval(s), consent(s), permission(s), sanction(s), if any, of appropriate statutory, governmental and other authorities and departments in this regard and subject to such condition(s) and modification(s) as may be prescribed or imposed, while granting such approval(s), consent(s), permission(s) or sanction(s) which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board", which expression shall be deemed to include any Committee duly constituted or to be constituted by the Board to exercise its powers, including the powers conferred by this Resolution, to the extent permitted by law), the consent of the members be and is hereby accorded to amend the terms and conditions contained in the existing financing arrangements of unsecured loan availed from Mr. Kasiraman Sayee Sundar (DIN: 01295584) ("the lender") for a sum not exceeding Rs. 1,50,00,000 (Rupees One crores and Fifty Lakhs only) ("Loan Facility"), to include an option exercisable by the Company to propose or request a conversion of the whole or part of the outstanding loan repayable by the Company and subject to acceptance by the Lender, into fully paid Equity Shares of the Company, at an issue price of Rs.65.68 per equity share of face value of Rs.10.00 each subject to the approval of the shareholders and regulators and other conditions as may be determined under the applicable provisions of the Companies Act, 2013 and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time and in the manner



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specified in request given by the Company and accepted by the Lender ("Notice of conversion") and on such terms and conditions as may be stipulated in the financing arrangements."

"RESOLVED FURTHER THAT on receipt of the notice of conversion, the Board be and is hereby authorized to do all such acts, deeds and things as the Board may deem necessary and shall allot and issue the requisite number of fully paid-up Equity Shares in the Company to the Lender (including but not limited to its Affiliates (if required))."

"RESOLVED FURTHER THAT the Equity Shares to be so allotted and issued to the Lender pursuant to its exercising the right of conversion shall rank pari-passu in all respects with the then Equity Shares in the Company and be listed on the Bombay Stock Exchange where the existing shares of the Company are listed."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to accept such modifications and to accept such terms and conditions as may be imposed or required by the Lender arising from or incidental to the aforesaid terms providing for such option and to do all such acts and things as may be necessary to give effect to this resolution."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable as may be required to create, offer, issue, allot and listing of the aforesaid shares, to dematerialize the shares of the Company and to resolve and settle any question, difficulty or doubt that may arise in this regard and to do all such other acts, deeds, matters and things in connection or incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

04. 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

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution.



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"RESOLVED THAT pursuant to Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under and all other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to all such approval(s), consent(s), permission(s), sanction(s), if any, of appropriate statutory, governmental and other authorities and departments in this regard and subject to such condition(s) and modification(s) as may be prescribed or imposed, while granting such approval(s). consent(s), permission(s) or sanction(s) which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board", which expression shall be deemed to include any Committee duly constituted or to be constituted by the Board to exercise its powers, including the powers conferred by this Resolution, to the extent permitted by law), the consent of the members be and is hereby accorded to amend the terms and conditions contained in the existing financing arrangements of unsecured loan availed from M/s. Bougainvillea Investments Private Limited (CIN: U74110TN2011PTC082575) ("the lender") for a sum not exceeding Rs. 25,00,00,000 (Rupees Twenty-Five crores only) ("Loan Facility"), to include an option exercisable by the Company to propose or request a conversion of the whole or part of the outstanding unsecured loan repayable by the Company into fully paid Equity Shares of the Company and subject to acceptance of the Lender, at an issue price of Rs.65.68 per equity share of face value of Rs.10.00 each subject to the approval of the shareholders and regulators and other conditions as may be determined under the applicable provisions of the Companies Act, 2013 and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time and in the manner specified in request given by the Company and accepted by the Lender ("Notice of conversion") and on such terms and conditions as may be stipulated in the financing arrangements."

"RESOLVED FURTHER THAT on receipt of the notice of conversion, the Board be and is hereby authorized to do all such acts, deeds and things as the Board may deem necessary and shall allot and issue the requisite number of fully paid-up Equity Shares in the Company to the lender (including but not limited to its Affiliates (if required))."

