

**KRA & ASSOCIATES  
PRACTICING COMPANY SECRETARIES**

PARTNERS

**RS R.KANNAN**

**RS 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:

Chairperson

INDRAYANI BIOTECH LIMITEDSS

**L40100TN1992PLC129301**

Block 1 Module No.33, 3rd Floor,

SIDCO ELECTRONIC COMPLEX,

THIRU VI KA INDUSTRIAL ESTATE GUINDY,

CHENNAI, Tamil Nadu, India, 600032

Dear Sir,

**Sub: Scrutinizer's Report on the resolutions passed through electronic means (250652) conducted for the 33<sup>rd</sup> Annual General Meeting (AGM) of INDRAYANI BIOTECH LIMITED on 29/09/2025 through video conferencing ("VC") or other audio-visual means ("OAVM") at the deemed venue i.e., Registered Office of the Company.**

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 held at its meeting on 30<sup>th</sup> August, 2025 to scrutinize the remote e-voting process commenced between 09:00 am on 26<sup>th</sup> September 2025 and ended at 5:00 PM on 28<sup>st</sup> September 2025 and e-voting during the AGM held through Video Conferencing (VC) as per the framework issued by the Ministry of Corporate Affairs (MCA) vide their General Circular No. 09/2023 & No.2/2022 and 19/2021, and other Circulars issued by MCA in relation to conduct of AGM via VC, read with Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by Securities and Exchange Board of India (SEBI) and other circulars issued by SEBI in relation to conduct of AGM via VC hereinafter collectively referred to as ("Circulars") , Regulation 44 of SEBI (Listing Obligation 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 Resolutions mentioned in the AGM Notice dated 30<sup>th</sup> August, 2025.

# KRA & ASSOCIATES PRACTICING COMPANY SECRETARIES

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The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the rules made there under in relation to exercising of voting rights through electronic means on the Resolution(s) as set out in the Notice dated 30<sup>th</sup> August, 2025

### Responsibility as a Scrutinizer:

Our responsibility, as a Scrutinizer for the E-voting process for the AGM is restricted to make a Scrutinizer's report of the votes cast "in favour" of or "against" the resolution set out in the notice of AGM, based on the reports generated from the e-voting system provided by the Link Intime India Pvt Ltd, the authorised agency engaged by the Company for facilitating remote e-voting and e-voting facilities at the Annual General Meeting. We further confirm the AGM was conducted as per the procedure without any deviations.

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

1. The members of the Company as on "Cut-off" date i.e., **22<sup>nd</sup> September 2025**, were entitled to vote on the proposed Ordinary and Special business set out in the AGM Notice. In view of the above, we hereby submit consolidated report on the results of the remote e-voting and e-voting at the AGM in respect of the said resolution as under:

### **Resolution: 1 – ORDINARY BUSINESS – ORDINARY RESOLUTION:**

ADOPTION OF THE AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

Manner of E-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	18	5319671	37	7	54270	0	0	0
E-voting at the AGM	8	9076737	63	0	0	0	0	0
Total	26	14396408	100	7	54270	0	0	0

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**Note:** The total number of votes cast in favor of resolution in remote e-voting (in %) is 36.81% which is rounded off to 37 % and in e-voting at the AGM (in %) is 62.81 % which is rounded off to 63 %. The total number of votes cast against resolution in venue e-voting (in %) is 0.003756 which is rounded off to 0%.

### **Resolution: 2 – ORDINARY BUSINESS – ORDINARY RESOLUTION:**

RE-APPOINTMENT OF MR. MUTHUKRISHNAN RAMESH RETIRING DIRECTOR (DIN: 01016291) – DIRECTOR

Manner of E-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	18	5319671	37	7	54270	0	0	0
E-voting at the AGM	8	9076737	63	0	0	0	0	0
<b>Total</b>	<b>26</b>	<b>14396408</b>	<b>100</b>	<b>7</b>	<b>54270</b>	<b>0</b>	<b>0</b>	<b>0</b>

**Note:** The total number of votes cast in favor of resolution in remote e-voting (in %) is 36.81% which is rounded off to 37 % and in e-voting at the AGM (in %) is 62.81 % which is rounded off to 63 %. The total number of votes cast against resolution in venue e-voting (in %) is 0.003756 which is rounded off to 0%

