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**“SCRUTINIZER’S REPORT ON E-VOTING & POLL”**

**M/s INDRA INDUSTRIES LIMITED**

**30<sup>TH</sup> ANNUAL GENERAL MEETING**

**26<sup>TH</sup> SEPTEMBER 2014**

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**CS L.N. JOSHI**

**L.N. JOSHI & COMPANY, COMPANY SECRETARIES**

**306, Sterling Arcade, 15/3, Race Course Road, Indore-452003**

**☎ : +91-731-4266708, +91-9425060308, Email: [lnjoshics@gmail.com](mailto:lnjoshics@gmail.com)**

**COMBINED SCRUTINIZER'S REPORT ON E-VOTING & POLL**

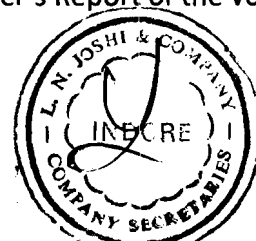
To,  
**The Chairman,**  
30<sup>th</sup> Annual General Meeting,  
Indra Industries Limited,  
406, Airen Heights, Opp. Orbit Mall,  
Scheme No.54, Vijay Nagar, A.B. Road,  
Indore-452010 (M.P.)

Dear Sir,

**SUB: Passing of Resolution through E-Voting and poll conducted at 30<sup>th</sup> Annual General Meeting of Indra Industries Limited (the Company) held on 26<sup>th</sup> September, 2014 at 10.00 A.M.**

I, L. N Joshi , Practicing Company Secretary, has been appointed as a Scrutinizer by-

- (i) The Board of Directors of Indra Industries Limited (the Company) for the purpose of scrutinizing the E-voting process under the provisions of Section 108 of the Companies Act, 2013 and Rule 20(3)(xi) of Companies (Management and Administration) Rules, 2014 in respect of the below mentioned resolutions to be passed at the 30<sup>th</sup> Annual General Meeting (AGM) of the members of the Company held on Friday, 26<sup>th</sup> September, 2014.
- (ii) The Chairman of the 30<sup>th</sup> Annual General Meeting (AGM) on poll under the provisions of Section 109 of the Companies Act, 2013 and Rule 21(2) of Companies (Management and Administration) Rules, 2014, on the resolutions contained in the Notice to the 30<sup>th</sup> AGM of the members of the Company held on Friday, 26<sup>th</sup> September, 2014 at registered office situated at 406, Airen Heights, Opp. Orbit Mall, Scheme No.54, Vijay Nagar, A.B. Road, Indore-452010 (M.P.) at 10.00 A.M.
- (iii) The Management of the Company is responsible to ensure the compliance with the requirement of Companies Act, 2013 and Rules in relation to E-voting and Poll on the resolutions contained in the Notice to the Annual General Meeting (AGM) of the members of the Company. My responsibilities as scrutinizer for E-voting process and for Poll at the AGM is restricted to Scrutinizer's Report of the votes cast



“in favour” or “Against” the resolutions stated above, based on the reports generated from the E-voting system provided by Central Depository Services (India) Limited and also at the time of Poll at AGM.

- (iv) I have issued separate Scrutinizer’s Report for the E-voting and on the Poll for the resolutions contained in the Notice to the AGM. Copy of the same are enclosed with this report. Further, I submit herewith my combined report on the results of E-voting and Poll as under-

**Item No. 1 of AGM Notice-Ordinary Resolution**

**Adoption of Audited Balance Sheet as at 31<sup>st</sup> March, 2014 and Statement of Profit & Loss Account for the year ended on that date together with the Report of the Board of Directors and the Auditors thereon.**

- (i) Voted in favour of resolution:

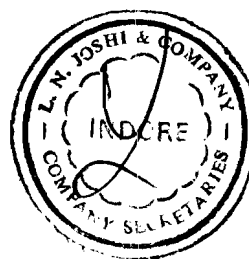
| Type of voting | Number of Members voted through e-voting system and through Poll | Number of Votes cast (Shares) | % of total number of valid votes cast |
|----------------|--|-------------------------------|---------------------------------------|
| E-voting       | 8  | 4113420                       | 80.37%                                |
| Poll           | 15   | 1004200                       | 19.63%                                |
| <b>Total</b>   | <b>23</b>  | <b>5117620</b>                | <b>100.00%</b>                        |

