



**INDRA INDUSTRIES LTD.**  
F E R T I L I Z E R | P O L Y M E R

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# **28th Annual Report**

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**2011-2012**

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**BOARD OF DIRECTORS**

Mr. Virendra Kumar Jain	Managing Director
Smt. Astha Devi Jain	Director
Shri Shantilal Gupta	Independent Non Executive Director
Shri Shashikant Jain	Independent Non Executive Director

**REGISTERED OFFICE**

406, Airen Heights, Opp. Orbit Mall,  
Scheme No. 54, Vijaynagar, A.B.Road,  
Indore - 452010

**FACTORIES:**

1. Village Sandla, Tehsil Badnawar,  
Dist. Dhar, Madhya Pradesh
2. Plot No. 17-A, 18- B,  
Industrial Area No. 1, A.B.Road,  
Dewas, Madhya Pradesh

**AUDITORS**

P.K.Shishodiya & Co. Chartered Accountants, Indore

**REGISTRARS & SHARE TRANSFER AGENTS:**

Purva Sharegistry (I) Pvt. Ltd.  
9 Shiv Shakti Ind. Estt.,  
J R Boricha Marg, Lower Parel (E), Mumbai - 400011

**BANKERS:**

Union Bank of India  
Diamond Colony, SSI Branch,  
Indore, Madhya Pradesh

**SHARES LISTED AT:**

Madhya Pradesh Stock Exchange

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 28<sup>th</sup> Annual General Meeting of the members of INDRA INDUSTRIES LIMITED will be held on Friday, the 28<sup>th</sup> September, 2012 At 3.00 P.M. at 406, Airen Heights , Scheme No. 54, A. B. Road, Indore M.P. 452010 .

### ORDINARY BUSINESSES:

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March 2012 and the profit & Loss Account for the year ended on same date and the Reports of Board of Directors & Auditors thereon.
2. To appoint Directors in place of Shri Shanti Lal Gupta, who retires by rotation and being eligible offer himself for reappointment.
3. To appoint Auditors of the Company and to fix their remuneration.

### SPECIAL BUSINESS:

4. **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 198, 269, 309 and other applicable provisions, if any, and in terms of Schedule XIII of the Companies Act, 1956 as amended up to date, Shri Virendra Jain, be and is hereby reappointed as Managing Director of the Company for a period of five years with effect from 1st April, 2012 to 31st March, 2017 on the following terms, conditions, salary and perquisites:

a) Salary: Rs.125000/- (Rupees One Lacs Twenty Five Thousand only) per month.

b) Perquisites :In addition to the above salary Shri Virendra Jain, Managing Director shall also be entitled to the perquisites (evaluated as per Income Tax Rule wherever applicable and at actual cost to the Company in other cases) like benefits of furnished accommodation/House Rent Allowance with gardener and security guard, gas, electricity, water and furnishings, chauffeur driven car and telephone at residence, medical reimbursement, personal accident insurance, leave and leave travel concession, club fees, provident fund, Superannuation fund, exgratia & gratuity in accordance with the scheme(s) and rule(s) applicable to the members of the staff or any modification(s) that may be made in any scheme/rule for the aforesaid benefits. However, perquisites shall be restricted to 40% of annual salary per annum."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized, to intimate the shareholders of the Company pursuant to section 302 of the Companies Act ,1956 and do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper."

"RESOLVED FURTHER THAT Mr. Virendra Jain, Managing Director of the Company be and is hereby authorized to file the requisite forms with Registrar of Companies, M.P."

Place ; Indore  
Date : 20/08/2012

By Order of the Board.  
For **Indra Industries Limited**

**Regd Office:**

406, Airen Heights, Opp. Orbit Mall  
Scheme No. 54, Vijaynagar, A.B.Road,  
Indore - 452010

Virendra Jain  
Managing Director

**NOTES:**

- ❖ A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES IN ORDER TO VALID MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAT 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- ❖ 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.
- ❖ Corporate Members are requested to forward a Certified Copy of Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
- ❖ The relative Explanatory Statement Pursuant to Section 173 (2) of the Companies Act, 1956 in respect of Special Business as set out above is annexed hereto.
- ❖ Register of the members and share transfer books of the company will be remain closed from Saturday, the 22<sup>nd</sup> Day of September, 2012 to Friday, 28<sup>th</sup> Day of September, 2012 (both days inclusive) in terms of section 154 of the Companies Act, 1956.
- ❖ Members are requested to send their queries, if any at least 7 days in advance so that the information can be made available at the meeting and to bring their copies of the Annual Report at the time of attending the Annual General Meeting.
- ❖ The Company has designated an exclusive email ID [shriindra@gmail.com](mailto:shriindra@gmail.com), which would enable the members to post their grievances and monitor its redressed. Any member having any grievance may post the same to the said Email address for its quick redressal.
- ❖ Members are requested to contact the Registrar and Share Transfer Agent for all matter connected with Company's shares at Purva Sharegistry (India) Private Limited, 9, Shiv Shakti Industrial Estate, J.R.Boricha Marg, Lower Parel(East), Mumbai M.H.
- ❖ SEBI have made it mandatory for every participant in the securities/ capital market to furnish the detail of Income Tax Permanent Account Number (PAN). Accordingly, all shareholders holding shares in the physical form are requested to submit details of PAN along with a photocopy of both the sides of the PAN Card, duly attested, to the Registrar and Share Transfer Agent.

- ❖ Pursuant to Section 109A of the Companies Act, 1956, shareholders are entitled to make nomination in respect of shares held by them in physical form Shareholders desirous of making nominations are requested to fill and send form 2B (Copy of which will be made available on request).
- ❖ In all correspondence with the Company, members are requested to quote their Account/Folio numbers and in case their shares are held in dematerialized form, they must quote their client ID number and their DP ID number.
- ❖ Members who wish to dematerialize the shares or seek any information regarding transfer of shares are requested to contact the Company Registrar and Share Transfer Agent.
- ❖ Details under clause 49 of the Listing Agreement with the Stock Exchange in respect of Directors seeking re-appointment at the Annual General Meeting is given in corporate governance report forming part of this annual report.

### **Explanatory Statement**

Pursuant to section 173(2) of the Companies Act, 1956.

#### **Item No.4**

Mr. Virendra Jain, who is founder of the Company and associated since from incorporation, having rich and diversified experience and keeping in view the contribution made by him in all round progress of the Company since incorporation it is proposed to reappoint him as Managing Director from 1<sup>st</sup> April, 2012 to 31<sup>st</sup> March, 2017 on a remuneration as detailed in the resolution. The Proposed remuneration will be in the limits prescribed for the Managerial person in Schedule XIII of the Companies Act, 1956.

The contents of the resolution along with the explanatory statement shall be deemed to be and abstract of terms and conditions of appointment of Mr. Virendra Jain under section 302 of the Companies Act, 1956, and the Memorandum of interest in that behalf.

Yours Board of Directors feels that his continuation on the Board will be highly beneficial to the company and recommend the adoption of the resolution proposed under this item.

None of the Directors of the Company is concerned or interested in the proposed Resolution except proposed appointee Mr. Virendra Jain and Mrs . Astha Jain .

Place: Indore  
Date: 20/08/2012

By Order of the Board.  
**For Indra Industries Limited**

Virendra Jain  
Managing Director

**DIRECTOR'S REPORT**

Dear Members,

Your Directors hereby present the 28<sup>th</sup> Annual Report of the Company together with the Audited Accounts for the year ended 31<sup>st</sup> March, 2012.

**FINANCIAL PERFORMANCE & REVIEW:**

	In lacs.	
	Year ended 31/3/2012	Year Ended 31/3/2011
Income from Operation	4289.87	2902.25
Total Expenditure	4224.00	2864.32
<b>Profit or loss before exceptional and extraordinary item</b>	<b>65.87</b>	<b>37.92</b>
Exceptional Items	1.12	0.00
<b>Profit or Loss before extraordinary items and tax</b>	<b>64.75</b>	<b>37.92</b>
Extraordinary Items	-	-
<b>Profit or Loss before tax</b>	<b>64.75</b>	<b>37.92</b>
Tax expense		
1.current tax	13.63	7.04
2.deferred tax	28.67	12.71
<b>Profit/(Loss) after tax</b>	<b>22.45</b>	<b>18.17</b>
Earning per share		
1. Basic	0.33	0.32
2.Diluted	0.33	0.32

During the year under review your Company has achieved total income of Rs. 42.89 Crores in comparison to previous financial year's Rs 29.02 Crores which has been increased by 47.80%. Further during the year Company has earned net profit of Rs. 22.44 lacs and in comparison to previous years net profit of Rs. 18.17 Lacs which has been increased by 23.50%.

**DIVIDEND**

To provide more strength to the Company, Your Directors have not recommended any dividend for the year under review.

**PUBLIC DEPOSIT**

During the period the company did not invite public deposits within the meaning of section 58A of the companies Act, 1956 and rules made thereunder.

**DIRECTORS**

During the year Shri Shanti Lal Gupta, retires by rotation at the forthcoming Annual General Meeting, and being eligible, offer himself for re-appointment.

