



NOTICE OF THE 28TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 28th Annual General Meeting of the shareholders of the Company will be held on Friday the 28th August 2020 at 11.15 AM through Video Conferencing ("VC") / Other Audio Visual means ("OVAM"), to transact the following businesses:

ORDINARY BUSINESS :

Item No. 1 :

To receive, consider and adopt the audited Balance Sheet and Profit & Loss Account for the Year Ended March 31, 2020 together with the Reports of Directors and Auditors thereon.

Item No. 2 :

To appoint a Director in place of Mrs. Lakshmiprabha Kasiraman (DIN 02885912), who retires at this meeting and being eligible, offers herself for reappointment.

SPECIAL BUSINESS :

Item No. : 1

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

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and 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), approval of the members be and is hereby accorded to appoint Mr. G.Swaminathan (Holding Din: 02481041) and Mr. Singarababu Indirakumar (Holding Din: 00892351) who were appointed as Additional Directors in the board meeting held on 1st August 2020 be and are hereby appointed as a Whole-time Directors the Company for a period of five years from the conclusion of the Annual general meeting on terms and conditions including remuneration as may be decided by the Board of Directors (including Nomination & Remuneration Committee) with liberty to alter and vary the terms and conditions of the said reappointment and/or remuneration as it may deem fit"

"RESOLVED FURTHER THAT the Board be and is hereby authorised to reimburse the aforesaid Directors all the expenses incurred towards the Company"

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."



"FURTHER RESOLVED THAT any Director of the Company be and is hereby authorized to file necessary forms and documents with Registrar of Companies, Ministry of Corporate affairs and do all such act, deeds, and things as may necessary for giving effect to the aforesaid resolution".

By order of the Board of Directors
For **INDRAYANI BIOTECH LIMITED**

Sd/-

Kasiraman Sayee Sundar

Managing Director

DIN: 01295584

Date : 01.08.2020

Registered Office :

41/23, Parameswari Nagar, 1st street,
Adyar, Chennai - 600 020.



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. G.Swaminathan (Din: 02481041) and Mr. Singarababu Indirakumar (Din: 00892351) were appointed as Additional Directors of the Company with effect from 01.08.2020 accordance with the provisions of Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office only 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. G.Swaminathan (Din: 02481041) and Mr. Singarababu Indirakumar (Din: 00892351) as Whole Time Directors of the Company

Brief Profile of Mr.G.Swaminathan

Mr. G.Swaminathan is an Electrical & Electronic Engineering Graduate with a Master Degree in Business Administration. Immediately after his education he was instrumental in promoting and maintaining an industrial training institute in Tanjore in his young age. After his short stint in Singapore he started Helios solutions as partnership firm in 1995 and later converted into an unlisted public company in 2003. He is a former member of District Advisory Committee (DAC) on renewable energy headed by District Collector. He is a life member of Indian Institute of Plant engineers

Brief Profile of Mr. Singarababu Indirakumar

Mr. Singarababu Indirakumar is a business administration graduate having over 27 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. After working as Manager Operations in Hospitality Company, he started the Company A diet Express Hospitality Services Limited in the year 2005. A keen planner and strategist with proven track records of consistently increasing the sales and profitability of the company.

iv. None of the Directors/Key Managerial Personnel of the Company/their relatives, except Mr.G.Swaminathan & Mr. Indira Kumar .S, are in any way concerned or interested, in the said resolution. The Board recommends the said resolution to be passed as an ordinary resolution

**NOTES :**

1. In 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, 2020 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 Linkintime India Private Limited 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 28th AGM through the VC facility provided by Linkintime 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 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 22.08.2020 to 28.02.2020(Both days inclusive)



6. As per the provisions under the MCA Circulars, Members attending the 28th AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. The 28th 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 28th 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 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 2019-20 shall also be available on the Company's website www.indrayani.com, website of stock exchange ie. www.bseindia.com and on the website of Linkintime India Private Limited at instavote.linkintime.co.in
10. The voting rights of the shareholders shall be proportion to their shares of the paid up equity share capital of the company as on the cut-off date ie. Friday 21st August 2020
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 provide 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 evoting 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 evoting 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 evoting in the presence of atleast 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 LLIPL 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 Linkintime 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:
 - (a) Change in their residential status on return to India for permanent settlement;
 - (b) 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 Linkintime 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. Instructions for voting through electronic means (e-voting) & other instructions relating thereto are as under:

Instructions for shareholders to vote electronically:

Voting through electronic means

Pursuant to the provisions of Section 108 of Companies Act 2013 read with rule 20 of the Companies (Management & Administration) Rules 2014 (as amended) (including any statutory modification, clarification, exception or reenactment thereof for the time in being in force) Regulation 44 of SEBI (Listing obligations Disclosure Requirements) Regulations 2015 and secretarial standards on General Meetings (SS-2) the Company is providing its members the facility to cast their vote electronically from a place other than a venue of the Annual general meeting (Remote E voting) using an electronic system provided by Linkintime India private Limited (LLIPL) for all the members of the Company to enable them to cast their vote electronically on all business items said forth in the notice of the Annual general meeting and the business may be transacted through such remote e voting

The instruction to evoting as given below , explains the process and manner of casting the vote in a secured manner.

1. Any person who acquires shares of the Company and become member of the Company after dispatch of Annual general notice and holding shares as of cut of date: i.e Friday, 21st August 2020 may refer to this notice of the Annual general meeting, posted on the Company Website www.indrayani.com for detailed procedure with regard to remote evoting. Any person who ceases to be member of the Company as on the cut off date and is in receipt of this notice, shall read this notice for information purpose only



2. The members of who have cast their vote by remote evoting prior to the AGM may also attend plus participate in the AGM through VC/OVAM that shall not be entitled to cast their vote again
3. The voting period begins on 25th August 2020 at 9.00 am and ends on 27th August 2020 at 5.00 pm. During this period shareholders of the Company holding shares either in physical form or dematerialized form as on the cutoff date (21st August 2020) may cast their vote electronically. The voting module shall be disabled by LIPL for voting thereafter

Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.

1. Click on "Login" tab, available under 'Shareholders' section.
2. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
3. Your User ID details are given below:
 - a. Shareholders holding shares in demat account with NSDL: Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b. Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary ID
 - c. Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

4. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (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).

For Shareholders holding shares in Demat Form or Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders).
	● Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is shared to the members.



DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Bank Account Number	<p>Enter the Bank Account number (Last Four Digits) as recorded in your demat account or in the company records for the said demat account or folio number.</p> <p>● Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (iv-c).</p>

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (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)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

❖ Cast your vote electronically

- After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.



6. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

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 'Favor/Against'..
7. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
8. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, 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.
9. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
10. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

❖ General Guidelines for shareholders:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <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.
- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 - 49186000.