### **Resolution: 3 – ORDINARY BUSINESS – ORDINARY RESOLUTION:**

RE-APPOINTMENT OF MR. SINGARABABU INDIRAKUMAR (DIN: 00892351), RETIRING DIRECTOR - DIRECTOR:

Manner of E-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	18	5319671	43	7	54270	0	0	0
E-voting at the AGM	8	6978137	56	0	0	0	0	0
<b>Total</b>	<b>26</b>	<b>12297808</b>	<b>100</b>	<b>7</b>	<b>54270</b>	<b>0</b>	<b>0</b>	<b>0</b>

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**Note:** The total number of votes cast in favor of resolution in remote e-voting (in %) is 43.06% which is rounded off to 43 % and in e-voting at the AGM (in %) is 56.49 % which is rounded off to 56%. The total number of votes cast against resolution in venue e-voting (in %) is 0.003756 which is rounded off to 0%

**Resolution: 4 – ORDINARY BUSINESS – ORDINARY RESOLUTION:**

RE-APPOINTMENT OF Mr. KASIRAMAN SAYEE SUNDAR (DIN: 01295584), RETIRING DIRECTOR - DIRECTOR:

Manner of E-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	%of votes
Remote E-voting	18	5319671	45	7	54270	0	0	0	0
E-voting at the AGM	7	6445168	55	0	0	0	0	0	0
Total	26	11764839	100	7	54270	0	0	0	0

**Note:** There were no invalid votes as per the report generated from E-voting platforms.

Note: The total number of votes cast in favor of resolution in remote e-voting (in %) is 45.000% which is rounded off to 45 % and in e-voting at the AGM (in %) is 54.53 % which is rounded off to 55 %. The total number of votes cast against resolution in venue e-voting (in %) is 0.003756 which is rounded off to 0

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**Resolution: 5 – SPECIAL BUSINESS – SPECIAL RESOLUTION:**

RESCINDING OF RESOLUTION PASSED AT THE 32ND ANNUAL GENERAL MEETING FOR INCREASING THE AUTHORIZED SHARE CAPITAL:

Manner of E-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	% of votes
Remote E-voting	18	5319671	37	7	54270	0	0	0	0
E-voting at the AGM	8	9076737	63	0	0	0	0	0	0
<b>Total</b>	<b>26</b>	<b>14396408</b>	<b>100</b>	<b>7</b>	<b>54270</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

**Note:** The total number of votes cast in favor of resolution in remote e-voting (in %) is 36.81% which is rounded off to 37 % and in e-voting at the AGM (in %) is 62.81 % which is rounded off to 63 %. The total number of votes cast against resolution in venue e-voting (in %) is 0.003756 which is rounded off to 0%

**Resolution: 6 – SPECIAL BUSINESS – SPECIAL RESOLUTION:**

APPROVAL TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL AMENDMENT OF THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

Manner of E-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	% of Votes
Remote E-voting	18	5319671	37	7	54270	0	0	0	0
E-voting at the AGM	8	<b>9076737</b>	63	0	0	0	0	0	0
<b>Total</b>	<b>26</b>	14396408	<b>100</b>	<b>7</b>	54270	<b>0</b>	<b>0</b>	<b>0</b>	0

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**Note:** The total number of votes cast in favor of resolution in remote e-voting (in %) is 36.81% which is rounded off to 37 % and in e-voting at the AGM (in %) is 62.81 % which is rounded off to 63 %. The total number of votes cast against resolution in venue e-voting (in %) is 0.003756 which is rounded off to 0%

### **Resolution: 7 – SPECIAL BUSINESS –SPECIAL RESOLUTION:**

RE-APPOINTMENT OF MR. SWAMINATHAN (DIN: 02481041) RETIRING DIRECTOR, AS WHOLE-TIME DIRECTOR OF THE COMPANY FOR 5(FIVE) CONSECUTIVE YEARS:

Manner of E-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	% of Votes
Remote E-voting	18	5319671	52	7	54270	0	0	0	
E-voting at the AGM	8	<b>4946737</b>	48	0	0	0	0	<b>0</b>	
<b>Total</b>	<b>26</b>	10266408	<b>100</b>	<b>7</b>	54270	<b>0</b>	<b>0</b>	<b>0</b>	