**DIRECTOR'S RESPONSIBILITIES STATEMENT.**

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956, with respect to Director's Responsibility statement, it is hereby confirmed:

i) that in the preparation of the annual accounts for financial year ended 31<sup>st</sup> March 2012 the applicable accounting standards have been followed along with proper explanation relating to material departure;

ii) that the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of financial year and of the Profit of the Company for the year and review.

iii) that the Directors have taken proper and sufficient care of the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

iv) that the Directors have prepared the annual accounts on a going concern basis

### **AUDITORS**

The Auditors P.K. Shishodiya & Company, Chartered Accountants, Statutory Auditors of the company, retires and being eligible, offer themselves for re-appointment.

### **AUDITOR'S REPORT**

The Auditors in their report have referred to the notes forming part of the Accounts which are self-explanatory and do not require any explanation.

### **COST AUDITORS**

As per the requirements of the Central Government and pursuant to the provisions of Section 233B of the Companies Act, 1956 the audit of the Cost Accounting record maintained by the company for product and services covered under MCA cost Audit orders for the year 2012. The Company has appointed Ms. M.P.Turakhia & Associates, Cost Auditor, Indore to audit the cost accounts for the year 2011-12 commencing from 1<sup>st</sup> April, 2011 to 31<sup>st</sup> March, 2012 for which approval from the Central Government is pending. The Cost Audit Report in respect of financial year 2011-12 will be filled on or before the due date .

### **PARTICULARS OF CONSERVATION OF ENERGY TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGOING**

A statement giving details of Conservation of Energy, Technology Absorption, Export and Foreign Exchange Earning and Outgoing, in accordance with the Companies Act 1956. The particulars prescribe under clause (e) of subsection (1) of Sec. 217 of the companies. (Disclosure of Particulars in Report of Board of Directors) Rules, 1988 are given in annexure "A" of this report

### **PARTICULARS OF THE EMPLOYEE**

The Company did not have any employee, during the year drawing remuneration attracting the provision of section 217 (2A) of the Companies Act, 1956 read with the Companies (particulars of employees) Rule 1975. The company continued to have cordial and harmonious relations with employees. In totality our employees have shown a high degree of maturity and responsibility in responding to the changing environment, economic and the market condition.

**CORPORATE GOVERNANCE**

A separate section titled “Corporate Governance” including a certificate from the Auditors of the Company confirming compliance of the conditions of the Corporate Governance as stipulated under clause 49 of the Listing Agreement and also the Management Discussion and Analysis Report and CEO certification are annexed hereto and form part of the report.

**INSURANCE**

The Company’s assets are adequately insured against the loss of fire and other risk, as considered necessary by the Management from time to time .The Company has made necessary arrangements for adequately insuring its insurable interests.

**AUDIT COMMITTEE**

Under the provisions of Companies Act, 1956 and Listing Agreement with the Stock Exchanges a Audit Committee Comprises of Shri Shashikant Jain, Smt. Astha Jain and Shri Shanti Lal Gupta.

**CODE OF CONDUCT**

The Company has laid down a code of conduct for all Board members and senior management of the Company. All the Board members and senior management personnel have affirmed compliance with the code of conduct.

**LISTING OF THE SHARES**

Equity shares of the company are listed on Madhya Pradesh Stock Exchange Ltd., Indore.

**ACKNOWLEDGEMENTS**

Your Directors take this opportunity to thank and place on record their appreciation for all the employees at all levels for their hard work and dedication during the year. Your Directors sincerely convey their appreciation to customers, shareholders, vendors, bankers, business associates, regulatory and government authorities for their consistent support.

Place: Indore  
Date: 15/06/2012

By Order of the Board.  
For Indra Industries Limited

Virendra Jain  
Managing Director

Astha Jain  
Director



STATEMENT PERTAINING PARTICULARS PURSUANT TO COMPANIES  
(DISCLOSURE OF PARTICULARS IN THE REPORT OF THE BOARD OF DIRECTORS)  
RULES 1988, AND PERFORMING PART OF DIRECTORS REPORT

**A. Conservation of Energy**

Energy Conservation measures taken and proposals for saving of energy in future, efforts are continuing towards reduction in energy consumption by undertaking preventive maintenance, up gradation of various machines and review of manufacturing process.

**FORM - A**

Form for Discloser of Particulars of Conservation of Energy

**A. POWER AND FUEL CONSUMPTION**

Particulars	Current Year 11-12	Previous Year 10-11
<b>1. Electricity</b>		
Purchased (Unit in KWH)	16,17,250	3,55,093
Amount (In Rs.)	1,06,64,276.00	30,45,520.00
Average Rate (Per Unit) (In Rs.)	6.59	8.57
<b>II) Furnace (Oil/LDO)/Gas</b>		
<b>Gas Purchased (In KG's)</b>	0.00	0.00
Amount (In Rs.)	0.00	0.00
Average Rate (Per KG's) (In Rs.)	0.00	0.00
<b>Diesel Purchased (In Ltr)</b>	39,817.00	53,841.00
Amount (In Rs.)	17,79,380.00	21,83,438.00
Average Rate (Per Ltr. (In Rs.)	44.69	40.55

**B. TECHNOLOGY ABSORPTION**

The Company has not made any substantial expenses or investment towards the technology absorption or development

**C. FOREIGN EXCHANGE EARNING AND OUTGOING**

During the year under review the company did not earn any foreign currency as there was no direct export.

**MANAGEMENT DISCUSSION & ANALYSIS AND CORPORATE GOVERNANCE FORMING PART OF ANNUAL REPORT FOR THE YEAR ENDED ON 31<sup>ST</sup> MARCH 2012.**

**ECONOMIC SCENARIO**

The year under review was challenging on many fronts. Inflationary pressures continued unabated and the depreciation of Indian rupee added to input costs. Liquidity conditions were tight with persistent hardening of interest rates. From the economy perspective, the year saw a mixed scenario of growth. The Indian economy growth is estimated at 6.9% in 2011-2012 compared with 8.4% in the preceding two years on account of a weakening global economy, lower industrial growth and reforms slowdown. In India, the slowdown is likely to extend even as the World Bank has projected GDP growth at 7-7.5% in 2012-2013.

**INDUSTRY STRUCTURE**

Growth and development of agriculture in India derives a significant stimulus from the fertilizer Industry. The Indian Fertilizer Industry has helped in the growth of the Indian economy by enhancing the agricultural productivity and providing a major support to the farmers. Fertilizer industry has also played a pivotal role in India's food security. The main objective of fertilizer industry in India is to make sure that there is a proper supply of primary and secondary nutrients to farmers in adequate quantities. There has been a surge in the demand for fertilizers in India in the past few years and the robust growth in consumption propensity has not been met with the required surge in fertilizer production. This has led to an increase in dependence of the country on import of fertilizers. For raw materials also the Industry has to depend on import. Today, the Indian fertilizer industry is developing fast in terms of using the latest world-class technology. Indian manufacturers of fertilizers are now adopting some of the most advanced manufacturing processes to prepare innovative new products to supplement the Indian agriculture.

The non-availability of sufficient quantity of feed stock and raw material in international market and the volatility in price are the biggest challenges being faced by Fertilizer Industry in India.

**COMPANY OVERVIEW**

Your Board of Directors has diversified its business activities and under this strategy company established a New Project of HDPE Bag plant at Dewas (M.P.), has started the production in full swing. Board of Directors of the Company are hopeful that turnover would be increased of Rs. 100 crores during the coming fiscal Year. Further it is noted that last year company has already made expansion in its existing plant of SSP, which is likely to be completed in this year. Company is also proposing GSSP Plant in next year looking to Government mediatory Policy to produce GSSP. Company also proposes to put up a Zink Plant in Madhya Pradesh. As the company has marketing arrangement with Shri Ram Fertilizers and chemicals limited, so the company has tremendous scope to increase sales. The Company has a plant at Badnawar Location near Ratlam in Madhya Pradesh makes distribution of sales in Madhya Pradesh easily and overall reduces transportation cost.

**OPPORTUNITIES AND THREATS**

Due to its ideal plant location at Badnawar and Marketing tie up with Shree ram fertilizers and chemicals limited would help in establishing long term relationships and viable market for future growth. The company is in business of fertilizers since its incorporation and creates good relationship with outside suppliers, customers and other department, which results in market growth for the company business. Indian business is going strong with year on year growth, especially in the woven sacks division of the company.

Environmental regulations are severely affecting all fertilizers companies. Seasonal demand of fertilizers is affecting cash inflows.

**SAFTY AND HEALTH CARE**

Health & safety management system in the Company aims to reduce, eliminate or control workplace hazards and associated risks of accidents or injuries to the workers. Your Company is committed to ensure healthy and safe working environment for all concerned and to make continual improvement in its health and safety performance. We provide sufficient information, instructions, training and supervision to enable all workers to identify, minimize and manage hazards and contribute positively to safety at works.

**INTERNAL CONTROL AND ADEQUACY**

Your Company has adequate Internal Control Procedures commensurate with its nature and size of business. Internal Controls and Checks are exercised by strict adherence to well-documented policies, guidelines, authorizations and approval procedures listed out in Manual on Delegation of Authority.

