



NOTICE OF THE 29TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE TWENTY NINETH (29th) ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF THE INDRAYANI BIOTECH LIMITED WILL BE HELD ON THURSDAY, 30TH SEPTEMBER 2021 AT 02.30 PM THROUGH VIDEO CONFERENCING / OTHER AUDIO VISUAL MEANS TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

ITEM NO 1:

To receive, consider and adopt the Audited Financial Statements (standalone and consolidated Financial Statements) of the Company for the Financial year ended March 31, 2021 together with the Reports of the Board of Directors and the Statutory Auditors thereon, including Annexures thereto;

ITEM NO 2:

To appoint a Director in place of Mrs. Lakshmiprabha Kasiraman (DIN: 02885912) who retires by rotation and being eligible offers herself for re-appointment.

SPECIAL BUSINESS

ITEM NO 1: Appointment of Mr. Muthukrishnan Ramesh (DIN: 01016291) as Whole time Director of the Company

To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and Article of Association of the Company as amended from time to time and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the approval of the members of the Company be and are hereby accorded to appoint Mr. Muthukrishnan Ramesh (DIN: 01016291), who was appointed as Additional Director in the Board meeting held on 4th January 2021, as Whole Time Director of the Company for a period of five years, on the terms and conditions including remuneration as set out in explanatory statement annexed to the notice convening this meeting, with liberty to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit and as may be accepted to Mr. Muthukrishnan Ramesh, subject to the same not exceeding the limit specified under Schedule V to the Companies act, 2013 or any statutory modifications or re-enactment thereof.



“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

ITEM NO: 2 - Appointment of Dr. B. N. Padmaja Priyadarshini (DIN:06416242) as an Independent Director

To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT, pursuant to provision of Section 149, 150, 152 read with Schedule IV to the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Dr. B. N. Padmaja Priyadarshini (DIN: 06416242), who was appointed as an Additional Director with effect from 26th March 2021, at the meeting of the Board of Directors held on April 4, 2021 in terms of Section 161(1) of Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Act proposing his candidature for the office of the Director and declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and hereby appointed as an Independent Director of the Company to hold office from 26th March 2021 for five (5) consecutive years for the period up to 25th March 2026.

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

**Sd/-
Kasiraman Sayee Sundar
Managing Director
DIN: 01295584**

Date: September 3, 2021

**Registered office:
Module No. 32-33, Block 1,
3rd Floor, SIDCO Electronic Complex,
Thiru-vi-ka Industrial estate,
Guindy, Chennai – 600032**



EXPLANATORY STATEMENT

PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

ITEM NO: 1

As required by Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned in the notice.

Mr. Muthukrishnan Ramesh was appointed as Additional Director of the Company with effect from 4th January 2021 in accordance with provisions of Section 161 of the Companies Act 2013 read with Articles of Association of the Company. Pursuant to Section 161 the above Director holds office up to the date of the ensuing Annual General meeting of the Company.

Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 approval of the members of the Company is required for regularization of Mr. Muthukrishnan Ramesh as Whole time Director.

None of the other Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the resolution set out at item No. 1 of the Notice.

The Board recommends the resolution set forth in item no.1 for the approval of the members.

BRIEF PROFILE OF Mr. MUTHUKRISHNAN RAMESH

Mr. Muthukrishnan Ramesh is Diploma in Hotel Management and Catering Technology from Delhi University and B.A Economics in Madras University. His knowledge and experience would help with the business operation of the Company especially to the Food Division. Being professionally qualified in Catering, he brings decades of culinary expertise to the company. He is passionate in Cookery and stands the driving force in encouraging the entire team to scale up to highest levels of professional standards in food quality and best services to our Clients. His present focus is in building professional team that is always ready to go the extra mile and deliver Trust to Clients. A result oriented professional with over 21 years of experience in Merchandising, Sales & Marketing, Business Development, Operations and Team Management. Proficient at managing & leading teams for running successful business process operations and experience of developing procedures & service standards for business excellence. A keen planner and strategist with proven track record of consistently increasing the sales and profitability of the company. An out of box thinker in implementing cost saving measures to achieve substantial reduction in terms of man days and materials. Proficient in developing, supervising logistics network as well as ensuring smooth material movement. An effective communicator with excellent relationship building & interpersonal skills, strong analytical, team leadership, problem solving & organizational abilities.