"RESOLVED FURTHER THAT the Equity Shares to be so allotted and issued to the Lender pursuant to its exercising the right of conversion shall rank pari-passu in all respects with the then Equity Shares in the Company and be listed on Bombay Stock Exchange where the existing shares of the Company are listed."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to accept such modifications and to accept such terms and conditions as may be imposed or required by the Lender arising from or incidental to the aforesaid terms providing for such option and to do all such acts and things as may be necessary to give effect to this resolution."



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“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable as may be required to create, offer, issue, allot and listing of the aforesaid shares, to dematerialize the shares of the Company and to resolve and settle any question, difficulty or doubt that may arise in this regard and to do all such other acts, deeds, matters and things in connection or incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

05. 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:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution.

"RESOLVED THAT pursuant to Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under and all other applicable laws (including any statutory modification(s) or re- enactment thereof for the time being in force), and subject to all such approval(s), consent(s), permission(s), sanction(s), if any, of appropriate statutory, governmental and other authorities and departments in this regard and subject to such condition(s) and modification(s) as may be prescribed or imposed, while granting such approval(s), consent(s), permission(s) or sanction(s) which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board", which expression shall be deemed to include any Committee duly constituted or to be constituted by the Board to exercise its powers, including the powers conferred by this Resolution, to the extent permitted by law), the consent of the members be and is hereby accorded to amend the terms and conditions contained in the existing financing arrangements of unsecured loan availed from Mr. Swaminathan (DIN: 02481041) ("the lender") for a sum not exceeding Rs. 25,00,00,000 (Rupees Twenty Five Crores only) ("Loan Facility"), to include an option exercisable by the Company to propose or request a conversion of the whole or part of the outstanding loan repayable by the Company, into fully paid Equity Shares of the Company and subject to the acceptance of the Lender, at an issue price of Rs.65.68 per equity share of face value of Rs.10.00 each subject to the approval of the shareholders and regulators and other conditions as may be determined under the applicable provisions of the Companies Act, 2013 and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time and in the manner specified in request given by the



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Company and accepted by the Lender ("Notice of conversion") and on such terms and conditions as may be stipulated in the financing arrangements."

"RESOLVED FURTHER THAT on receipt of the notice of conversion, the Board be and is hereby authorized to do all such acts, deeds and things as the Board may deem necessary and shall allot and issue the requisite number of fully paid-up Equity Shares in the Company to the Lender (including but not limited to its Affiliates (if required))."

"RESOLVED FURTHER THAT the Equity Shares to be so allotted and issued to the Lender pursuant to its exercising the right of conversion shall rank pari-passu in all respects with the then Equity Shares in the Company and be listed on the Bombay Stock Exchange where the existing shares of the Company are listed."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to accept such modifications and to accept such terms and conditions as may be imposed or required by the Lender arising from or incidental to the aforesaid terms providing for such option and to do all such acts and things as may be necessary to give effect to this resolution."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable as may be required to create, offer, issue, allot and listing of the aforesaid shares, to dematerialize the shares of the Company and to resolve and settle any question, difficulty or doubt that may arise in this regard and to do all such other acts, deeds, matters and things in connection or incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."



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EXPLANATORY STATEMENT SETTING OUT THE MATERIAL FACTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND REGULATION 37A OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

The following statements sets out the material facts relating to the special business mentioned under Item No.1 to 5 in the accompanying Postal Ballot Notice dated January 10, 2024 and shall be taken as forming part of the Notice:

01. 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

The existing Authorized Share Capital of the Company is Rs. 46,00,00,000 (Rupees Forty-Six Crores Only) divided into 3,66,50,000 (Three Crores Sixty-Six Lakhs Fifty Thousand) Equity Shares of Rs.10/- each and 93,50,000 (Ninety-Three Lakhs Fifty Thousand) Preference Shares of Rs.10/- each.