**DEVELOPMENT IN HUMAN RESOURCES AND INDUSTRIAL RELATIONS**

The Company has a group of able and experienced employees. The Company believes that the quality of its employees is the key to its success in the long run. The Company continues to have cordial relations with its employees and provides personal development opportunities for all round exposure to them.

**FINANCIAL REVIEW**

The same has been mentioned in Directors report.

**CAUTIONARY STATEMENT**

Statement made in the Management Discussion & Analysis describing the Company's objectives, projections, estimates, expectations may be "Forward-looking statements" within the meaning of applicable laws & regulations. Actual results could differ from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand supply and price conditions in the domestic & overseas markets in which the company operates, changes in the government regulations, tax laws & other statutes & other incidental factors.

**REPORT ON CORPORATE GOVERNANCE**

A report of the financial year ended 31<sup>st</sup> march, 2012 on the compliance by the company with the corporate governance requirement under clause 49 of the Listing agreement, is furnished below:

**COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE**

Indra Industries Limited is committed to high standards of corporate governance in all its activities. The basic objective of corporate governance policies adopted by the company is to attain the highest levels of transparency, accountability and integrity. The company believes that all its actions must serve the underlying goal of enhancing overall shareholder value over a sustained period of time.

**A. BOARD OF DIRECTORS**

- (i) The Company's policy is to maintain an optimum combination of Executive and non Executive Independent directors. The Composition of your Company's Board, which comprises of four directors, is given in the table below and is in conformity with clause 49 of the listing agreement and with stock exchange.

As will be seen from the following table, none of the directors hold directorship in more than 15 public limited company, nor is any of them a member of more than ten committees of the prescribed nature or holds chairmanship of more than five such committee across all public limited companies in which they are directors. The Board does not have any nominee director representing any institution.

Name of Director	Category	No. of Board Meetings Attended	Other Directorship		Committee Position		Whether attended last AGM held on 29.09.2011
			Chairman	Member	Chairman	Member	
Shri Shanti Lal Gupta	ID	5	-	-	---	---	No
Shri Virendra Jain	MD	9	-	-	---	---	Yes
Shri Shashikant Jain	ID	5	-	1	---	---	No
Smt. Astha Jain	NED	9	-	-	3	3	Yes

MD = Managing Director, NED = Non Executive Director,  
ID = Independent Director

**Note:** This includes directorship in public limited companies and subsidiary of public limited companies and excludes directorship in private Limited companies, overseas companies, companies under section 25 of the Companies Act, 1956 and alternate directorship.

During the year 2011-12 the Board met 9 (Nine ) times on the following dates, namely:

15/04/2011	20/06/2011	26/07/2011	10/08/2011
01/09/2011	11/11/2011	10/02/2011	11/01/2012
31/3/2012			

**ii) Inter-se relationship among directors**

Mr. Virendra Jain is a husband of Mrs. Astha Jain. Except for this, there is no inter-se relationship among the directors.

**iii) Role of Independent Director**

Independent Directors play a key role in the decision making process of the Board and in shaping various strategic initiatives of the Company. The Independent directors are committed to act in what they believe to be in the best interest of the Company and its stakeholders.

**iv) Shareholding of Non-executive Director**

The Number of equity shares held by Non-Executive Directors as on 31.3.2012 were as under:

Name of Director	No. of shares
Mrs.Astha Jain	510000
Shri Shanti Lal Gupta	-
Shri Shashikant Jain	-

**v) Details of the Directors seeking re-appointment at the forthcoming Annual General Meeting as per Clause 49(1) (A) of the Listing Agreement.**

Name & Designation of Appointee	Age	Qualification	Expertise/ Experience	Date of Appointment	Directorship in other company
Shri Shantilal Gupta	70	Graduate	Marketing activities	21/09/1984	-

**Board Procedure**

A detailed agenda folder is sent to each Director in advance of Board and Committee meetings. To enable the Board to discharge its responsibilities effectively, the Managing Director briefs the Board at every meeting on the overall Company performance and compliance of the company wherever applicable.

**Committees of the board****(I) Audit Committee (Mandatory Committee)**

The Company has constituted a qualified and independent Audit committee under section 292A of the Companies Act, 1956 read with clause 49 of the listing agreement. All the members of the committee, including committee chairman are Non Executive director. All the members of the committee are financial literate.

**(i) Meeting and Composition**

The Composition of Audit Committee as on 31.3.2012 and attendance record of the members at the meetings held during the year was as under:

Name of the Member	Category	Status	No. of meetings attended	
			Held during tenure	Attended
Smt Astha Jain	Non executive Director	Chairman	4	4
Shri Shanti Lal Gupta	Non executive Independent Director	Member	4	4
Shri Shashikant Jain	Non executive Independent Director	Member	4	4

During the year the committee met on four occasions during the year on following dates namely:

15/04/2011	10/08/2011	11/11/2011	11/01/2012
------------	------------	------------	------------

As mandated by clause 49 of the Listing agreement

1. The representative of statutory and internal auditors of the company are also invited in the audit committee meetings.
2. The gap between two audit committee meetings was not more than four months.

#### Terms of reference of the Audit Committee

The terms of reference of Audit Committee are as under:

- Overseeing the Company's financial reporting process and disclosure of financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending the appointment and removal of external auditor, fixation of audit fee and approval of payment of any other services:
- Reviewing with management, the annual financial statement before submission to the Board for approval, with particular reference to:
  - a. Matters required to be included in the Directors responsibility statement to be included in the boards report as per Section 217(2AA) of the Companies Act, 1956.
  - b. Changes in the Accounting policies and practices and the reasons for the same, major accounting entries and significant adjustments made in the financial statements arising out of audit findings.
  - c. Compliance with listing and other legal requirements relating to financial statements.
  - d. Disclosure of any related party transactions.
  - e. Qualifications in the draft audit report if any.
- Discussing with external auditors before the audit commences on the nature and scope of audit, as well as having post-audit discussion to ascertain any area of concern,
- Reviewing the management discussion and analysis of the financial conditions and results of operations.
- Reviewing with the management and the statutory auditors anticipated changes in the Accounting Standards.
- Reviewing the Company's financial and risk management policies;
- Undertake such other functions as may be entrusted to it by the Board from time to time.

**(II) Shareholder / Investors Grievance Committee**

Pursuant to clause 49 of the listing agreement, the Company has constituted a Board Committee designated as shareholder's/investor's Grievance Committee under the Chairmanship of Non Executive independent director to specifically look in the redressal of shareholder's/investor's complaints like transfer of shares, non receipt of balance sheet, non receipt of declared dividend and other ancillary matters. Shri Virendra Jain is the compliance Officer of the company.

**(i) Meeting and Composition**

The Composition of Committee as on 31.3.2012 and attendance record of the members at the meetings held during the year was as under:

Name of the Member	Category	Status	No. of meetings attended	
			Held during tenure	Attended
Smt Astha Jain	Non executive Director	Chairman	1	1
Shri Shanti Lal Gupta	Non executive Independent Director	Member	1	1
Shri Shashikant Jain	Non executive Independent Director	Member	1	1

The committee met one time during the year under review.

- (ii) During the year under review no complaint was received from shareholders and there was no complaint pending unresolved as at the end of the year.
- (iii) Share transfer in physical form are registered by the Company in house and returned to respective Transferee/person within a period ranging from one to two weeks provided the documents lodged with Company are clear in all respects.

**(III) Remuneration Committee (Non mandatory Committee)**

The Company has constituted a remuneration committee under Schedule XIII to the Companies Act, 1956 read with clause 49 of the listing agreement. All the members of the committee are Non Executive and independent directors.

**a) Terms of reference**

The terms of reference of remuneration committee is to deal with, decide and recommended to the Board of the Directors on all matters relating to appointment and remuneration to managing director and whole time director.

**b) Meeting and Composition**

The composition of committee as on 31.3.2012 and attendance record of the members at the meeting held during the year are as under:

Name of the Member	Category	Status	No. of meetings attended	
			Held during tenure	Attended
Smt Astha Jain	Non executive Director	Chairman	1	1
Shri Shanti Lal Gupta	Non executive Independent Director	Member	1	1
Shri Shashikant Jain	Non executive Independent Director	Member	1	1

**c) Remuneration policy Executive Directors**

The remuneration of executive directors is reviewed by the remuneration committee and thereafter recommended to the Board of the directors of the Company for subject to approval of the members at general meeting and such other authorities as may be required. While recommending remuneration, the committee considers various factors such as practices prevalent in the industry for the time being, qualification, expertise of the appointee and financial position of the company.

**d) Remuneration of directors**

Remuneration paid or payable to Directors during the year 2011-2012

Name of Director	Sitting Fees	Commission on Profit	Salary & Allowance	Contribution to PF	Perquisites	Prof. Tax	Total
Virendra Jain	---	---	861500	36000	---	2500	900000

- No sitting Fees was paid to any Director of the Company during the financial year
- The company does not have any service contract with any of its directors.
- The company has not granted any stock option to any of its director/employees.
- During the year the committee met on one occasions during the year.
- Composition of the committee and attendance of the members are as follows:

**MANAGEMENT**

**A. The Management discussion and analysis report**

The Annual Report has a detailed chapter on Management Discussion and Analysis.