- (ii) Voted against the resolution:

| Type of Voting | Number of Members voted through e-voting system and through Poll | Number of Votes cast (Shares) | % of total number of valid votes cast |
|----------------|--|-------------------------------|---------------------------------------|
| E-voting       | NIL  | NIL                           | NIL                                   |
| Poll           | NIL  | NIL                           | NIL                                   |
| <b>Total</b>   | <b>NIL</b>   | <b>NIL</b>                    | <b>NIL</b>                            |

- (iii) Invalid Votes

|              | Total number of Members whose votes were declared invalid | Total number of Votes cast (Shares) |
|--------------|---|-------------------------------------|
| E-voting     | NIL   | NIL                                 |
| Poll         | 1   | 3500                                |
| <b>Total</b> | <b>1</b>  | <b>3500</b>                         |



**Item No. 2 of AGM Notice - Ordinary Resolution**

**Appointment of Smt. Astha Devi Jain (DIN: 00408555), who retires by rotation and being eligible, offers herself for re-appointment.**

(i) Voted in favour of resolution:

| Type of voting | Number of Members voted through e-voting system and through Poll | Number of Votes cast (Shares) | % of total number of valid votes cast |
|----------------|--|-------------------------------|---------------------------------------|
| E-voting       | 8  | 4113420                       | 80.37%                                |
| Poll           | 15   | 1004200                       | 19.63%                                |
| <b>Total</b>   | <b>23</b>  | <b>5117620</b>                | <b>100.00%</b>                        |

(ii) Voted against the resolution:

| Type of Voting | Number of Members voted through e-voting system and through Poll | Number of Votes cast (Shares) | % of total number of valid votes cast |
|----------------|--|-------------------------------|---------------------------------------|
| E-voting       | NIL  | NIL                           | NIL                                   |
| Poll           | NIL  | NIL                           | NIL                                   |
| <b>Total</b>   | <b>NIL</b>   | <b>NIL</b>                    | <b>NIL</b>                            |

(iii) Invalid Votes

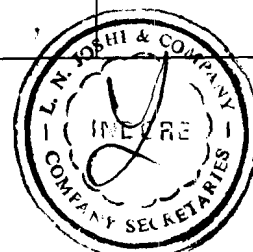
|              | Total number of Members whose votes were declared invalid | Total number of Votes cast (Shares) |
|--------------|---|-------------------------------------|
| E-voting     | NIL   | NIL                                 |
| Poll         | 1   | 3500                                |
| <b>Total</b> | <b>1</b>  | <b>3500</b>                         |

**Item No. 3 of AGM Notice -Ordinary Resolution**

**Appointment of M/s P.K. Shishodiya & Co., Chartered Accountants, (FRN No 03233C) as statutory Auditor of the Company.**

(i) Voted in favour of resolution:

| Type of voting | Number of Members voted through e-voting system and through Poll | Number of Votes cast (Shares) | % of total number of valid votes cast |
|----------------|--|-------------------------------|---------------------------------------|
|----------------|--|-------------------------------|---------------------------------------|



|              |           |                |                |
|--------------|-----------|----------------|----------------|
| E-voting     | 8         | 4113420        | 80.37%         |
| Poll         | 15        | 1004200        | 19.63%         |
| <b>Total</b> | <b>23</b> | <b>5117620</b> | <b>100.00%</b> |

(ii) Voted against the resolution:

| Type of Voting | Number of Members voted through e-voting system and through Poll | Number of Votes cast (Shares) | % of total number of valid votes cast |
|----------------|--|-------------------------------|---------------------------------------|
| E-voting       | NIL  | NIL                           | NIL                                   |
| Poll           | NIL  | NIL                           | NIL                                   |
| <b>Total</b>   | <b>NIL</b>   | <b>NIL</b>                    | <b>NIL</b>                            |