In order to facilitate increase of capital, it is proposed to increase the Authorized Share Capital from Rs. 46,00,00,000 (Rupees Forty-Six Crores Only) to 65,00,00,000 (Rupees Sixty-Five Crores Only) in the following manner:

Existing		Revised	
Equity	Rs. 36,65,00,000 (Rupees Thirty-Six Crores Sixty-Five Lakhs only) equity share capital divided into 3,66,50,000 (Three Crores Sixty-Six Lakhs Fifty Thousand) Equity Shares of Rs. 10/- each;	Equity	Rs. 55,65,00,000 (Rupees Fifty-Five Crores Sixty-Five Lakhs only) equity share capital divided into 5,56,50,000 (Five Crore Fifty-Six Lakhs and Fifty Thousand) Equity Shares of Rs. 10/- each;
Preference	Rs.9,35,00,000 (Rupees Nine Crores Thirty-Five Lakhs Only) preference share capital divided into 93,50,000 (Ninety-Three Lakhs Fifty Thousand) Preference Shares of Rs. 10/- each;	Preference	Rs.9,35,00,000 (Rupees Nine Crores Thirty-Five Lakhs Only) preference share capital divided into 93,50,000 (Ninety-Three Lakhs Fifty Thousand) Preference Shares of Rs. 10/- each;
Total	Rs.46,00,00,000/-	Total	Rs.65,00,00,000/-



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The aforesaid increase in the Authorized Share Capital shall require consequential amendment to the Capital Clause of the Memorandum of Association of the Company.

Pursuant to Section 13 of the Act, the alteration of Memorandum of Association requires approval of the Members of the Company by way of passing a Special resolution to that effect.

Accordingly, the approval of the Members is sought to increase the Authorized Share Capital, as well as to consequently alter the Capital Clause of the Memorandum of Association of the Company. A draft copy of the modified Memorandum of Association is available for inspection by the Members of the Company at its Registered Office during the normal business hours on any working day of the Company.

The Board recommends the Special Resolution set forth at Item No. 1 of the Notice for approval of the Members.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested in the Resolution mentioned in Item No. 1 of the Notice.

02. TO CONSIDER AND TO GRANT APPROVAL TO AMEND THE ARTICLES OF ASSOCIATION OF THE COMPANY PURSUANT TO SECTION 14 OF THE COMPANIES ACT, 2013

The Company is proposing an option to be made available to certain financial arrangements for converting outstanding loans into equity shares of the Company, and placing the same for approval in Item no.3 to 5 of this notice.

The existing Articles of Association did not contain an article for enabling the conversion of loan into equity shares of the Company. While the approval for said option is being proposed, the existing Articles of Association of the Company require insertion of a new article to enable the above said option. A draft copy of the modified Articles of Association is available for inspection by the Members of the Company at its Registered Office during the normal business hours on any working day of the Company.

The Board recommends the Special Resolution set forth at Item No. 2 of the Notice for approval of the Members.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested in the Resolution mentioned in Item No. 2 of the Notice.



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03. 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 LOAN INTO EQUITY SHARES OF THE COMPANY:

The Company has obtained unsecured loan facility to the tune of upto Rs. 1,50,00,000 (Rupees One crores and Fifty Lakhs only) from Mr. Kasiraman Sayee Sundar (DIN: 01295584), Managing Director (“Lender”) for a period of 5 years. To enable the company, conserve the available resources, it is proposed to amend the terms and conditions of existing loan arrangements, to include an option exercisable by the Company to convert whole or part of the outstanding unsecured loan into equity shares of the Company, subject to acceptance of the Lender. The existing lending arrangements entered between the Company and the Lender, did not have an option available to convert the whole or part of the outstanding loans into equity shares of the Company. Hence, an amendment is proposed by the resolution cited as Item no. 3 that whole or part of the outstanding loan amount may be converted into Equity Shares of the Company, upon request forwarded by the Company for conversion of their existing loan into the Equity Shares in the Company and the same being accepted by the lender within 30 days of the date of request.