**Disclosure by Management to the Board**

All details relating to the financial and commercial transactions where directors may have a potential interest are provided to the Board, and the interested Directors neither participate in the discussion, nor do they vote on such matters.



**Compliance with Mandatory / Non Mandatory requirements.**

The Company has complied with all the applicable mandatory requirement of clause 49 of the listing agreement.

- The Company has also adopted the non mandatory requirement as specified in Annexure 1D to clause 49 of the listing agreement regarding constitution of remuneration committee, the details of which already been provided in this report and audit qualification. There is no audit qualification in the financial statement.

**DISCLOSURES**

- A. There were no material transactions of the Company with its promoters, directors, and management on their relatives that may have conflict with the interest of the Company at large.
- B. The particulars of transactions between the Company and its related parties in accordance with the accounting standard 18 are set out in Annual report. These transactions are in the ordinary course of business and are not likely to have any conflict with the interest of the Company.
- C. The financial statements have been prepared in compliance with the requirements of the Companies Act, 1956, and in conformity, in all respects, with the generally accepted accounting principles and standards in India. The estimates/judgments made in preparation of these financial statements are consistent, reasonable and on prudent basis so as to reflect true and fair view of the state of affairs and results/operations of the Company
- D. The Company has well defined management policies to manage the risk inherent in the various aspects of business. The Board is regularly informed about the business risks and the steps taken to mitigate the same.
- E. There has been no non-compliance by the company or penalty or strictures imposed on the company by the stock exchange or SEBI or any statutory authority, on any matter related to capital markets during last three years.
- F. During the year under review Company has not issued any type of securities. No GDR/ADR issued by the Company.
- G. The company has established a mechanism for employees to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy.
- H. As per clause 5AII of the listing agreement there is no unclaimed shares in the company.

**SHAREHOLDER'S INFORMATION****Means of Communication**

Presently, the quarterly/half yearly financial result are not sent individually to the shareholders but published the same in papers.

**General body meetings**

The last three Annual General Meetings of the Company were held as detailed below:

Meeting	Date	Time	Venue
Annual General Meeting 2010-2011	29.09.2011	3.00 P.M.	Registered Office of Company at 406 , Airen Heights , Scheme No. 54, A. B. Road, Indore M.P. 452010
Annual General Meeting 2009-2010	29.09.2010	3.00 P.M.	Registered Office of Company at 9/1, Manoramaganj, A.B. Road, Indore 452001(M.P.)

Annual General Meeting 2008-2009	30.09.2009	2.00 P.M.	Registered Office of Company at 9/1, Manoramaganj, A.B. Road, Indore 452001(M.P.)
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**POSTAL BALLOT & SPECIAL RESOLUTION:**

No resolutions were passed by postal ballot in last three years.

None of the Businesses proposed to be transacted in the ensuing Annual General Meeting require passing of a resolution through Postal Ballot.

No special resolutions were passed in last three Annual General meeting.

**GENERAL SHAREHOLDER INFORMATION**

AGM: Date, Time and Venue	Friday 28 <sup>th</sup> September, 2012 - 3.00 p.m. at 406, Airen Heights, Scheme No. 54, A. B. Road, Indore M.P. 452010 Last date for receipt of proxy forms: 25 <sup>th</sup> September, 2012
Financial reporting for 2012-13:-- 1 <sup>st</sup> Quarter ending 30 <sup>th</sup> June, 2012 2 <sup>nd</sup> Quarter ending 30 <sup>th</sup> September, 2012 3 <sup>rd</sup> Quarter ending 31 <sup>st</sup> December 2012 4 <sup>th</sup> Quarter ending 31 <sup>st</sup> March, 2013	Before 14 <sup>th</sup> August, 2012 Before 14 <sup>th</sup> November, 2012 Before 14 <sup>th</sup> February, 2013 Before 14 <sup>th</sup> May, 2013
Date of Book Closure	Saturday 22 <sup>nd</sup> September, 2012 to Friday 28 <sup>th</sup> September, 2012 (both days inclusive)
Listing on Stock Exchanges	The Madhya Pradesh Stock Exchange, Indore
Dividend Payment Date	NA
Stock Code -ISIN Code	Madhya Pradesh Stock Exchange:
Market Price Date: High, Low during each month in last financial year	Not Available due to no trading on Floor of Stock Exchange, Indore
Registrar and Transfer Agents	No RTA Appointed as Share Transfer work handled by company in house. ( Agreement for RTA would be entered in July, 2012)
Share Transfer System	All the transfer received are processed by the Company in house.
Shares held in Physical and Dematerialization form	All the Equity shares of the Company is in physical form as company has not entered into any agreement with CDSL/NSDL for dematerialisation of its equity shares.
Distribution of shareholding as on 31.03.2012	Please see Annexure 'A'
Shareholding pattern as on 31.03.2012	Please see Annexure 'B'
Outstanding GDRs/ADRs/Warrants or any convertible instruments, Conversion date and likely	Not issued

impact on equity	
Address for correspondence	Shareholders correspondence should Be addressed to: INDRA INDUSTRIES LIMITED 406,Airen Heights, Scheme No. 54, A. B. Road, Indore M.P. 452010
Plant Location	Village _ Sandla, Tehsil - Badnawar-Dist. Dhar (M. P.) HDPE Bag Plant :- Industriial Area , Dewas ( Madhya Pradesh )

#### **Reconciliation of Capital.**

All the shares of the company is in physical mode.

#### **Code of Conduct**

The Company has laid down a code of conduct for all Board members and senior management of the Company. All the Board members and management personnel have affirmed compliance with the Code of Conduct.

#### **Code for prevention of Insider trading practices.**

In Compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1997, as amended till date on prohibition of insider trading, the Company has a comprehensive code of conduct and the same is being strictly adhered to by its management, staff and relevant business associates. The code expressly lays down the guidelines and the procedures to be followed and disclosures to be made, while dealing with shares of the Company and cautioning them on the consequences on non-compliance thereof.

#### **CEO/CFO Certification**

The CEO/CFO certification of the financial statements and the cash flow statement for the year is obtained and was placed before the Board.

#### **Auditors Certificate on corporate governance**

The Company has obtained the certificate from the Auditors of the Company regarding compliance with the provisions relating to corporate governance laid down in clause 49 of the Listing Agreement with the stock exchanges. This report is annexed to the Director's Report for the year 2011-2012. This certificate will be sent to the stock exchanges, along with the annual report to be filed by the Company.

❖ **Distribution of Shareholding by size as on 31<sup>st</sup> March 2012: (Annexure A)**

Range of no. of Shares	Shareholder		Share Amount	
	Number	% of Total	In Rupees	% of Total
(1)	(2)	(3)	(4)	(5)
Less than - 5000	2045	97.24	15167500	22.09
5001 - 10000	28	1.33	1927000	2.81
10001 - 20000	3	0.14	580000	0.84
20001 - 30000	0	0.00	00	0.00
30001 - 40000	12	0.57	4162000	6.06
40001 - 50000	1	0.05	460000	0.67
50001 - 100000	4	0.19	3350000	4.88
100001 and above	10	0.48	43014200	62.65
	2103	100.00	68660700	100.00

❖ **SHAREHOLDING PATTERN AS AT 31<sup>ST</sup> MARCH 2012 (Annexure B)**  
**[SHAREHOLDING PATTERN]**

	Category	No. Of Share held	Percentage of Shareholding
A	<b>Promoters Holding</b>		
1.	Promoters Indian Promoters: Foreign Promoters:	2417600	35.21%
2.	Persons acting in concert		
	<b>Sub Total</b>	<b>2417600</b>	<b>35.21%</b>
B.	<b>Non-Promoters Holding</b>	-	-
1.	Institutional Investors	-	-
2.	Mutual Funds and UTI	-	-
3.	Banks, Financial Institutions, Insurance Companies [Central/ State Govt. Institutions, Non- Government Institutions]	-	-
4.	FIs	-	-
5.	Sub-Total	-	-
6.	Others	-	-
	Private Corporate Bodies	2740820	39.92%
7.	Individuals		
	Holding up to Rs. 1.00 lacs	1707650	24.87%
	Holding excess Rs. 1.00 lacs		
8.	NRIs/OCBs		
9.	Any other [please specify]		
	Sub-Total	4448470	64.79
	<b>Grand Total</b>	<b>6866070</b>	<b>100.00</b>

**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT**

This is to confirm that the Company has adopted a code of conduct for the Board of Directors and Senior Management of the Company.

As Managing Director of the Indra Industries Limited and as required by clause 49(1)(D)(ii) of the Listing Agreement of the Stock Exchange in India, I hereby declare that all the Board Members and senior Management personnel of the Company have affirmed compliance with the code of Conduct for financial year 2011-2012.

Place : Indore  
Date : 15.06.2012

Virendra Jain  
Managing Director

**CEO CERTIFICATION**

I hereby certify to the Board of Directors of **INDRA INDUSTRIES LIMITED** that:

- a. I have reviewed financial statements and the cash flow statement for the year ended on 31/03/2012 and that to the best of my knowledge and belief.
  - (i) These statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading.
  - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- c. I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of the internal control systems of the company pertaining to financial reporting and I have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps I have taken or propose to take to rectify these deficiencies.
- d. I have indicated to the auditors:
  - i. Significant changes in internal control over financial reporting during the year;
  - ii. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - iii. Instances of significant fraud of which I have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Place: Indore  
Date: 15.06.2012

**FOR INDRA INDUSTRIES LIMITED**

Virendra Jain  
Managing Director

**AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE**

We have examined to the compliance of conditions of Corporate Governance by **INDRA INDUSTRIES LIMITED**, for the year ended 31<sup>st</sup> March, 2012, as stipulated in the clause 49 of the Listing agreement entered into by the company with the Stock Exchange.

