

INDRA INDUSTRIES LIMITED

CIN: L74140MP1984PLC002592

Registered Office: 406, Airen Heights, Opp. Orbit Mall, Scheme No.54, Vijay Nagar,
A.B. Road, Indore (M.P.)-452010

Email id- info@indraindustries.in, Website-www.indraindustries.in, Tel. 0731- 4989811

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra Ordinary General Meeting of the Members of **INDRA INDUSTRIES LIMITED** will be held on Monday, 15th Day of April, 2019 at 11.30 A.M. at the Registered office of the company situated at 406, Airen Heights, Opp. Orbit Mall, Scheme No. 54, Vijay Nagar, A.B. Road, Indore(M.P.)-452010, to transact the following business:-

APPOINTMENT OF M/S MAHESH C. SOLANKI & CO, CHARTERED ACCOUNTANTS, INDORE (ICAI REGISTRATION NUMBER 006228C) AS STATUTORY AUDITOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any modification or amendment or re-enactments thereof for the time being in force) and pursuant to the recommendation of the Board of Directors of the Company, M/s Mahesh C. Solanki & Co, Chartered Accountants, Indore (ICAI Registration Number 006228C) be and are hereby appointed as Statutory Auditor of the Company to hold office upto the conclusion of ensuing Annual General Meeting, to fill casual vacancy caused by the resignation of M/s Mukesh & Associates, Chartered Accountants, Mumbai (ICAI Registration Number 106599W) and conduct the Statutory Audit for the financial year ended 31st March, 2019 at such remuneration as may be determined by Board of Directors plus taxes as applicable in consultation with them.”

**By order of the Board of Directors
INDRA INDUSTRIES LIMITED**

Dilip Patidar
Company Secretary
(Mem. No A34566)

Date: 07th March, 2019

Place: Indore

INDRA INDUSTRIES LIMITED

(CIN: L74140MP1984PLC002592)

Registered Office: 406, Airen Heights,
Opp.Orbit Mall, Scheme No.54,
Vijay Nagar, A.B.Road.
Indore-M.P. 452010

NOTES:-

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT A MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS UPTO AND NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF EXTRA ORDINARY GENERAL MEETING.**
2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days' written notice is given to the Company.
3. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
4. In order to enable us to register your attendance at the venue of the EGM, we request you to please bring your folio number/demat account number/DP ID-Client ID to enable us to give a duly filled attendance slip for your signature and participation at the meeting.
5. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
6. Sections 101 of the Companies Act, 2013 read together with the rules made there under, permit the listed companies to send the notice of extra ordinary general meeting by electronic mode. The Company is accordingly forwarding electronic copy of the notice of extra ordinary general meeting to all the Members whose e-mail ids are registered with the Company/Depository Participants(s) for communication purposes unless any Member has requested for a hard copy of the same. For the Members who have not registered their e-mail address, physical copies of the notice of extra ordinary general meeting is being sent in the permitted mode. Members who have not yet registered their e-mail id are requested to register the same with the Company (if shares are held in physical form) or Depository participant (if shares are held in demat mode). Members are also requested to intimate to the Company the changes, if any in their e-mail address.
7. All the Documents referred to in the accompanying notice will be kept open for inspection by the members at the Registered Office of the Company on all working days (Monday to Friday) from 11.00 a.m. to 1.00 p.m. except holidays, up to the date of the Extra Ordinary General Meeting. The aforesaid documents will be also available for inspection by members at the Meeting.

