



L N JOSHI & CO.

PRACTISING COMPANY SECRETARY

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Combined Scrutinizer's Report

[Pursuant to Sections 108 of the Companies Act 2013 read with Rule 20 of the Companies
(Management and Administrations) Rules 2014 as amended]

To,
The Chairman,
**39th Annual General Meeting of
INDRA INDUSTRIES LIMITED,**
Registered office: 406, Airen Heights,
Opp. Orbit Mall, Scheme No.54,
Vijay Nagar, A.B. Road,
Indore (M.P.) - 452010

SUBJECT: Combined Scrutinizer's Report on Remote E-Voting and E-voting facility during the AGM to the members attending through Video Conferencing/Other Audio Visual Means (VC/OAVM) in respect of the 39th Annual General Meeting of Indra Industries Limited held on Wednesday, 20th September, 2023 at 12.30 P.M. (IST).

Dear Sir,

I, L. N. Joshi, Practicing Company Secretary, having office at 122, Krishna Business Centre, 11, P U 4, Next to Medanta Hospital, Rasoma Square, Indore (M.P.) 452010, have been duly appointed as the Scrutinizer on 08th August, 2023 in the meeting of the Board of Directors of Indra Industries Limited (hereinafter referred to as "the Company") for the purpose of scrutinizing remote e-voting process and e-voting at the 39th Annual General Meeting ("AGM"), pursuant to Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and in accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Secretarial Standard-2 on General Meeting issued by the Institute of Company Secretaries of India pursuant to Section 118(10) of Companies Act, 2013, read with General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 20/2020 dated 5th May, 2020, General Circular no. 02/2021 dated 13th January, 2021, General Circular no. 19/2021 dated December 08, 2021, General Circular no. 21/2021 dated December 14, 2021, General Circular No.02/2022 dated 5th May, 2022 and subsequent General Circular No.10/2022 dated 28th December, 2022 issued by the Ministry of Corporate Affairs (Collectively referred to as 'MCA Circulars') and in accordance with the circular SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, circular no. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated 15th January, 2021 Circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 and read with subsequent

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Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 issued by the Securities and Exchange Board of India (Collectively referred to as 'SEBI Circulars') on the proposed resolutions contained in notice of 39th Annual General Meeting of the members of the Company dated 8th August, 2023 (the "notice").

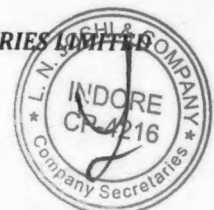
The Management of the Company is responsible to ensure the compliance of the requirements of the Act, Rules and circulars issued by Ministry of Corporate Affairs and SEBI relating to remote e-voting and e-voting during the 39th AGM on the proposed resolutions contained in the Notice. My responsibility as a Scrutinizer for the process of voting through remote e-voting and e-voting during the 39th AGM is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to making a Scrutinizer's Report for the votes cast in "favour" or "against" on the resolutions proposed in the Notice, based on the reports generated from the e-voting system provided by Central Depositories Services (India) Limited (CDSL), the agency authorized under the Rules and engaged by the Company, to provide platform for voting through remote e-voting and e-voting during the 39th AGM and platform for VC/OAVM facility for participation in the 39th AGM.

As mentioned in the Notice the proceedings of the AGM were deemed to be conducted at the Registered Office of the Company and the same was deemed to be the venue of AGM.

I do hereby submit my report as under:-

- (i) The Company had appointed Central Depositories Services (India) Limited (CDSL) as the **service provider**, for the purpose of extending the facility of Remote E-Voting to the Members of the Company and for voting electronically at the meeting.
- (ii) Purva Sharegistry (India) Private Limited is the Registrar and Transfer Agent ("RTA") of the Company.
- (iii) CDSL had provided a system for recording the votes of the Members electronically through remote e-voting as well as at the meeting on all the items of the business sought to be transacted in the 39th AGM of the Company, which was held on Wednesday, 20th September, 2023.
- (iv) The voting rights were reckoned on Wednesday, 13th September, 2023, being the cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and voting during the 39th Annual General Meeting.
- (v) Remote E-Voting platform remained open from Sunday, 17th September, 2023 (9.00 A.M.) up to Tuesday, 19th September, 2023 (5.00 P.M.) and members were given an option to cast their votes electronically conveying their assent or dissent in respect of the Resolutions on the e-voting platform provided by CDSL.
- (vi) As prescribed in clause 3(A)(IV) of the Circular dated 5th May, 2020 read with Circular dated 13th January, 2021 and 05th May, 2022 and 28th December, 2022 issued by MCA, which is forming part of the MCA & SEBI CIRCULARS, the Company

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had released an advertisement prior to sending Notice of AGM to the Members which was published in English language in "Free Press Indore" and in Hindi language in "Choutha Sansar Indore" both on **19th August, 2023**.