(iii) Invalid Votes

|              | Total number of Members whose votes were declared invalid | Total number of Votes cast (Shares) |
|--------------|---|-------------------------------------|
| E-voting     | NIL   | NIL                                 |
| Poll         | 1   | 3500                                |
| <b>Total</b> | <b>1</b>  | <b>3500</b>                         |

#### Item No. 4 of AGM Notice -Ordinary Resolution

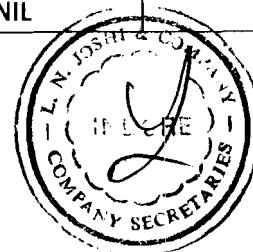
**Appointment of Shri Tilak Chitta (DIN: 06537054), as an Independent Director of the Company.**

(i) Voted in favour of resolution:

| Type of voting | Number of Members voted through e-voting system and through Poll | Number of Votes cast (Shares) | % of total number of valid votes cast |
|----------------|--|-------------------------------|---------------------------------------|
| E-voting       | 8  | 4113420                       | 80.37%                                |
| Poll           | 15   | 1004200                       | 19.63%                                |
| <b>Total</b>   | <b>23</b>  | <b>5117620</b>                | <b>100.00%</b>                        |

(ii) Voted against the resolution:

| Type of Voting | Number of Members voted through e-voting system and through Poll | Number of Votes cast (Shares) | % of total number of valid votes cast |
|----------------|--|-------------------------------|---------------------------------------|
| E-voting       | NIL  | NIL                           | NIL                                   |
| Poll           | NIL  | NIL                           | NIL                                   |



|              |     |     |     |
|--------------|-----|-----|-----|
| <b>Total</b> | NIL | NIL | NIL |
|--------------|-----|-----|-----|

(iii) Invalid Votes

|              | Total number of Members whose votes were declared invalid | Total number of Votes cast (Shares) |
|--------------|---|-------------------------------------|
| E-voting     | NIL   | NIL                                 |
| Poll         | 1   | 3500                                |
| <b>Total</b> | <b>1</b>  | <b>3500</b>                         |

**Item No. 5 of AGM Notice - Ordinary Resolution**

**Appointment of Smt. Sanjali Srimati Jain (DIN: 06909199), as an Independent Director of the Company.**

(i) Voted in favour of resolution:

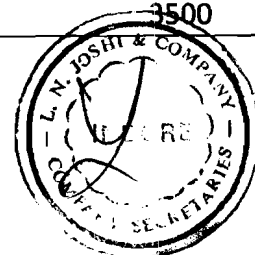
| Type of voting | Number of Members voted through e-voting system and through Poll | Number of Votes cast (Shares) | % of total number of valid votes cast |
|----------------|--|-------------------------------|---------------------------------------|
| E-voting       | 8  | 4113420                       | 80.37%                                |
| Poll           | 15   | 1004200                       | 19.63%                                |
| <b>Total</b>   | <b>23</b>  | <b>5117620</b>                | <b>100.00%</b>                        |

(ii) Voted against the resolution:

| Type of Voting | Number of Members voted through e-voting system and through Poll | Number of Votes cast (Shares) | % of total number of valid votes cast |
|----------------|--|-------------------------------|---------------------------------------|
| E-voting       | NIL  | NIL                           | NIL                                   |
| Poll           | NIL  | NIL                           | NIL                                   |
| <b>Total</b>   | <b>NIL</b>   | <b>NIL</b>                    | <b>NIL</b>                            |

(iii) Invalid Votes

|              | Total number of Members whose votes were declared invalid | Total number of Votes cast (Shares) |
|--------------|---|-------------------------------------|
| E-voting     | NIL   | NIL                                 |
| Poll         | 1   | 3500                                |
| <b>Total</b> | <b>1</b>  | <b>3500</b>                         |