**Note:** The total number of votes cast in favor of resolution in remote e-voting (in %) is 51.54% which is rounded off to 52 % and in e-voting at the AGM (in %) is 47.93 % which is rounded off to 48 %. The total number of votes cast against resolution in venue e-voting (in %) is 0.003756 which is rounded off to 0%

### **Resolution: 8 – SPECIAL BUSINESS –SPECIAL RESOLUTION:**

RE-APPOINTMENT OF MR. SINGARABABU INDIRAKUMAR (DIN: 00892351), RETIRING DIRECTOR AS WHOLE-TIME DIRECTOR FOR 5(FIVE) CONSECUTIVE YEARS:

Manner of E-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	% of Votes
Remote E-voting	18	5319671	43	7	54270	0	0	0	0
E-voting at the AGM	8	<b>6978137</b>	57	0	0	0	0	<b>0</b>	0
<b>Total</b>	<b>26</b>	12297808	<b>100</b>	<b>7</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	0

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**Note:** The total number of votes cast in favor of resolution in remote e-voting (in %) is 43.067% which is rounded off to 43 % and in e-voting at the AGM (in %) is 56.69 % which is rounded off to 57 %. The total number of votes cast against resolution in venue e-voting (in %) is 0.003756 which is rounded off to 0%

**Resolution: 9 – SPECIAL BUSINESS –SPECIAL RESOLUTION:**

RE-APPOINTMENT OF MR. MUTHUKRISHNAN RAMESH (DIN: 01016291), RETIRING DIRECTOR AS WHOLE-TIME DIRECTOR FOR 5(FIVE) CONSECUTIVE YEARS:

Manner of E-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	% of Votes
Remote E-voting	18	5319671	37	7	54270	0	0	0	0
E-voting at the AGM	8	<b>9076737</b>	63	0	0	0	0	0	0
<b>Total</b>	<b>26</b>	14396408	<b>100</b>	<b>7</b>	54270	<b>0</b>	<b>0</b>	<b>0</b>	0

**Note:** The total number of votes cast in favor of resolution in remote e-voting (in %) is 36.81% which is rounded off to 37 % and in e-voting at the AGM (in %) is 62.81 % which is rounded off to 63 %. The total number of votes cast against resolution in venue e-voting (in %) is 0.003756 which is rounded off to 0%

**Resolution: 10 – SPECIAL BUSINESS – SPECIAL RESOLUTION:**

APPOINTMENT OF MRS. BOKARA NAGARAJAN PADMAJA PRIYADARSHINI (DIN: 06416242) AS AN INDEPENDENT DIRECTOR:

Manner of E-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	% of Votes
Remote E-voting	18	5319671	37	7	54270	0	0	0	0
E-voting at the AGM	8	<b>9076737</b>	63	0	0	0	0	0	0
<b>Total</b>	<b>26</b>	14396408	<b>100</b>	<b>7</b>	54270	<b>0</b>	<b>0</b>	<b>0</b>	0

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Note: The total number of votes cast in favor of resolution in remote e-voting (in %) is 36.81% which is rounded off to 37 % and in e-voting at the AGM (in %) is 62.81 % which is rounded off to 63 %. The total number of votes cast against resolution in venue e-voting (in %) is 0.003756 which is rounded off to 0%

## **Resolution: 11 – SPECIAL BUSINESS – ORDINARY RESOLUTION:**

TO APPROVE MATERIAL RELATED PARTY TRANSACTION(S) BETWEEN THE COMPANY AND DINDIGUL FARM PRODUCT LIMITED, A MATERIAL SUBSIDIARY

Manner of E-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	17	4713831	95	7	54270	1	1	605840
E-voting at the AGM	5	216568	4	0	0	0	0	8860169
Total	22	14396408	100	7	54270	0	0	9466009

## **Resolution: 12 – SPECIAL BUSINESS – ORDINARY RESOLUTION:**

TO APPROVE MATERIAL RELATED PARTY TRANSACTION(S) BETWEEN THE COMPANY AND MATRIX BOILERS PRIVATE LIMITED, A SUBSIDIARY

Manner of E-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	17	4713831	95	7	54270	1	1	605840	
E-voting at the AGM	5	216568	4	0	0	0	3	8860169	
Total	22	4930399	100	7	54270	1	4	9466009	

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**Resolution: 13 – SPECIAL BUSINESS – ORDINARY RESOLUTION:**