The Equity Shares to be allotted, upon conversion of the Loan, shall be at an issue price of Rs.65.68 per equity share of face value of Rs.10.00 each, subject to the approval of the shareholders and regulators. In terms of the provisions of the Section 62(3) and other applicable provisions of the Companies Act, 2013, an increase of the subscribed capital of a Company caused by the exercise of an option, as a term attached to the loan raised by the Company, to convert such loans into shares in the company, can only be done, if the terms of issue of loan, containing an option to convert such loans into shares in the company, have been approved by a special resolution passed by the Company in general meeting.

Accordingly, approval of the members of the Company is being sought under Section 62(3) of the Companies Act, 2013 to approve conversion of whole or part of the outstanding loan into equity shares in the Company. Accordingly, the Board recommends the resolution as set out in Item No. 3 above for approval of the members of the Company as a special resolution.

Mr. Kasiraman Sayee Sundar (DIN: 01295584), Managing Director, holds more than 2% of equity shares of the Company and Mrs. Lakshmiprabha Kasiraman (DIN: 02885912), Director and relative of Mr. Kasiraman Sayee Sundar (DIN: 01295584) are considered to be interested parties for the above said transaction. None of the Directors apart from the above-mentioned persons are concerned or interested in the proposed resolution except to the extent that they hold any shares in the Company.



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04. 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 LOAN INTO EQUITY SHARES OF THE COMPANY

The Company has obtained unsecured loan facility to the tune of upto Rs. 25,00,00,000 (Rupees Twenty-Five Crores only) from M/s. Bougainvillea Investments Private Limited (CIN: U74110TN2011PTC082575), (“Lender”) for a period of 5 years. To enable the company, conserve the available resources, it is proposed to amend the terms and conditions of existing loan arrangements, to include an option exercisable by the Company to convert whole or part of the outstanding unsecured loan into equity shares of the Company and subject to acceptance of the Lender. The existing lending arrangements entered between the Company and the Lender, did not have an option available to convert whole or part of the outstanding loans into equity shares of the Company. Hence, an amendment is proposed by the resolution cited as Item no. 4 that whole or part of the outstanding loan amount may be converted into Equity Shares of the Company, upon request forwarded by the Company for conversion of their existing loan into the Equity Shares in the Company and the same being accepted by the lender within 30 days of the date of request.

The Equity Shares to be allotted upon conversion of the Loan shall be at an issue price of Rs.65.68 per equity share of face value of Rs.10.00 each, subject to the approval of the shareholders and regulators. In terms of the provisions of the Section 62(3) and other applicable provisions of the Companies Act, 2013, an increase of the subscribed capital of a Company caused by the exercise of an option, as a term attached to the loan raised by the Company, to convert such loans into shares in the company, can only be done, if the terms of issue of loan, containing an option to convert such loans into shares in the company, have been approved by a special resolution passed by the Company in general meeting.

Accordingly, approval of the members of the Company is being sought under Section 62(3) of the Companies Act, 2013 to approve conversion of whole or part of the outstanding loan into equity shares in the Company. Accordingly, the Board recommends the resolution as set out in Item No. 4 above, for approval of the members of the Company as a Special Resolution.

M/s. Bougainvillea Investments Private Limited (CIN: U74110TN2011PTC082575), presently holds 1.84% of equity shares of the Company and is considered to be interested party for the above said transaction. None of the Directors apart from the above-mentioned persons are concerned or interested in the proposed resolution except to the extent that they hold any shares in the Company.



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05. 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 LOAN INTO EQUITY SHARES OF THE COMPANY:

The Company has obtained unsecured loan facility to the tune of upto Rs. 25,00,00,000 (Rupees Twenty-Five Crores only) from Mr. Swaminathan (DIN: 02481041), Whole-time Director (“Lender”) for a period of 5 years. To enable the company, conserve the available resources, it is proposed to amend the terms and conditions of existing loan arrangements, to include an option exercisable by the Company to convert whole or part of the outstanding unsecured loan into equity shares of the Company and subject to acceptance of the Lender. The existing lending arrangements entered between the Company and the Lender, did not have an option available to convert whole or part of the outstanding loans into equity shares of the Company. Hence, an amendment is proposed by the resolution cited as Item no. 5 that whole or part of the outstanding loan amount may be converted into Equity Shares of the Company, upon request forwarded by the Company for conversion of their existing loan into the Equity Shares in the Company and the same being accepted by the lender within 30 days of the date of request.