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in clause 49 of the above mentioned Listing agreement.

We state that in respect of investor grievances received during the year ended 31<sup>st</sup> March, 2012, the Registrars of the Company have certified that as at 31<sup>st</sup> March, 2012, there were no investor grievances remaining unattended/pending for more than 30 days.

We further state that such compliance is neither an assurance as to the future viability of the Company nor to the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Indore  
Date: 15.06.2012

For P. K. Shishodiya & Co.  
Chartered Accountants

P. K. Shishodiya  
Proprietor

## AUDITOR'S REPORT

To,  
The Members of  
Indra Industries Limited

1. We have audited the attached Balance Sheet of Indra Industries Limited as at 31st March, 2012 and also the Profitability Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the company management. Our responsibility is to express an opinion on these financial statements based on our Audit.
2. We conduct our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material mis-statements. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in financial statements. An audit also includes assessing the accounting principles used and significant estimates made by Management as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditors Report) Order, 2003 and as amended in 2004 issued by the Central Government in terms of Section 227 (4A) of the Companies Act, 1956, we give in the Annexure a statement on the matters specified in paragraph 4 & 5 of the said Order.
4. Further to our comments in the annexure referred to in paragraph 1 above, we report that :
  - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of the Audit;
  - b) In our opinion, proper books of account as required by Law have been kept by the Company so far as appears from our examination of the Books of Account;
  - c) The Balance Sheet and Profit & Loss account dealt with by this report are in agreement with the Books of Account;
  - d) In our opinion, the Profit and Loss Account and Balance Sheet comply with the Accounting Standards referred to in sub section (3C) of Section 211 of the Companies Act, 1956
  - e) On the basis of written representation received from the directors as on 31<sup>st</sup> March, 2012 and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31<sup>st</sup> March, 2012 from being appointed as Director in terms of clause (g) of sub section (1) of section 274 of the Companies Act, 1956.
  - f) Except otherwise stated in accounting policies and Notes on Accounts, in our opinion and to the best of our information and according to the explanations given to us, the said account read with the notes thereon give the information required by the Companies Act, 1956 in the manner so required subject to :
    - ❖ Creditors confirmation have not been obtained.

Give a true and fair view

- i. In the case of the Balance Sheet of the state of affairs of the Company as at 31st March, 2012;
- ii. In the case of Profit & Loss Account of the profit for the year ended on that date; and
- iii. In the case of Cash Flow Statement, of the cash flows for the year ended on that date.

For P.K. Shishodiya & Co.  
Chartered Accountants

Place : Indore  
Date : 15<sup>th</sup> June, 2012

P. K. Shishodiya  
Proprietor  
M.No.036015  
FR. No 03233C

## ANNEXURE REFERRED TO IN PARAGRAPH 3 OF THE REPORT OF THE AUDITORS ON THE ACCOUNTS OF INDRA INDUSTRIES LIMITED FOR THE YEAR ENDED 31ST MARCH, 2012

- 1 (a) The company is in the process of maintaining proper records showing full particulars including quantitative details and situation of fixed assets.  
(b) A major portion of the assets has been physically verified by the management in accordance with the phased programme of verification adopted by the company. In our opinion, the frequency of verification is reasonable. To the best of our knowledge, no material discrepancies have been noticed on such verification.  
(c) Based on our scrutiny of records of the company and the information and explanations received by us, we report that there is nothing which affect going concern concept of the company.
- 2 (a) The inventory has been physically verified by the management during the year at reasonable intervals. In our opinion, the frequency of verification is reasonable.  
(b) The procedure followed by the management for physical verification of stocks is reasonable and adequate in relation to the size of the company and the nature of its business.  
(c) On the basis of our examination of stock records, we are of the opinion that the record of stocks is fair and proper in accordance with the normally accepted accounting principles and no material discrepancies were noticed on physical verification.
- 3 The company has not taken/granted any secured, unsecured loan from/to companies, firms or other parties covered in the register be maintained under section 301 of the Companies Act, 1956.
- 4 In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our random checking, no major weaknesses have been noticed in the internal controls.
- 5 (a) Based on the audit procedures applied by us and according to the information and explanations provided by the management, we are of the opinion that the particulars of contracts or arrangements referred to in section 301 of the Act have been entered into the register required to be maintained under that section.  
(b) In our opinion and according to the information available the transactions made in pursuance of such contracts or arrangements have been made at prices, which are reasonable, having regard to the prevailing market prizes at the relevant time.
6. In our opinion and according to the information and explanations given to us, the company has not accepted any deposits from the public within the meaning of section 58A and 58AA of the Companies Act, 1956 or any other relevant provisions of the Act and the rules framed there under.
7. In our opinion, the company has an adequate internal audit system commensurate with the size and nature of its business.
8. The company is covered under the clause regarding maintenance of cost records as prescribed by the Central Government under section 209 (1) (d) of the Companies Act, 1956 and the company has maintained proper accounts and records for the same as



certified by the cost auditor.

9. (a) According to the records of the company, the company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, custom duty, excise duty, cess and other statutory dues applicable to it.
- (b) According to the records of the company, there are no dues of sale tax, income tax, service tax, custom duty/wealth tax, excise duty/cess which have not been deposited on account of any dispute.
10. The company is not a sick industrial company within the meaning of Sick Industrial Companies (Special Provisions) Act, 1985.
11. According to the information and explanation given to us, the company has not defaulted in repayment of dues to any financial institution or bank except some delays. The company has not issued any debentures.
12. The company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities
13. The provision of any special statute applicable to nidhi/mutual benefit fund/societies is not applicable to the company.
14. There was no dealing or trading in shares, securities, debentures.
15. The company has not given any guarantee to any bank or financial institution for loan taken by others.
16. The term loans have been applied for the purpose for which they were raised.
17. According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that no funds raised on short-term basis have been used for long-term investment.
18. The company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956 during the year.
19. There was no debenture issue during the year.
20. No money was raised by public issues by the company during the year under audit.
21. No fraud on or by the company has been noticed or reported during the year.

For P.K. Shishodiya & Co.  
Chartered Accountants

Place : Indore  
Date : 15<sup>th</sup> June,2012

P. K. Shishodiya  
Proprietor  
M.No.036015  
FR. No 03233C

## BALANCE SHEET AS AT 31.03.2012

(Amount in Rupees)

Particulars	Note No.	2012	2011
<b>I. EQUITY &amp; LIABILITIES</b>			
<b>(1) Shareholders' funds</b>			
(a) Share Capital	1	64,055,700	59,765,700
(b) Reserves & Surplus	2	5,408,621	3,164,768
(c) Money received against share warrants		-	-
<b>(2) Share application money pending allotment</b>			
		-	-
<b>(3) Non-current Liabilities</b>			
(a) Long-term borrowings	3	124,687,159	92,896,534
(b) Deferred tax liabilities (Net)		8,287,552	5,420,512
(c) Other Long term liabilities		-	-
(d) Long term provisions		-	-
<b>(4) Current Liabilities</b>			
(a) Short Term borrowings	4	43,810,264	15,160,454
(b) Trade payables	5	47,472,884	105,104,454
(c) Other current liabilities	6	6,147,756	5,779,585
(d) Short-term provisions	7	2,404,723	1,377,609
<b>Total</b>		<b>302,274,658</b>	<b>288,669,617</b>
<b>II. ASSETS</b>			
<b>(1) Non-current assets</b>			
<b>(a) Fixed assets</b>			
(i) Tangible assets	8	110,983,218	114,152,233
(ii) Intangible assets		-	-
(iii) Capital Work in Progress		38,746,092	30,872,335
(iv) Intangible assets under development		-	-
(b) Non-current investments	9	1,980,000	1,980,000
(c) Deferred tax assets (net)		-	-
(d) Long term loans and advances		2,067,574	2,051,068
(e) Other Non-current assets		-	-
<b>(2) Current assets</b>			
(a) Current investments		-	-
(b) Inventories	10	104,214,090	111,753,301
(c) Trade receivables	11	16,150,739	3,891,216
(d) Cash & cash equivalents	12	12,868,289	8,634,904
(e) Short term loans and advances	13	15,264,655	15,334,560
(f) Other current assets		-	-
<b>Total</b>		<b>302,274,658</b>	<b>288,669,617</b>

See accompanying notes to the financial statements

As per our Report of even date attached.  
For P.K.Shishodiya & Co.  
Charatered Accountants