TO APPROVE MATERIAL RELATED PARTY TRANSACTION(S) BETWEEN THE COMPANY AND IBL HEALTHCARE LIMITED, A SUBSIDIARY:

Manner of E-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	17	4713831	95	7	54270	1	1	605840	
E-voting at the AGM	5	216568	4	0	0	0	3	8860169	
<b>Total</b>	<b>22</b>	<b>14396408</b>	<b>100</b>	<b>7</b>	<b>54270</b>	<b>1</b>	<b>4</b>	<b>9466009</b>	

**Resolution: 14 – SPECIAL BUSINESS –ORDINARY RESOLUTION:**

TO APPROVE MATERIAL RELATED PARTY TRANSACTION(S) BETWEEN THE COMPANY AND HSL AGRI SOLUTIONS LIMITED, A SUBSIDIARY

Manner of E-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	17	4713831	95	7	54270	1	1	605840	
E-voting at the AGM	5	216568	4	0	0	0	3	8860169	
Total	22	14396408	100	7	54270	1	4	9466009	

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**Resolution: 15 – SPECIAL BUSINESS –ORDINARY RESOLUTION:**

TO APPROVE MATERIAL RELATED PARTY TRANSACTION(S) BETWEEN THE COMPANY AND HSLPRIME PROPERTIES PRIVATE LIMITED, A SUBSIDIARY:

Manner of E-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	24	4713831	40	7	54270	0	1	605840	
E-voting at the AGM	6	6978137	60	0	0	0	1	2098600	
<b>Total</b>	<b>26</b>	14396408	<b>100</b>	<b>7</b>	54270	<b>0</b>	<b>2</b>	<b>2704440</b>	

**Note:** The total number of votes cast in favor of resolution in AGM e-voting (in %) is 59.41% which is rounded off to 60 %. The total number of votes cast against resolution in venue e-voting (in %) is 0.003756 which is rounded off to 0%.

**Resolution: 16 – SPECIAL BUSINESS – ORDINARY RESOLUTION:**

TO APPROVE MATERIAL RELATED PARTY TRANSACTION(S) BETWEEN THE COMPANY AND IBL INVESTMENTS LIMITED, A SUBSIDIARY:

Manner of E-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	24	4713831	42	7	54270	0	1	605840	
E-voting at the AGM	5	6445168	57.48	0	0	0	1	2631569	
<b>Total</b>	<b>29</b>	11158999	<b>100</b>	<b>7</b>	<b>54270</b>	<b>0</b>	<b>2</b>	<b>3237409</b>	

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**Resolution: 17 – SPECIAL BUSINESS –ORDINARY RESOLUTION:**

TO APPOINT SECRETARIAL AUDITOR OF THE COMPANY

Manner of E-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	18	5319671	37	7	54270	1	0	0	
E-voting at the AGM	5	9076737	62	0	0	0	0	0	
<b>Total</b>	<b>29</b>	4930399	<b>100</b>	<b>7</b>	54270	<b>1</b>	<b>0</b>	<b>0</b>	

**Resolution: 18 – SPECIAL BUSINESS – SPECIAL RESOLUTION:**

TO APPROVE DISINVESTMENT FROM DINDIGUL FARM PRODUCT LIMITED:

Manner of E-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	% of Votes
Remote E-voting	17	4713831	95	7	54270	1	1	605840	
E-voting at the AGM	5	216568	4	0	0	0	3	8860169	
<b>Total</b>	<b>29</b>	4930399	<b>100</b>	<b>7</b>	54270	<b>1</b>	<b>4</b>	9466009	

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**CS R.KANNAN**

**CS AISHWARYA**

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**RESULTS:**

Based on the aforesaid results, we report that Resolution Nos. 1 to 18 have been passed with requisite majority. The Voting results may be reported accordingly. Accordingly, the outcome of the 33rd Annual General Meeting may be declared based on the above voting results.

**FOR KRA & ASSOCIATES**

Date: 01-10-2025

Place: Chennai

R. Kannan

Sr. Partner

M No.: F6718 / CP. No.: 3363

Peer Review No: 5562/2024

UDIN:F006718G001420383

**COUNTERSIGNED  
FOR INDRAYANI BIOTECH LIMITED**

**Swaminathan  
Whole-time Director  
02481041**