8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. The Members are requested to:
 - a) Intimate changes, if any, in their registered addresses immediately.
 - b) Quote their ledger folio/DPID number in all their correspondence.
 - c) Hand over the enclosed attendance slip, duly signed in accordance with their specimen registered with the Company for admission to the meeting place.
 - d) Bring their copy of notice and attendance slips with them at the EGM venue.
 - e) Send their Email address to us for prompt communication and update the same with their Depository Participants
10. Corporate Members are requested to forward a Certified True Copy of Board Resolution alongwith the specimen signature(s), authorizing their representatives to attend and vote on their behalf at the Extra Ordinary General Meeting.
11. The Notice of EGM shall be dispatched to the shareholders who are registered as member as on Tuesday 19th Day of March, 2019 Members may also note that Notice of Extra Ordinary General Meeting will also be available on the Company's website i.e **www.indraindustries.in**.
12. Route map for the venue of Extra Ordinary General Meeting with prominent land mark is enclosed with this notice.
13. Members are requested to contact the Registrar and Share Transfer Agent for all matter connected with Company's shares at Purva Shareregistry (India) Private Limited, 9, Shiv Shakti Industrial Estate, J.R. Boricha Marg, Lower Parel (East), Mumbai(M.H.).
14. The Company has designated an exclusive email ID: **info@indraindustries.in** which would enable the members to post their grievances and monitor its redressal. Any member having any grievance may post the same to the said Email address for its quick redressal.
15. The voting rights of Shareholders shall be in proportion of shares held by them to the total paid up equity shares of the company as on Monday 08th April, 2019, being the cut-off date.
16. The business as set out in the Notice may be transacted through Electronic Voting system and the Company shall provide a facility for voting by electronic means. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by MCA vide its notification dated March 19, 2015 and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the company is pleased to offer the facility of "remote e-voting" (e-voting from a place other than venue of the EGM) as an alternate, to all its members to enable them to cast their votes electronically instead of casting their vote at the meeting. If a member has opted for remote e-voting, then he/she should not vote by physical ballot also and vice-versa. However, in case members cast their vote both via physical ballot and remote e-voting, then voting through electronic mode shall prevail and voting done by physical ballot shall be treated as invalid. The Members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again. For E-voting facility, the

Company has entered in to an agreement with the CDSL for facilitating remote E-voting. The Procedure and instructions for E-voting given below:

Instructions for shareholders voting through electronic means:

- (i) The e-voting period begins on Friday, 12th April, 2019 from 9.00 A.M. and ends on Sunday, 14th April, 2019 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Monday, 8th April, 2019, may cast their vote electronically in proportion to their shares in the paid up equity share capital of the company. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.

Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
OR	
Date of Birth (DOB)	<ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <INDRA INDUSTRIES LTD> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m- Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
17. Mr. L.N. Joshi, Practicing Company Secretary (Membership No. FCS-5201) has been appointed as the scrutinizer to receive and scrutinize the completed ballot forms and votes casted electronically by the members in a fair and transparent manner.
18. The Scrutinizer shall after scrutinizing the vote cast at the EGM (Poll) and through Remote E-Voting not later than 48 hours from the conclusion of EGM, make and submit a consolidated scrutinizers report to the Chairman. The Results declared along with the consolidated scrutinizers report shall be placed on the website of the company and CDSL. The results shall simultaneously be communicated to the Stock Exchanges where the company's shares are listed.

19. The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Monday 15th Day of April, 2019 subject to receipt of the requisite number of votes in favor of the Resolutions.

**By order of the Board of Directors
INDRA INDUSTRIES LIMITED**

Dilip Patidar
Company Secretary
(Mem. No A34566)

Date: 07th March, 2019

Place: Indore

INDRA INDUSTRIES LIMITED

(CIN: L74140MP1984PLC002592)

Registered Office: 406, Airen Heights,

Opp.Orbit Mall, Scheme No.54,

Vijay Nagar, A.B.Road.