- (vii) As prescribed in clause (v) of sub rule 4 of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Company also released an advertisement after completion of dispatch of Notice along with Annual Report to Members, which was published in English language in "Free Press Indore" and in Hindi language in "Choutha Sansar Indore" both on **23rd August, 2023**.
- (viii) At the end of the voting period on **19th September, 2023 at 5.00 P.M. (IST)**, the voting portal of service provider was blocked.
- (ix) CDSL provided me the names, DP ID/folio numbers and shareholding of Members who had cast their votes through remote e-voting.
- (x) At the 39th AGM after considering all the items, the facility to vote electronically was provided to facilitate those members who are attending the meeting through VC/OAVM but did not participate in the Remote E-voting to cast their votes. On 20th September, 2023, after tabulating the votes cast electronically by the system provided by CDSL, the votes cast through Remote E-Voting facility was duly unblocked by me as a Scrutinizer in the presence of Ms. Ayushi Chopra and Mr. Shivam Patwa who acted as the witnesses, as prescribed in Sub Rule 4(xii) of the Rule 20 of the Companies (Management and Administration) Rules, 2014.

After the voting by electronic means the votes cast through remote E-voting process was tabulated for the purpose of considering the total votes cast by the shareholders through both ways.

I submit my Combined Scrutinizer's Report on the results of voting through remote e-voting and e-voting during the 39th AGM as under:

Item No. 01 - Ordinary Resolution

To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2023 together with the reports of the Board of Directors and Auditors thereon.

Manner of Voting	Votes in favour of the Resolution			Votes against the Resolution			Total valid votes	Invalid Votes	
	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes		No. of Members	No. of Votes
1	2	3	4= (3/8)*100	5	6	7= (6/8)*100	8=(3+6)	9	10
Remote E-voting	30	2441228	100.00	0	0	0.00	2441228	0	0
E-voting during the AGM	0	0	0.00	0	0	0.00	0	0	0
Total	30	2441228	100.00	0	0	0.00	2441228	0	0

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Item No. 2- Ordinary Resolution

To appoint a Director in place of Mrs. Astha Jain (DIN: 00408555) Non Executive Non Independent Director of the Company, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers herself for re-appointment.

Manner of Voting	Votes in favour of the Resolution			Votes against the Resolution			Total valid votes	Invalid Votes	
	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes		No. of Members	No. of Votes
1	2	3	4= (3/8)*100	5	6	7= (6/8)*100	8=(3+6)	9	10
Remote E-voting	29	1572228	100.00	0	0	0.00	1572228	0	0
E-voting during the AGM	0	0	0.00	0	0	0.00	0	0	0
Total	29	1572228	100.00	0	0	0.00	1572228	0	0

Item No. 3- Special Resolution

Re-Appointment of Mr. Virendraa K Jain (DIN: 00326050) as Managing Director of the Company.

Manner of Voting	Votes in favour of the Resolution			Votes against the Resolution			Total valid votes	Invalid Votes	
	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes		No. of Members	No. of Votes
1	2	3	4= (3/8)*100	5	6	7= (6/8)*100	8=(3+6)	9	10
Remote E-voting	29	1570753	100.00	0	0	0.00	1570753	0	0
E-voting during the AGM	0	0	0.00	0	0	0.00	0	0	0
Total	29	1570753	100.00	0	0	0.00	1570753	0	0

Percentage of votes cast in favour or against the resolutions is calculated based on the Valid Votes cast through Remote E-Voting and through electronic voting at the AGM.

Based on the above information, you may kindly announce the result of remote e-voting prior and during the AGM.

All relevant record of electronic voting prior and during the 39th AGM will remain in my safe custody until the Chairman of the meeting considers, approves and signs the Minutes of 39th


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Annual General Meeting and the same shall be handed over thereafter to the Chairman of the Meeting and the Company Secretary of the company for safe keeping.

The Company is hereby instructed to put up the results along with this report on its website and also that of the service provider and inform to the stock exchange accordingly not later than 48 hours of conclusion of 39th Annual General Meeting.

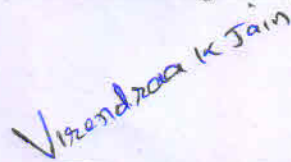
Thanking you,
Yours Faithfully,


Scrutinizer

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



To be Countersigned by the Chairman



Virendraa K Jain

Date: 20th September, 2023
Place: Indore
UDIN: F005201E001042116
Peer Review Certificate No. 1722/2022
Unique Code No. S2002MP836100

The following were the witnesses to the unblocking the vote cast through remote E-voting.



Ms. Ayushi Chopra



Mr. Shivam Patwa