**Expertise in:**

- Strategic Planning
- Marketing Communication
- Merchandising
- Motivation / Feedback
- Budgetary Control
- Vendor Development
- Team Management
- Retail Operation

Details of Remuneration payable to Mr. Muthukrishnan Ramesh and terms and conditions of the appointment are given below:

Name of Director	Mr. Muthu Krishnan Ramesh
Date of Birth	08-02-1972
Date of Appointment on the Board	04-01-2021
Qualifications	Diploma in Hotel Management and Catering Technology from Delhi University and B.A Economics in Madras University
Experience	A result oriented professional with over 21 years of experience in Merchandising, Sales & Marketing, Business Development, Operations and Team Management
Terms and conditions of appointment along with details of remuneration sought to be paid	<p>Salary Salary shall be Rs. 1,35,000 /- (One Lakh Thirty Five Thousand) per month. Salary will be subject to the deduction of Income tax/professional tax at the applicable rates, under the Income Tax Act, 1961.</p> <p>Medical Reimbursement Reimbursement of medical expenses actually incurred for self and family, subject to the ceiling of one month's salary in a year with a right to carry forward.</p> <p>Leave and Leave Travel Concession Leave Travel Concession for self and family, subject to the ceiling of one month's salary. Earned privilege leaves on full pay and allowance as per the rules of the Company subject to the condition that leave accumulated but not availed of shall not be allowed to be encashed.</p>
Last drawn Remuneration if applicable	NA
Shareholding in the Company%	3.07%
Number of meeting of the Board attended for the financial year 2020 – 2021	01
Relation with KMP/directors	Nil
Other Directorships / memberships / chairmanships of Committees of Board	Nil



This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

Limits on Remuneration

The remuneration as specified in clauses above shall be subject to the overall limits as specified under Sections 196, 197 and other applicable provisions read with Schedule V of the Companies Act, 2013

Minimum Remuneration

In the event of the Company incurring a loss or having inadequate profits in any financial year, the remuneration, perquisites, benefits, allowances and amenities payable to Mr. Muthukrishnan Ramesh shall be in accordance with Section II of Part II of Schedule V of the Companies Act, 2013 as amended from time to time

Schedule V of the Companies Act, 2013 determines the limit of payment of managerial remuneration by companies in case of loss or inadequacy of profit, in any financial year and inter alia requires approval of Members by way of Special Resolution. The Company does not envisage any loss or inadequate profits. However, challenging business environment may affect the profitability of the Company in future. The Company proposes to obtain approval of Members as an abundant caution in case the standalone profits are insufficient to pay the managerial remuneration as above.

None of the other Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the resolution set out at item No. 1 of the Notice.

The Board recommends the resolution set forth in item no.1 for the approval of the members.

ITEM NO: 2

Dr. B. N. Padmaja Priyadarshini was appointed by the Board as an Additional Director and Non-executive Independent Director with effect from March 26, 2021 in terms of provisions of Section 161 and 149 of the Companies Act, 2013, rules made there under. Her appointment is hereby approved and appointed as the Independent Director of the Company. Dr. B. N. Padmaja Priyadarshini has also given a declaration to the company that she meets criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment & Qualification of Directors) Rules, 2014 and relevant regulation of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

None of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out at item No. 2 of the Notice.

The Board recommends the resolution set forth in item no.2 for the approval of the members.

BRIEF PROFILE OF DR. PADMAJA PRIYADARSHINI

Dr. B. N. Padmaja Priyadarshini holds multiple post-graduation in the fields of statistics, Hindi literature & management along with a master of philosophy in international business and doctorate in the field of women entrepreneurship. She began her career as a professional in the banking sector and worked there for 10 years. She switched to B school thereafter for 3 years and focused in teaching before she became an entrepreneur herself. For the past 10 years, she is the Managing Director of M/s HomePlanGuru Civil Consultants Pvt Ltd.

She has graduated with a certificate course in women entrepreneurship (which is funded by Goldman Sachs) from the esteemed B School - Indian School of Business, Hyderabad. She is a corporate trainer and conducts marketing research workshops in R Studio, MATLAB, Python, SPSS & AMOS. She is one of the panel resource persons in the research methodology workshops conducted by Mizoram University, Aizwal. She is working as a tutor for Teaching Storm P Limited to tutor Statistics for students studying in USA.

She is handling Communication Skills training to military cadets at Officers Training Academy Chennai. She has secured ranks in the university examinations in both UG and PG. She has won “Emerging Entrepreneur Award 2015” from the Indian National Cultural Academy and “Outstanding Digital Startup Award 2015” from VIT University, “Senior Woman Entrepreneur Award 2017” and “Distinguished Woman Technopreneur Award 2017” on various occasions by National Foundation for Entrepreneurship Development, “Visionary Woman Award 2018” by Visionary Women Circle, “Achievers’ Award 2020” by S D N B Vaishnav College for Women, “Powerful Women Entrepreneur 2021” from Inner Wheel Club, “Tamilnadu Women Achiever Award 2021”, “Sociopreneur of the year 2021” from Anna University. She has visited universities abroad such as University Sains Malaysia, Taylor University College, National University of Singapore, James Cook University as a part of the centre for international exchange during her teaching tenure.