The Equity Shares to be allotted, upon conversion of the Loan, shall be at an issue price of Rs.65.68 per equity share of face value of Rs.10.00 each, subject to the approval of the shareholders and regulators. In terms of the provisions of the Section 62(3) and other applicable provisions of the Companies Act, 2013, an increase of the subscribed capital of a Company caused by the exercise of an option, as a term attached to the loan raised by the Company, to convert such loans into shares in the company, can only be done, if the terms of issue of loan, containing an option to convert such loans into shares in the company, have been approved by a special resolution passed by the Company in general meeting.

Accordingly, approval of the members of the Company is being sought under Section 62(3) of the Companies Act, 2013 to approve conversion of whole or part of the outstanding loan into equity shares in the Company. Accordingly, the Board recommends the resolution as set out in Item No. 5 above for approval of the members of the Company as a special resolution.

Mr. Swaminathan (DIN: 02481041), Whole-time Director, holds more than 2% of equity shares of the Company and hence considered to be interested party for the above said transaction. None of the Directors apart from the above-mentioned persons are concerned or interested in the proposed resolution except to the extent that they hold any shares in the Company.



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Notes:

1. The Explanatory Statement pursuant to Section 102, 110 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with Rules setting out all the material facts relating to the resolutions mentioned in the postal ballot notice is annexed hereto.
2. The Board of Directors has appointed M/s. KRA & Associates, the Practicing Company Secretaries, Chennai, as the Scrutinizer for conducting the postal ballot through remote e-voting in a fair and transparent manner and for the purpose of ascertaining the requisite majority.
3. The approval of the shareholders is being sought through the Postal Ballot, pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4. The facility of voting by electronic means is being provided by Link Intime India Private Limited (LIPL) for which the required procedure is incorporated in the Postal Ballot Notice. Voting period commences from 09:00 AM (IST) on Tuesday, January 16, 2024 and ends at 05:00 PM (IST) on Wednesday, February 14, 2024 (both days inclusive).
5. The Notice is being sent only by email to all those Members of the Company, whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”)/Central Depository Services (India) Limited (“CDSL”) as on Friday, January 12, 2024 (“Cut-off date”) and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, Link Intime India Private Limited (LIPL) (“RTA”) in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and the relevant Circulars issued by the Ministry of Corporate Affairs from time to time (“MCA Circulars”).
6. All the Members of the Company whose names are appearing on the Register of Members / List of Beneficial Owners as on the cut-off date i.e., Friday, January 12, 2024 (“Cut-off date”) (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories / Depository Participants) shall be eligible



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for remote e-voting. A person who is not member as on the cut-off date should treat this notice for information purpose only.

7. Please note that e-voting module shall be disabled for voting by Link Intime India Private Limited after 05:00 PM (IST) on February 14, 2024. During voting period, the Members of the Company holding equity shares either in physical form or dematerialised form, as on Friday, January 12, 2024 (“Cut-off date”), may cast their vote electronically. Once vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently or cast the vote again.
8. In terms of the MCA Circulars, the Company will send this Notice in electronic form only and hard copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the shareholders for this postal ballot. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system. Any query/grievance may please be addressed to the Company Secretary with respect to the voting by Postal Ballot including voting by electronic means at: Email id: info@indrayani.com or may contact INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in
9. The Postal Ballot Notice have been placed on Company’s website www.indrayani.com and LIPL e-voting website <https://instavote.linkintime.co.in> and will remain on such website(s) until the last date of receipt of the Postal Ballot votes (through remote e-voting) from members.
10. The voting rights of members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date.
11. A member cannot exercise his/her vote by proxy on Postal Ballot.
12. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/ Authorization etc., authorizing its representative to vote through postal ballot means by remote e-voting means on its behalf. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to gkrkgram@yahoo.in with a copy marked to the company at info@indrayani.com.
13. As per the green initiatives taken by the Ministry of Corporate Affairs, the shareholders are advised to register/update their e-mail address with the Company/RTA in respect of shares held in physical form and with the concerned Depository Participant in respect of shares held in electronic form in order to enable the company to serve documents in electronic mode.