Indore-M.P. 452010

Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013

ITEM No. 1:- APPOINTMENT OF M/S MAHESH C. SOLANKI & CO, CHARTERED ACCOUNTANTS, INDORE (ICAI REGISTRATION NUMBER 006228C) AS STATUTORY AUDITOR OF THE COMPANY

M/s Mukesh & Associates, Chartered Accountants, Mumbai (ICAI Registration Number 106599W), have given their resignation on 15th January, 2019 from the post of Statutory Auditors of the Company resulting into casual vacancy in the office of an auditor. Hence, in accordance with the provisions of Section 139(8) of the Companies Act, 2013 and pursuant to the recommendations of Audit Committee; Board of Directors in their meeting held on 24th January, 2019 had appointed M/s Mahesh C. Solanki & Co, Chartered Accountants, Indore (ICAI Registration Number 006228C) as Statutory Auditor of the Company to fill casual vacancy caused by the resignation of M/s Mukesh & Associates, Chartered Accountants, Mumbai (ICAI Registration Number 106599W).

Further, as per the provisions of Section 139(8) of the Companies Act, 2013 if appointment of Statutory Auditor is made by Board of Directors of the Company to fill any casual vacancy caused due to resignation of an Auditor such appointment shall also be approved by the company at General Meeting convened within three months of the recommendation of the Board and the auditor shall hold the office till the conclusion of the next annual general meeting.

Accordingly, the Board of Directors recommends passing of resolution at item no. 1 as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, financially or otherwise, deemed to be concerned or interested, in proposed business.

**By order of the Board of Directors
INDRA INDUSTRIES LIMITED**

Dilip Patidar
Company Secretary
(Mem. No A34566)

Date: 07th March, 2019
Place: Indore
INDRA INDUSTRIES LIMITED
(CIN: L74140MP1984PLC002592)
Registered Office: 406, Airen Heights,
Opp.Orbit Mall, Scheme No.54,
Vijay Nagar, A.B.Road.
Indore-M.P. 452010

**FORM NO.MGT- 11
PROXY FORM**

*[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3)
of the Companies (Management and Administration) Rules, 2014]*

CIN: L74140MP1984PLC002592
Name of the company: INDRA INDUSTRIES LIMITED
Registered office: 406, Airen Heights, Opp .Orbit Mall,
Scheme No.54, Vijay Nagar, A.B. Road, Indore-452010 (M.P).

Name of the member (s) :
Registered address :
E-mail Id :
Folio No/ Client Id :
DP ID :

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name :
Address :
E-mail Id :
Signature :, or failing him

2. Name :
Address :
E-mail Id :
Signature :, or failing him

3. Name :
Address :
E-mail Id :
Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General meeting of the company, to be held on the Monday, 15th day of April, 2019 at 11.30 A.M. at the Registered Office of the company situated at 406, Airen Heights, Opp. Orbit Mall, Scheme No.54, Vijay Nagar, A.B. Road, Indore-452010 M.P. and at any adjournment thereof in respect of such resolution as indicated below:

Ordinary Resolution		For	Against
1.	Appointment M/s Mahesh C. Solanki & Co, Chartered Accountants, Indore (ICAI Registration Number 006228C) as Statutory Auditor of the Company.		

Signed this..... day of..... 2019

Signature of shareholder

Affix
Revenue
Stamp

Signature of Proxy holder(s)

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
 2. A proxy need not to be member of the company
-

ATTENDANCE SLIP

EXTRA ORDINARY GENERAL MEETING ON MONDAY, 15TH APRIL, 2019

R.F. No. _____

Mr./Mrs./Miss _____

(Shareholders' name in block letters)

I/We certify that I/We am/are registered shareholder/proxy for the registered shareholder of the company.

I/We hereby record my/our presence at the Extra Ordinary General meeting of the company at the Registered office of the company on Monday, 15th April, 2019.

(If signed by proxy, his name should be

Written in block letters)

(Shareholders/proxy's Signature) _____

Note:

1. Shareholders / proxy holders are requested to bring the attendance Slips with them when they come to the meeting and hand over them at the entrance after affixing their signatures on them.

3. If it is intended to appoint a proxy, the form of proxy should be completed and deposited at the Registered Office of the Company at least 48 hours.

Route Map of venue of AGM