Virendra Jain  
Managing Director

Astha Jain  
Director

Proprietor  
Mem. No. 036015  
FR No. 03233C  
Indore : 15.06.2012

**PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31.03.2012**

Particulars	Note No.	2012	2011
<b>INCOME :</b>		<b>(Rupees)</b>	
I. Revenue from operations	14	428,188,879	288,297,894
II. Other Income	15	798,265	1,927,371
III. Total Revenue (I+II)		<b>428,987,144</b>	<b>290,225,265</b>
<b>IV. EXPENSES :</b>			
Cost of materials consumed	16	286,512,844	199,805,347
Changes in inventories of finished goods and work-in-progress	17	23,544,680	22,645,975
Employee benefits expense	18	16,662,073	7,486,751
Finance cost	19	30,805,321	14,782,010
Depreciation	8	6,366,907	2,420,950
Other expenses	20	58,508,809	39,291,911
Total expenses		<b>422,400,634.49</b>	<b>286,432,944</b>
V. Profit before exceptional and extraordinary items and tax		6,586,510	3,792,321
VI. Exceptional Items	21	111,878	-
VII. Profit before extraordinary items and tax (V - VI)		6,474,631	3,792,321
VIII. Extraordinary Items		-	-
IX. Profit before tax (VII - VIII)		6,474,631	3,792,321
X. Tax expense:	22		
(1) Current tax		1,363,740	704,279
(2) Deferred tax		2,867,040	1,271,841
XI. Profit(Loss) for the year from continuing operations		2,243,852	1,816,201
XII. Profit/(Loss) from discontinuing operations		-	-
XIII. Tax expense of discounting operations		-	-
XIV. Profit/(Loss) from Discontinuing operations (XII - XIII)		-	-
XV. Profit/(Loss) for the year (XI + XIV)		2,243,852	1,816,201
XVI. Earning per equity share:			
(1) Basic		0.33	0.32
(2) Diluted		0.33	0.32

**See accompanying notes to the financial statements**

As per our Report of even date attached.

For P.K.Shishodiya & Co.  
Charatered AccountantsVirendra Jain  
Managing DirectorAstha Jain  
DirectorProprietor  
Mem. No. 036015  
FR No. 03233C  
Indore : 15.06.2012

**32. Notes to the Financial statements****Note no. 1 : Share Capital**

	31.03.2012	31.03.2011
<b>(a) Authorised</b>		
7500000 Equity Shares of Rs. 10/- each	75,000,000	75,000,000
	<b>75,000,000</b>	<b>75,000,000</b>
<b>(b) Issued, Subscribed and Paid-up</b>		
6866070 Equity Shares of Rs. 10/- each		
paid up in cash	68,660,700	68,660,700
Less : Calls in arrears	4,605,000	8,895,000
	<b>64,055,700</b>	<b>59,765,700</b>
<b>(c) Reconciliation of no. of shares outstanding as at 31.03.2012 and 31.03.2011</b>		
No. of shares at the beginning of the year	6,866,070	6,866,070
Add: Shares issued	-	-
No. of shares at the end of the year	<b>6,866,070</b>	<b>6,866,070</b>

**(d) Shareholders Holding more than 5% Shares**

Name of the shareholder	No. of shares held	% age of shareholding
Astha Jain	510,000	7.43%
Aditya Fincom Pvt. Ltd.	908,570	13.23%
Pratap Biotech Pvt. Ltd.	950,000	13.84%
Roshni Herbal Agro Pvt. Ltd.	880,450	12.82%
Total	<b>3,249,020</b>	<b>47.32%</b>

**Note no. 2 : Reserve & Surplus**

Surplus :		
Balance B/F	3,164,768	1,348,568
Add/Less : Profit(loss) during the year	2,243,853	1,816,200
	<b>5,408,621</b>	<b>3,164,768</b>

**Note no. 3 : Long term borrowings****(a) TERM LOANS :**

(A) Term loan - Badnawar Unit	21,205,094	23,020,541
-Dewas Unit	57,847,764	52,491,537
(B) Car Loan	-	293,036
	<b>79,052,858</b>	<b>75,805,114</b>

Note:1 Term Loan is secured by equitable mortgage of factory land & building, hypothecation of plant & machinery besides personal guarantee of some of the directors and collateral security.

2.Car Loan is secured by way of hypothecation of the vehicle funded and personal guarantee of some of the directors.

**(b) UNSECURED LOANS:**

Inter Corporate Deposits	6,414,967	6,297,839
Others	39,219,334	10,793,581
	<b>45,634,301</b>	<b>17,091,420</b>
Total (a+b)	<b>124,687,159</b>	<b>92,896,534</b>

31.03.2012

31.03.2011

**Note no. 4 : Short term borrowings**

Working capital from Bank	43,810,264	15,160,454
	<b>43,810,264</b>	<b>15,160,454</b>

Note : Working capital from Bank is secured by way of Hypothecation of Inventory and Book Debts , 2nd charge on fixed assets besides personal guarantee of promoter directors and collateral security

**Note No.5 : Trade payables**

Sundry Creditors - Goods	24,473,188	81,975,691
- Capital goods	388,538	2,398,133
- Expenses	22,611,158	20,730,630
	<b>47,472,884</b>	<b>105,104,454</b>

**Note no. 6 : Other Current Liabilities**

Security Deposits	1,189,799	1,520,434
Credit balance of customers	211,124	835,214
Other Liabilities	1,779,290	1,613,875
Statutory Dues	1,264,281	942,404
Excise duty on closing stock	422,306	-
Interest accrued but not due	1,280,956	867,658
	<b>6,147,756</b>	<b>5,779,585</b>

**Note no.7 : Short term provisions**

Income Tax	1,363,740	704,279
Less :Advance tax and TDS	(112,914)	(66,309)
Provision for employee expenses	916,716	513,959.00
Provision for expenses	237,181	225,680
	<b>2,404,723</b>	<b>1,377,609</b>

**Note No. 8 : Fixed Assets**

Description	Gross Block (At cost)			Depreciation				Net Block		
	As on 01.04.11	Addition	Deletion	As on 31.03.12	Up to 01.04.11	For the year	Deletion	As on 31.03.12	As on 31.03.12	As on 31.03.11
Land	807,662	-	-	807,662	-	-	-	-	807,662	807,662
Lease hold land	590,874	-	-	590,874	-	-	-	-	590,874	590,874
Trade Mark	7,220	-	-	7,220	7,220	-	-	7,220	-	-
Site Development	6,680,714	-	-	6,680,714	261,325	223,136	-	484,461	6,196,253	6,419,389
Factory Building	37,893,809	585,309	-	38,479,118	4,587,930	1,271,548	-	5,859,477	32,619,641	33,305,879
Office Premises	165,354	-	-	165,354	59,623	2,761	-	62,384	102,970	105,731
Plant & Machinery	82,751,400	1,904,103	-	84,655,503	19,663,422	3,999,480	-	23,662,902	60,992,600	63,087,978
Misc Assets	1,252,490	-	-	1,252,490	1,141	59,493	-	60,634	1,191,856	1,251,349
Electrical	3,838,393	116,703	-	3,955,096	3,497	187,356	-	190,853	3,764,243	3,834,896
Instalation	4,520,461	348,362	-	4,868,823	1,291,829	297,943	-	1,589,772	3,279,051	3,228,632
Furniture & Fixture	1,966,404	-	-	1,966,404	462,809	186,808	-	649,617	1,316,787	1,503,595
Vehicle	663,022	243,416	-	906,438	646,775	138,382	-	785,157	121,281	16,247
Computer										
Total	141,137,803	3,197,893	-	144,335,892	26,985,570	6,366,908	-	33,352,478	110,983,414	114,152,233
Previous Year	59,739,481	82,402,683	1,004,360	141,137,803	24,711,413	2,420,950	146,793	26,985,570		
Add : Capital Work in progress, Capital Advances & Pre-operative exps.									38,746,092	30,705,217
									149,729,506	144,857,450

**Note no. 9 : Non-current Investments****(A) QUOTED :****Equity Shares fully paid up in cash**

80000 Dollex Industries Ltd.		
of Rs. 5/- each	1,820,000	1,820,000
	Current Year	Previous Year
Qty Nos.	80000	80000
Face Value Rs.	400000	400000
Market Value	345600	304000

**(B) UNQUOTED :**

10000 Nagarjuna Fertilizer & Chemicals Ltd.		
of Rs. 10/- each	160,000	160,000
	Current Year	Previous Year
Qty Nos.	10000	10000
Face Value Rs.	100000	100000
	<b>1,980,000</b>	<b>1,980,000</b>

**Note no. 10 : Inventories**

Raw Materials	55,269,971	38,587,840
Work in progress	10,984,110	36,784,601
Finished goods	32,916,363	31,195,042
Goods in Transit	2,045,036	2,669,535
Packing Material	1,918,396	2,159,278
Stores, Tools, Jigs & Spares	490,000	301,280
Scrap	590,215	55,725
	<b>104,214,090</b>	<b>111,753,301</b>

**Note No. 11 : Trade receivables**

(Unsecured, Considered good)

**Subsidy :**

Outstanding for a period exceeding six months	2,774,719	2,774,719
Others	-	-

**Other Debts :**

Outstanding for a period exceeding six months	503,327	839,748
Others	12,872,694	276,749
	<b>16,150,739</b>	<b>3,891,216</b>