**Item No. 6 of AGM Notice - Ordinary Resolution**

**Creation of mortgage and/or charge on all or any of the movable and/ or immovable properties of the Company.**

(i) Voted in favour of resolution:

| Type of voting | Number of Members voted through e-voting system and through Poll | Number of Votes cast (Shares) | % of total number of valid votes cast |
|----------------|--|-------------------------------|---------------------------------------|
| E-voting       | 8  | 4113420                       | 80.37%                                |
| Poll           | 15   | 1004200                       | 19.63%                                |
| <b>Total</b>   | <b>23</b>  | <b>5117620</b>                | <b>100.00%</b>                        |

(ii) Voted against the resolution:

| Type of Voting | Number of Members voted through e-voting system and through Poll | Number of Votes cast (Shares) | % of total number of valid votes cast |
|----------------|--|-------------------------------|---------------------------------------|
| E-voting       | NIL  | NIL                           | NIL                                   |
| Poll           | NIL  | NIL                           | NIL                                   |
| <b>Total</b>   | <b>NIL</b>   | <b>NIL</b>                    | <b>NIL</b>                            |

(iii) Invalid Votes

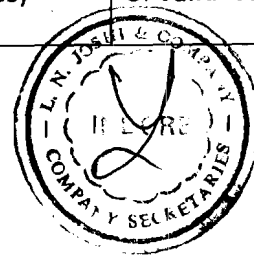
|              | Total number of Members whose votes were declared invalid | Total number of Votes cast (Shares) |
|--------------|---|-------------------------------------|
| E-voting     | NIL   | NIL                                 |
| Poll         | 1   | 3500                                |
| <b>Total</b> | <b>1</b>  | <b>3500</b>                         |

**Item No. 7 of AGM Notice - Special Resolution**

**Authorization to Board of Directors to obtain loans/ borrowings under section 180 (1)(c) & 2 of the Companies Act, 2013.**

(i) Voted in favour of resolution:

| Type of voting | Number of Members voted through e-voting system and through | Number of Votes cast (Shares) | % of total number of valid votes cast |
|----------------|---|-------------------------------|---------------------------------------|
|----------------|---|-------------------------------|---------------------------------------|



|              |           |                |                |
|--------------|-----------|----------------|----------------|
|              | Poll      |                |                |
| E-voting     | 8         | 4113420        | 80.37%         |
| Poll         | 15        | 1004200        | 19.63%         |
| <b>Total</b> | <b>23</b> | <b>5117620</b> | <b>100.00%</b> |


(ii) Voted against the resolution:

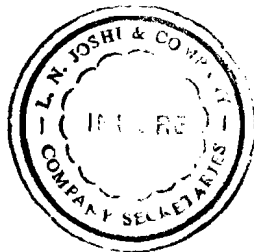
| Type of Voting | Number of Members voted through e-voting system and through Poll | Number of Votes cast (Shares) | % of total number of valid votes cast |
|----------------|--|-------------------------------|---------------------------------------|
| E-voting       | NIL  | NIL                           | NIL                                   |
| Poll           | NIL  | NIL                           | NIL                                   |
| <b>Total</b>   | <b>NIL</b>   | <b>NIL</b>                    | <b>NIL</b>                            |

(iii) Invalid Votes

|              | Total number of Members whose votes were declared invalid | Total number of Votes cast (Shares) |
|--------------|---|-------------------------------------|
| E-voting     | NIL   | NIL                                 |
| Poll         | 1   | 3500                                |
| <b>Total</b> | <b>1</b>  | <b>3500</b>                         |

All the resolutions stands passed with requisite majority under e-voting combined with poll at 30<sup>th</sup> Annual General Meeting held on 26<sup>th</sup> September, 2014. The Company is hereby instructed to put up the results on its website and also that of the service provider and inform to the stock exchanges accordingly in 48 hours of conclusion of 30<sup>th</sup> Annual General Meeting.

Thanking you,  
Yours Faithfully,  
  
Scrutinizer



Name: L.N. Joshi  
Practicing Company Secretary  
FCS: 5201; CP: 4216

Place: Indore  
Date: 26<sup>th</sup> September, 2014