NOTES

1. In the view of the COVID 19 pandemic, the Ministry of Corporate Affairs vide its Circular No: 20 dated 5th May, 2020 read with Circular No: 14 dated 8th April, 2020 and Circular No: 17 dated 13th April, 2020 (collectively referred to as 'MCA Circulars'), has permitted the conduct of Annual General Meetings (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical presence of members at a common venue. In compliance with the said requirements of the MCA Circulars, electronic copy of the Notice along with the Annual Report for the financial year ended 31st March, 2021 consisting of financial statements including Board's Report, Auditors' Report and other documents required to be attached therewith (Collectively referred to as Notice) have been sent only to those members whose e- mail ids are registered with the Company or the Registrar and Share Transfer Agent or the Depository Participants(s) through electronic means and no physical copy of the Notice has been sent by the Company to any member. The Notice has also been hosted on the website of the Company.

2. In accordance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and applicable provisions of the SEBI Listing Regulations, the company has engaged the services of Link Intime India Private Limited ("LI IPL") to provide the facility of voting through electronic means to the members to enable them to cast their votes electronically in respect of all the businesses to be transacted at the aforesaid meeting.
3. The company has enabled the members to participate at the 29th AGM through the VC facility provided by Link Intime India Private Limited. The instructions for participation by members are given in the subsequent paragraphs. Participation at the AGM through VC shall be allowed on a first-come-first-served basis.
4. Institutional/corporate shareholders (i.e. other than individual / HUF, NRI etc) are required to send a scanned copy (pdf/jpg format) of its board or governing body resolution/authorisation etc. authorising its representative to attend the AGM through VC / OVAM on its behalf and to vote through remote e-voting. The said resolution / authorisation shall be sent to the Scrutinizer by email gkrkgram@yahoo.in with the copy marked to the company at email id cs@indrayani.com and to its RTA at enotices@Linkintime.co.in
5. Pursuant to provisions of Section 91 of the Companies Act 2013 and Regulation 42 of SEBI (Listing Obligations & Disclosures Requirements) Regulations 2015, the Register of members and share transfer books of the Company will remain closed from 24th September 2021 to 30th September 2021 (Both days inclusive)
6. As per the provisions under the MCA Circulars, Members attending the 29th AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. The 29th AGM of the Company is being held through VC as per the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be made available for the 29th AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
8. Registration of email ID and Bank Account details: In case the shareholder's email ID is already registered with the Company / its Registrar & Share Transfer Agent "RTA" / Depositories, log in details for e-voting are being sent on the registered email address. In case the shareholder has not registered his / her / their email address with the Company / its RTA / Depositories and / or not updated the Bank Account mandate for receipt of dividend, the following instructions are to be followed:
 - (i) Kindly log in to the website of our RTA, Link Intime India Private Ltd., (www.Linkintime.co.in) under Investor Services > Email/Bank detail Registration - fill in the details and upload the required documents and submit. OR
 - (ii) In the case of Shares held in Demat mode:

The shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.
9. The Notice for this Meeting along with requisite documents and the Annual Report for the financial year ended 2020-21 shall also be available on the Company's website www.indrayani.com, website of stock exchange i.e. www.bseindia.com and on the website of Link Intime India Private Limited at instavote.Linkintime.co.in