**Note No. 12 : Cash and cash equivalents**

Cash in hand	339,457	317,166
Balance with Banks :		
(i) On current accounts	319,849	35,778
(ii) On Deposit accounts	11,304,261	7,762,088
(iii) Interest Accrued on FDR	904,722	519,872
	<b>12,868,289</b>	<b>8,634,904</b>

(Fixed Deposits are pledged as security in favour of bank/ institutions/ and/or Govt. dept. )

**Note No.13 : Short term loans and advances**

(Unsecured, considered good)

Advances (Recoverable in cash or kind or for value to be received)	2,163,548	3,260,127
Advance to Suppliers	3,623,191	1,348,840
Security Deposits	409,585	437,800
Prepaid Expenses	163,115	91,499
VAT	3,964,201	5,212,111
Cenvat Credit	4,918,468	4,984,183
Income Tax Refundable	22,547	-
	<b>15,264,655</b>	<b>15,334,560</b>

**Note No. 14 : Revenue from operations**

Sales of Mfg. Goods	434,285,590	288,112,966
Less : Excise duty	7,479,568	96,436
	426,806,022	288,016,530
Job Work	1,382,857	281,364
	<b>428,188,879</b>	<b>288,297,894</b>

**Note No. 15 : Other Income**

Interest	734,199	418,766
Rent	-	33,804
Dividend	10,000	5,000
Profit on Sale of Assets	-	1,414,307
Miscellaneous income	54,066	55,494
	<b>798,265</b>	<b>1,927,371</b>

**Note No. 16 : Cost of materials consumed**

(A) Raw materials consumption		
Opening Stock	41,257,376	22,518,284
Add : Purchases	289,954,784	209,386,096
	331,212,160	231,904,380
Less : Closing Stock	(A) 55,269,971	41,257,376
	<b>275,942,189</b>	<b>190,647,004</b>
(B) Packing Material		
Opening Stock	2,159,278	1,762,706
Add : Purchases	10,329,772	9,554,915
	12,489,050	11,317,621
Less : Closing Stock	1,918,396	2,159,278
	(B) <b>10,570,655</b>	<b>9,158,343</b>
Total	(A)+(B) <b>286,512,844</b>	<b>199,805,347</b>

**Note No. 17 : Changes in inventories**

<b>Opening Stock :</b>		
Finished Goods	31,195,042	50,668,820
Work In Progress	36,784,601	40,012,523
Scrap	55,725	-
	68,035,368	90,681,343
<b>Closing Stock :</b>		
Finished Goods	32,916,363	31,195,042
Work In Progress	10,984,110	36,784,601
Scrap	590,215	55,725
	44,490,688	68,035,368
(Increase)/ Decrease	<b>23,544,680</b>	<b>22,645,975</b>



**Note No. 18 : Employee benefits expenses**

Salary, Wages, Bonus & Allowances	16,026,693	6,820,655
Contribution to Welfare funds	102,860	98,588
Staff & Labour welfare & Hospitality	261,479	126,438
Bonus & Leave Encashment	251,311	343,493
Gratuity	19,730	97,577
	<b>16,662,073</b>	<b>7,486,751</b>

**Note No. 19 : Finance Cost****Interest :**

Bank	3,639,984	1,306,447
Institutions	10,338,220	2,060,519
Other borrowing cost	16,372,522	11,269,697
Bank Charges	454,595	145,347
	<b>30,805,321</b>	<b>14,782,010</b>

**Note No. 20 : Other Expenses**

## (a) Manufacturing Exp.

Consumption of stores	3,173,930	1,640,675
Power & Fuel	12,443,656	4,403,493
Insurance charges	202,639	135,456
Repair to Building	478,319	1,968,997
Repair to Plant & Machinery	5,389,686	4,231,817
Packing Material	60,915	-
Job Work Charges	278,900	-
Entry tax	3,218,127	1,943,294
Water Charges	722,049	471,663
Printing & Processing Charges	1,519,919	-
Other Factory Expenses	264,629	185,509
Excise duty on closing stock	422,306	-

## (b) Office &amp; Administrative exp.

Printing & Stationery	125,331	52,265
Postage & Telegram	60,558	30,820
Telephone	262,472	240,021
Rent	900,000	-
Vehicle Repairs & Maintenance	303,221	318,043
Conveyance	39,326	-
Legal & Professional Charges	731,893	566,359
Rates & Taxes	186,420	31,014
Electricity Expenses	96,805	45,041
Travelling to Others	962,019	864,858
Computer Charges	40,783	35,621
Security Charges	1,261,142	510,701
Repairs to Others	59,284	38,990
Membership & Subscription	21,280	-
Misc. Expenses	596,867	550,571

## (c) Selling &amp; Distribution expenses

Packing, forwarding & freight	20,057,013	18,479,731
Advertisements	498,650	389,628
Warehouse Charges	1,087,910	942,442
Excise Duty & Cess	1,582,081	50,958

## (d) Other Expenses

## Auditors' Remuneration :

Audit	100,000	40,000
Tax Audit	25,000	20,000
Other services	200,000	-
Out of pocket expenses	10,100	
Directors' remuneration	900,000	900,000
Directors' Other Expenses :		
Travelling & Other Expenses	225,580	203,944

<b>58,508,809</b>	<b>39,291,911</b>
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**Note No. 21 : Exceptional Items**

## Prior period Exps.

111,878	-
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<b>111,878</b>	<b>-</b>
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**Note No. 22 : Tax Expense**

## (a) Current tax :

Provision for Income tax	1,363,740	704,279
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## Earlier year taxes

(b) Deferred Tax :	2,867,040	1,271,841
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<b>4,230,780</b>	<b>1,976,120</b>
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**NOTES TO ACCOUNTS :****1.. Accounting Standard 1: Disclosure of Significant Accounting Policies**

The financial statements are prepared under historical cost convention, on accrual basis, in accordance with the generally accepted accounting principles in India, the accounting standards issued by the Institute of Chartered Accountants of India and the provisions of the Companies Act, 1956

**2. Accounting Standard 2 – Valuation of Inventory**

Raw Material – At cost

Work in Process – At prime cost

Finished Goods – At lower of cost of production or net realizable Value

Scrap - At realizable value

Stores, spares, tools, jigs & packing material - At cost.

**3. Accounting Standard 4 – Contingencies and Events occurring after Balance Sheet date**

No such events have occurred.

**4. Accounting Standard 5 – Net Profit or Loss for the period, prior period items and changes in accounting policies: Earlier year tax of Rs. 1,11,878 has been debited to Profit and loss account.****5. Accounting Standard 6 – Depreciation**

Fixed Assets are depreciated on Straight line Value Method. Depreciation is provided for at the rates specified in Schedule – XIV to the Companies Act, 1956.

Depreciation is provided on pro-rata basis from the date of addition.

**6. Accounting Standard 7 – Accounting for Construction Contracts**

The company has not entered into any construction contracts.

**7. Accounting Standard 9 – Revenue Recognition:**

Sale of goods is recognized on dispatch to customers and it is net of discount.

Dividend income is accounted for on receipt.

Interest income is recognized on a time proportion basis.

**8. Accounting Standard 10 – Accounting for Fixed Assets**

Fixed Assets are stated at cost of acquisition, less accumulated depreciation. Cost includes all expenses related to acquisition and installation of the concerned assets.

**9. Accounting Standard 11 – Accounting for effects of change in Foreign Exchange**

Transactions in foreign currency are recorded at exchange rates prevailing on the date of the transaction.

Assets and Liabilities related to foreign currency transactions, remaining unsettled at the year end, are stated at the contracted rates, when covered under forward exchange contracts and at year end rates in other cases.

The premium payable on forward foreign exchange contracts is amortized over the period of contract.

Exchange gains /losses are recognized in the profit and loss account except for exchange differences relating to fixed assets, which are adjusted in the cost of assets.

	<u>2012</u>	<u>2011</u>
Earning in foreign currency	NIL	NIL
Expenditure in foreign currency	NIL	NIL

10. Accounting Standard 12 – Accounting for Government Grants  
No government grant has been received during the year.
11. Accounting Standard 13 – Accounting for Investments  
Investments are classified into current and long-term investments. Long-term investments are carried at cost. Current investments are stated at lower of cost and net realizable value.
12. Accounting Standard 14– Accounting for Amalgamations  
The company has not undergone any amalgamation.
13. Accounting Standard 15 – Accounting for Retirement Benefits  
As per the Company’s policy, provision for gratuity payable on retirement is done at the end of year and the payment is made accordingly.
14. Accounting Standard 16 – Borrowing Cost  
Borrowing cost incurred during pre-operation period is capitalized and those incurred in the post operation period is recognized as an expense.
15. Accounting Standard 17 – Segment Reporting  
Segment-wise information as per accounting standard 17 issued by the ICAI stand as under:

