



# K. K. KAPOOR & ASSOCIATES

## CHARTERED ACCOUNTANTS

S-9, Vikas Nagar, Pakhowal Road, LUDHIANA-141013  
 Mobile : 098769-02220, 098149-38380  
 E-mail : kohlinay1970@gmail.com, cavinod@yahoo.com



**Scrutinizer's Report on Remote E-Voting in respect of resolutions proposed through Postal Ballot [Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended]**

To  
 The Chairman  
 IOL Chemicals and Pharmaceuticals Limited  
 85, Industrial Area -A  
 Ludhiana - 141003

**Sub: Scrutinizer's Report on the Postal Ballot process conducted through remote e-voting pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, in respect of passing of the resolution contained in the Postal Ballot Notice dated 28<sup>th</sup> October 2024**

Dear Sir,

The Postal Ballot Notice along with Explanatory Statement, seeking the approval of the Members of **M/s IOL Chemicals and Pharmaceuticals Limited** by way of Special Resolution(s) in respect of the following item(s) of business were sent only by email to those Members who have registered their e-mail address with the Company / Registrar and Share Transfer Agent (in respect of shares held in physical form) or with their Depository Participant (DP) (in respect of shares held in electronic form) and made available to the Company by the Depositories, on the cut-off date i.e., **08<sup>th</sup> November 2024**.

**SPECIAL RESOLUTION:**

**1. Appointment of Ms. Rajni Jha as Independent Director of the Company**

I, **CA Vinay Kohli**, Partner of **M/s K. K. Kapoor & Associates**, Chartered Accountant having Membership No. 094249 have been appointed as Scrutinizer by the Board of Directors of **M/s IOL Chemicals and Pharmaceuticals Limited** (the Company), having its **Registered Office** at Village & Post Office - Handiaya, Fatehgarh Chhanna Road, Tehsil & District Barnala -148107, for the purpose of scrutinizing the Postal Ballot voting conducted by way of e-voting process ("e-voting") in a fair and transparent manner in respect of the resolutions contained in the Postal Ballot Notice dated **28<sup>th</sup> October 2024** ("Notice") issued pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations").







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Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India and Various General Circular issued by Ministry of Corporate Affairs, Government of India ("collectively referred to as "MCA Circulars"), allowing the companies to hold general meetings/conduct the Postal Ballot process through electronic means ("e-voting") only.

### **Responsibility of the Management**

The Management of the Company, is responsible for ensuring compliances with the requirements of the Act and the Rules made thereunder, the MCA Circulars and the Listing Regulations relating to e-voting on the resolutions contained in the Notice.

### **Responsibility as a Scrutinizer**

My responsibility as a scrutinizer for e-voting process is restricted to making a Scrutinizer's report on the votes cast "in favour" or "against" by the members in respect of the resolutions contained in the Postal Ballot Notice.

My report is based on verification of data and reports generated from the voting system provided by Central Depository Services India Limited (CDSL), the authorised agency engaged by the Company to provide voting through electronic means i.e. e-voting.

### **I submit my report as under:**

- (i) As per the MCA Circulars, the Notice was sent only by e-mail to those Members who have registered their e-mail address with the Company / Registrar and Share Transfer Agent (in respect of shares held in physical form) or with their DP (in respect of shares held in electronic form) and made available to the Company by the Depositories, on the cut-off date i.e., 08<sup>th</sup> November 2024. Accordingly, the physical copies of the Notice along with Postal Ballot Form and pre-paid business reply envelope were not sent to members for this Postal Ballot.
- (ii) The Notice was also available on the Company's website [www.iolcp.com](http://www.iolcp.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com).
- (iii) The Company has availed the e-voting facility offered by Central Depository Services (India) Limited ("CDSL") for providing to its members the facility to cast their vote through electronic means.





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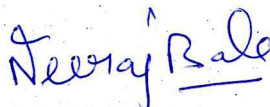
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- (iv) The remote e-voting period commenced on 13<sup>th</sup> November 2024 at 9:00 A.M. (1ST) and ended on 12<sup>th</sup> December 2024 at 5:00 P.M. (1ST) and remote e-voting module was disabled by CDSL for voting thereafter.
- (v) An advertisement regarding Postal Ballot Notice/E-Voting was published in "Financial Express" English News Paper and "Punjabi Jagran", Punjabi News Paper on 13<sup>th</sup> November 2024.
- (vi) All the votes cast up to 5:00 PM on 12<sup>th</sup> December 2024, being the last date and time fixed by the Company for remote e-voting, were considered for my scrutiny.
- (vii) The votes were unblocked by me on 12<sup>th</sup> December 2024 after the conclusion of e voting period, in the presence of two witnesses, Mrs. Neeraj Bala and Mr. Keshav Chugh, who are not in the employment of the Company.

They have signed below in confirmation of the votes being unblocked in their presence.

  
(Mrs. Neeraj Bala)

  
(Mr. Keshav Chugh)

- (viii) Thereafter, the details containing the list of Members who voted "in favour" or "against" on the resolutions were generated from the e-voting website of CDSL. Based on the report generated and relied upon by me, data on the e-voting was scrutinized.







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(ix) The report on results of the remote e-voting for postal ballot process is as under:

Resolution : **Appointment of Ms. Rajni Jha (DIN: 10818947) as Independent Director of the Company**

Nature of Resolution: **Special Resolution**

Mode	Voted in favour of the resolution			Voted against the resolution			Invalid votes		
	Manner of voting	Number of Members Voting	Number of Votes Cast by them	% of total number of valid votes	Number of Members voting	Number of Votes Cast by them	% of total number of valid votes	Number of members	Number of votes
Remote e-voting		355	34697902	99.95%	30	17357	0.05%	-	-

The Special Resolution as contained in above has been passed with requisite majority of votes.

The electronic data and all other relevant records relating to remote e-voting will be in my safe custody until the Chairman considers, approves and signs the minutes and thereafter the same will be handed over to the Company for safe keeping.

Thanking you



**CA VINAY KOHLI**  
**Membership no .094249**

Partner K. K. Kapoor & Associates  
Chartered Accountants  
S-9, Vikas Nagar, Pakhowal Road,  
Ludhiana-141013  
UDIN: 24094249BKACQV1082

Place: Ludhiana

Date: 13<sup>th</sup> December 2024

Countersign by Company  
**For IOL Chemicals and Pharmaceuticals Limited**



**Abhay Raj Singh**

Sr. Vice-President & Company Secretary

*Abhay*  
13/12/24