10. The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the company as on the cut-off date i.e. 23rd September 2021
11. The Board of Directors has appointed Mr. R. Kannan, Practicing Company Secretary Membership No: F6718 (COP No. 3363), as the Scrutinizer for the purpose of scrutinizing the remote e-voting and e-voting process, provided in the meeting in a fair and transparent manner.
12. The Chairman shall, at the annual general meeting, at the end of discussion on the resolutions on which voting is to be held, allow e-voting for all those members who are present at the annual general meeting by electronic means but have not cast their vote by availing the remote e-voting facility.
13. The scrutinizer shall, after the conclusion of voting at the Annual General Meeting, first count the vote cast during the AGM and thereafter unblock the vote cast through remote e-voting in the presence of at least two witnesses, not in employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizers report of the total vote cast in favour or against, if any, to the chairman or a person authorised by him in writing who shall counter sign the same and declare the results of the voting forthwith.
14. The results shall be declared within 2 days from the conclusion of the Annual General Meeting. The results declared along with the report of the scrutinizer shall be placed on the website of the company (www.indrayani.com) and on the website of the RTA, Link Intime India Private Ltd., (www.Linkintime.co.in) and be communicated to the Stock exchanges where the shares of the company are listed by the chairman or person authorised by him.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants (DPs) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to RTA, Link Intime India Private Limited, SURYA 35, May Flower Avenue behind Senthil Nagar, Sowripalayam road, Coimbatore 641028 Email id: Coimbatore@Linkintime.co.in
16. SEBI vide its Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 & Notification No. SEBI/LAD-NRO/GN/2018/49 dated 30th November, 2018 amended Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which provides that from 1st April, 2019 transfer of securities would not be processed unless the securities are held in the dematerialized form with a depository. In view of the same, now the shares cannot be transferred in the physical mode. Members holding shares in physical form are therefore requested to dematerialize their holdings immediately. However, members can continue to make request for transmission or Transposition of securities held in physical form.
17. Non-Resident Indian Members are requested to inform RTA, immediately on:
 - (i) Change in their residential status on return to India for permanent settlement;
 - (ii) Particulars of their bank account maintained in India with complete name, Branch, account type, account number and address of the bank with PIN Code Number, if not furnished earlier.
18. Members holding shares in single name and wishes to appoint nominee in respect of their shareholding may download the nomination form from <https://www.Linkintime.co.in/client-downloads.html>
19. Members are requested to notify any change of address & bank details to the respective Depository Participants in respect of holdings in electronic form and in respect of holdings in

physical form to RTA, Link Intime India Private Limited, SURYA 35, May Flower Avenue behind Senthil Nagar, Sowripalayam road, Coimbatore 641028 Email id: Coimbatore@Linkintime.co.in

20. Soft copies of the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act 2013 and Register of Contracts or arrangements in which Directors are interested, maintained under section 189 of Companies Act 2013 and the document referred to in the notice of the AGM will be available for inspection by the Members during the AGM.
21. Voting through electronic means
- a. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS - 2), the company is pleased to provide its members the facility to exercise their right to vote at the 29th Annual General Meeting (AGM) by electronic means and all the business as set out in this notice shall be transacted through the remote e-voting services provided by Link Intime India Private Limited (LIPL).
 - b. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of Annual General Meeting Notice and holding shares as of the cut-off date, i.e. Thursday, September 23, 2021, may refer to this Notice of the 29th Annual General Meeting, posted on company's website www.indrayani.com for detailed procedure with regard to remote e-voting. Any person who ceases to be the member of the company as on the cut-off date and is in receipt of this Notice, shall treat this Notice for information purpose only.
 - c. The Members who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again. Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
 - d. The voting period begins on Monday, 27th September, 2021 at 9.00 AM (IST) and ends on Wednesday, 29th September 2021 at 5.00 PM (IST).

INSTRUCTIONS FOR SHAREHOLDERS TO VOTE ELECTRONICALLY

Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only post 9th June, 2021.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

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

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ul style="list-style-type: none"> • If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. • After successful authentication, you will be able to see e-Voting 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 and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. • If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. • Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp • Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 held 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 and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ul style="list-style-type: none"> • Existing user, who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. • After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK INTIME, CDSL. Click on e-Voting service provider name to cast your vote. • If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration • Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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, user will be provided links for the respective ESP where the E Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) & login through their depository participants</p>	<ul style="list-style-type: none"> • You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. • Once 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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
<p>Individual Shareholders holding securities in Physical mode & evoting service Provider is LINK INTIME.</p>	<ol style="list-style-type: none"> 1. Open the internet browser and launch the URL: https://instavote.Linkintime.co.in <ul style="list-style-type: none"> ▶ Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: - <ol style="list-style-type: none"> A. User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company. B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided

	<p>to you, if applicable.</p> <p>C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</p> <p>D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.</p> <ul style="list-style-type: none"> • Shareholders/ members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above <p>▶ 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).</p> <p>▶ Click "confirm" (Your password is now generated).</p> <ol style="list-style-type: none"> 2. Click on 'Login' under 'SHARE HOLDER' tab. 3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'. 4. After successful login, you will be able to see the notification for e-voting. Select 'View' icon. 5. E-voting page will appear. 6. 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). 7. 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.
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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.

Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME have forgotten the password:

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on 'Submit'.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.



- Shareholders/ members 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.

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

- Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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”.

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

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 toll free no.: 1800 1020 990 or 1800 22 44 30
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 022-23058738 or 022-23058542-43.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & evoting service Provider is LINKINTIME.