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14. In compliance with provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, Regulation 44 of the SEBI Listing Regulations and the Secretarial Standards on General Meetings (SS-2), the Company is pleased to provide remote e-voting facility to all its members, to enable them to cast their vote electronically instead of dispatching the physical Postal Ballot form by post. For this purpose, the Company has engaged Link Intime India Private Limited (LIPL) for facilitating the e-voting.
15. The Scrutinizer will submit his report after completion of scrutiny, within the prescribed time from the closure of the e-voting platform. The Chairman or any other person duly authorized by him, will announce the results of the voting by Postal Ballot within the prescribed time by placing the same on the Company's website www.indrayani.com and the same will also be placed on the website of LIPL and will also be communicated to Bombay Stock Exchange (BSE), where the equity shares of the Company are listed.

The instructions for Shareholders for remote e-voting are as under:

The remote e-voting period commences from 09:00 AM (IST) on Tuesday, January 16, 2024 and ends at 05:00 PM (IST) on Wednesday, February 14, 2024 (both days inclusive). During this period, the Members of the Company holding shares either in physical form or in dematerialized form, as on the Cut-Off Date i.e. Friday, January 12, 2024 ("Cut-off date"), shall be entitled to cast their vote electronically. The e-voting module shall be disabled by Link Intime India Private Limited (LIPL) hereafter. Once the vote on the resolution is cast by member, he/she shall not be allowed to change it subsequently or cast the vote again.

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Pursuant to aforesaid SEBI Circular, login method for remote e-voting for Individual shareholders holding securities in mode with CDSL/NSDL is given below:

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.



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Login method for Individual shareholders holding securities in demat mode is given below:

1. Individual Shareholders holding securities in demat mode with NSDL

- 1) Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to “InstaVote” website for casting your vote during the remote e-Voting period.
- 2) If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select “Register Online for IDeAS Portal” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

2. Individual Shareholders holding securities in demat mode with CDSL

- 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
- 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company.



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On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

- 3) If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
- 4) Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

3. Individual Shareholders (holding securities in demat mode) login through their depository participants

- 1) You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. Link Intime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
- 2) Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:
- 3) Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>



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2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -

A. User ID:

- Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company.
- Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID;
- Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN:

Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI:

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number:

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

**Shareholders holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

**Shareholders holding shares in NSDL form, shall provide ‘D’ above*



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E. Set password

- Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 - Click “confirm” (Your password is now generated).
3. Click on ‘Login’ under ‘SHARE HOLDER’ tab.
 4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘Custodian / Mutual Fund / Corporate Body’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘Custodian / Mutual Fund / Corporate Body’ login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:



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Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.



Indrayani Biotech Limited

(CIN: L40100TN1992PLC129301)

Tel: +91-44-22502146, Email: info@indrayani.com, website: www.indrayani.com

Registered Office: Block 1, Module No. 33, SIDCO Electronic Complex, Thiru Vi Ka Industrial Estate, Guindy, Chennai – 600032.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

- Shareholders who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at above mentioned depository / depository participants website.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders / members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

InstaVote Support Desk : Link Intime India Private Limited

**By order of the Board of Directors
For Indrayani Biotech Limited**

**Place: Chennai
Date: January 10, 2024**

**Kasiraman Sayee Sundar
Managing Director
DIN: 01295584**

Regd. Office:
Block 1 Module No.33, 3rd Floor,
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