	SSP	HDPE	Unallocated	Total
<b>REVENUE</b>				
External Sales/ Revenue	356013223	72175656	--	428188879
Other Income	695613	102652	--	
Total Revenue	356708836	72278308	--	428987144
<b>EXPENDITURE</b>				
Consumption of Material	219102211	67410633	--	286512844
Expenditure	55434829	19736052	--	75170882
Depreciation	2635877	3731030	--	6366907
(Increase)/ Decrease in Stock	33839020	-10294340	--	23544680
Segment results before Interest & Tax	45696898	-8305067	--	37391831
Add/(Less): Interest	22063353	8741968	--	30805321
Profit before Tax and prior period item	23633545	-17047035	--	6586510
Less : Prior period items	111878	0	--	111878
Taxes	4230780	0	--	4230780
<b>Net Profit</b>	<b>19290887</b>	<b>-17047035</b>	<b>--</b>	<b>2243852</b>
<b>SEGMENT ASSETS</b>	<b>171323412</b>	<b>129109081</b>	<b>1820000</b>	<b>302252493</b>
<b>SEGMENTS LIABILITIES</b>	<b>134618088</b>	<b>88270821</b>	<b>--</b>	<b>222888909</b>

16. Related parties disclosure as per Accounting Standard 18 is given hereunder:

a) Related Parties

<u>Directors</u>	<u>Relatives</u>	<u>Other associates</u>
Mr. S.B. Gupta	--	Roshni fertilizers & Herbals Pvt. Ltd.
Mr. Virendra Jain	Smt. Astha Jain (Spouse) Mast. Kovid Jain (Son)	

Smt. Astha Jain	Mr. Virendra Jain (Spouse)	
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## b) Related Party transaction (Rs. in lacs)

<u>Nature of Transaction</u>	<u>Direct ors</u>	<u>Relative</u>	<u>Other related parties</u>
Managerial			
Remuneration	9.00	--	--
Expenses	2.26	--	--
Rent	9.00	--	--
Deposit	10.00	--	--
Loan taken	--	-	--
Loan given	--	--	--

## 16. Accounting Standard 19 – Leases

The Company has not entered into any agreement in the nature of Lease/leave and license.

17. Accounting Standard 20 – Earning per shares

	<u>2011-12</u>	<u>2010-11</u>
Weighted average number of shares at the beginning and end of the year	67,12,570	57,19,811
Net Profit after tax available for equity shares holders	22,43,852	18,16,201
Basic and diluted earning per shares	0.33	0.32

18. **Accounting Standard 22 – Taxes on Income**

Current tax is determined as the amount of tax payable in respect of taxable income for the year. The deferred tax for timing difference between the book and tax profit for the year is accounted using tax rates and tax laws that have been enacted or substantially enacted at the Balance Sheet date. Deferred Tax assets arising from the timing difference are recognized to the extent that there is reasonable certainty that sufficient future taxable income will be available.

## 21 Accounting Standard 26 – Intangible Assets

The company owned intangible assets in the form of trademark. These are amortised equally over a period of five years commencing from the year 2006-07 and are written off entirely.

22 Accounting Standard 29 – Provisions, Contingent Liabilities & Contingent Assets  
(Rs. in lacs)

	<u>2012</u>	<u>2011</u>
Bank guarantee	20.09	3.04
Cases in appeal	6.50	-
Contingent liabilities are generally not provided for in the books of account.		

## 23 Capital Commitment

	<u>2012</u>	<u>2011</u>
Estimated amount of contracts remaining to be executed on Capital Account and not provided for	4.21	100.00

## 24 License Capacity, Installed Capacity and production. (In M.T.)

	Licensed Capacity	Installed Capacity	Production	
			2012	2011
Single Super Phosphate (SSP)	<u>33,000</u>	33,000	39274	38058

(On single shift basis)				
Woven sack/ Fabric	3,000	2,310	877.97	65.79

## 25 Opening Stock, Closing Stock &amp; Sales (Goods Manufactured)

Quantity – In M.T.

**Value - Rs. In Lacs**

Class of Goods	Opening Stock		Closing Stock		Return from depot	Sales	
	Qty	Value	Qty	Value	Qty	Qty	Value
SSP	11330 (15668)	311.95 (506.69)	5721 (11330)	290.70 (311.95)	-- 293	44883 (42690)	3560.13 (2870.80)
Woven sack/Fabric	55.74 --	41.20 --	131.81 (55.74)	138.82 (41.20)	-- --	801.90 (10.058)	707.06 (9.36)

## 26 Raw Material Consumed:

	2012		2011	
	MTS	Value	MTS	Value
Rock Phosphate	21515	1561.30	21312	1419.76
Spent & Sulphuric Acid	14122	524.03	13961	441.97
PP, HDPE & Others	862	674.11	1754	44.81

Notes to Quantitative Details❖ **Sale is inclusive of shortage if any**

2 In the opinion of the Board current assets, loans & advances have value of realization in the ordinary course of business at least  
7 equal to the amount of which they are stated and that provision for known liabilities is adequate and not in excess of the amount  
reasonably necessary.

2 a) The company is exempted from entry tax vide letter no. 1049 dated 19/03/2012 for the period 24/02/2011 to 23/02/2016.  
8 Accordingly entry tax has not been levied/ provided for.

b) Other details – The company did an import of Rock Phosphate on highseas basis to the tune of 5,700 MTs worth Rs. 426.70 Lacs out of which 366.820 MTs of material worth Rs. 27.46lacs was arrived in the factory during the current financial year 2011-12 and same has been accounted for. Balance material to the tune of 5333.18 MTs worth Rs. 399.24 Lacs was booked on arrival in the factory.

2 The company has been sanctioned a loan of Rs. 5 crores from financial institution for the purpose of envisaged project of GSSP  
9 and zinc sulphate at its Badnawar site.

3 Previous year figures have been regrouped and rearranged wherever considered necessary.

Place: Indore  
Date : 15.06.2012

For P.K. Shishodiya & Co.  
Chartered Accountants

P.K.Shishodiya  
Proprietor

28TH ANNUAL REPORT 2011-12

INDRA INDUSTRIES LIMITED

## CASH FLOW STATEMENT (Amount in Rupees)

Particulars	Year Ended 31/03/12	Year Ended 31/03/11
<b>A. Cash flow from operating activities</b>		
Net profit before tax & extraordinary items	6586510	3792321
Adjustment for :		
Depreciation	6366907	2420950
(Profit)/loss on sale of Fixed Assets	0	(1414307)
Interest paid	30350725	14636663
Less : Interest, Rent & Other Income	(798265)	(513064)
Operating profit before working capital changes	42505876	18922563
Adjustment for :		
Trade and Other Receivables	(12139816)	(6062329)
Inventories	7539212	3459031
Trade Payables	(56302594)	20087455
Cash generated from operations	(18397322)	36406721
Income Tax paid	(1363740)	(704279)
Cash flow before extraordinary items	(19761062)	35702442
Extraordinary items	-111879	-
Net cash from operating activities	(19872941)	35702442
<b>B. Cash flow from investment activities</b>		
Profit/loss on sale of Vehicle	-	-
Sale of Office Premises	0	1681000
Purchase of Fixed Assets	(3197894)	(90177789)
Capital WIP, Cap. Adv. & Pre-op. Exps.	(7873757)	(3530044)
Sale of Investment	-	-
Sale of Vehicle	-	-
Rental	0	33804
Interest received	798265	418766
Others	0	60494
Net cash from investment activities	(10273385)	(91513768)
<b>C. Cash flow from financing activities</b>		
Proceeds from Sharecapital	4290000	7155000
Proceeds from borrowings	60440435	62850520
Interest paid	(30350725)	(14636663)
Net cash from financing activities	34379710	55368858
Net increase in cash and cash equivalents	4233384	(442468)
Cash and cash equivalents opening balance		
Cash & Bank balance	8634906	9077374
Cash and cash equivalents closing balance		
Cash & Bank balance	12868289	8634906

We have checked the above cash flow statement of Indra Industries Limited, the books and records maintained in the ordinary course of business and found the same to be in accordance therewith

For P.K. Shishodiya & Co.

Chartered Accountants

For & on behalf of board of

For Indra Industries Limited

P.K. Shishodiya  
Proprietor  
M.No 036015  
FR No.03233C  
Indore : 15/06/2012

Virendra Pokharna      Smt. Astha Pokharna  
Managing Director      Director

Registered Office: 406, Airen Heights, Scheme No.54, A.B. Road, Indore M.P.

**ATTENDANCE SLIP**

Shareholders attending the meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

I hereby record my presence at the 28<sup>th</sup> Annual General Meeting of the Company at 406, Airen Heights, Scheme No. 54 , A.B. Road, Indore-10 (M.P.), on Friday the 28<sup>th</sup> Day of September 2012 at 3.00 P.M.....

Full name of the Shareholder/ Proxy Signature  
(in Capitals)

Folio No.....

.....  
Full name of the Shareholder / Proxy Signature  
(in capitals) Signature

Registered Office: 406, Airen Heights, Scheme No. 54 , A.B. Road, Indore M.P.

**PROXY FORM**

I/We.....Of.....  
.....in district  
of.....

Being a member/members of the above-named Company, hereby appoint

.....of

or failing him.....

.....of ..... as my/our proxy to vote for me/us..... On my / our behalf at the 28<sup>th</sup> Annual General Meeting of the Company, to be held on Friday the 28<sup>th</sup> day of September, 2012 and at any adjournment thereof.

Signed this.....

**Please  
Affix  
1Rupee  
Revenue  
Stamp**

.....day of .....2012.

**Note: The Proxy must be returned so as to reach the registered office of the Company not less than 48 hours before the time for holding the aforesaid meeting. The proxy need not to be a member of the Company.**