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the Frequently Asked Questions (‘FAQs’) and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 –4918 6000.

InstaVote Support Desk

Link Intime India Private Limited

Process for those shareholders whose email address is not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:

1. For physical shareholders – please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to coimbatore@linkintime.co.in
2. For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to coimbatore@linkintime.co.in.
3. The company/Registered Share Transfer Agent shall co-ordinate provide the login credentials to the abovementioned shareholders.

Instructions for Shareholders/Members to attend the Annual General Meeting through InstaMeet (VC/OAVM) are as under:

- Shareholders/Members are entitled to attend the Annual General Meeting through VC/OAVM provided by Link Intime by following the below mentioned process. Facility for joining the Annual General Meeting through VC/OAVM shall open 30 minutes before the time scheduled for the Annual General Meeting and will be available to the Members on first come first serve basis.
- Shareholders/Members are requested to participate on first come first serve basis as participation through VC/OAVM is limited and will be closed on expiry of 15 (fifteen) minutes from the scheduled time of the Annual General Meeting. Shareholders/ Members with >2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chairpersons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. may be allowed to the meeting without restrictions of first-come-first serve basis. Members can log in and join 30 (Thirty) minutes prior to the schedule time of the meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time.
- Shareholders/ Members will be provided with InstaMeet facility wherein Shareholders/ Member shall register their details and attend the Annual General Meeting as under:
 1. Open the internet browser and launch the URL for InstaMeet <<<https://instameet.linkintime.co.in>>> and register with your following details:
 - i. DP ID / Client ID or Beneficiary ID or Folio No.: Enter your 16 digit DP ID / Client ID or Beneficiary ID or Folio Number registered with the Company
 - ii. PAN: Enter your 10-digit Permanent Account Number (PAN) (members who have not updated their PAN with the Depository Participant or company shall use the sequence number provided to you, if applicable)
 - iii. Enter your Mobile No.
 - iv. Enter your Email ID, as recorded with your DP/Company.
 2. Click “Go to Meeting”



Note:

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case the shareholders/members have any queries or issues regarding e-voting, you can write an email to instameet@linkintime.co.in or Call us: - Tel: (022-49186175)

InstaMeet Support Desk

Link Intime India Private Limited

Instructions for Shareholders/Members to register themselves as Speakers during Annual General Meeting:

- Shareholders/ Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at info@indrayani.com on or before Wednesday, 29th September, 2021 at 12.00 PM (IST).
- The first 20 Speakers on first come basis will only be allowed to express their views/ask questions during the meeting.
- Shareholders/ Members, who would like to ask questions, may send their questions in advance mentioning their name, demat account number/folio number, email ID & mobile number at info@indrayani.com. The same will be replied by the company suitably.

Note:

Those shareholders/members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the Annual General Meeting.

Shareholders/ Members should allow to use camera and are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Instructions for Shareholders/Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutiniser during the meeting, shareholders/members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”.
2. Enter Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email ID) received during registration for InstaMeet and click on ‘Submit’.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e., “Favour/Against” as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.

5. After selecting the appropriate option i.e., Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.

Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

- Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not cast their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.
- Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.
 - a. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the company as on the cut-off date (record date) of September 23, 2021.
 - b. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote by remote e-voting shall not vote by e-voting conducted during the Meeting.
 - c. R. Kannan, M/S. KRA Associates, Practicing Company Secretary, Chennai has been appointed as the scrutinizer to scrutinize the remote e-voting and e-voting process at the meeting in a fair and transparent manner and for the purpose of ascertaining the majority.
 - d. The Chairman shall, at the 29th Annual General Meeting, at the end of discussion on all the resolutions on which voting is to be cast, allow e-voting for all those members who are present at the 29th Annual General Meeting but who have not cast their votes by availing the remote e-voting facility.
 - e. The Scrutinizer shall after the conclusion of the e-voting at the Annual General Meeting, will first count the votes cast during the AGM and thereafter unblock the votes cast through



remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- f. The results shall be declared within 2 days from the conclusion of the Annual General Meeting. The results declared along with the consolidated scrutinizer's report shall be placed on the company's website www.indrayani.com and on the website of LIPL and communicated to the Stock Exchange where the company's shares are listed.

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

Date: September 05, 2021

**Registered office:
Module No. 32-33, Block 1,
3rd Floor, SIDCO Electronic Complex,
Thiru-vi-ka Industrial estate,
Guindy, Chennai – 600032**

**Sd/-
Kasiraman Sayee Sundar
Managing Director**