

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

To,
The Chairman,
Extra Ordinary 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

Dear Sir,

SUB: Consolidated Scrutinizer's Report on Remote E-Voting conducted pursuant to 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 Companies (Management and Administration) Rules, 2015 and Poll conducted at Extra Ordinary General Meeting of INDRA INDUSTRIES LIMITED held on Monday, 15th April, 2019 at 11.30 A.M.

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

- (i) The Board of Directors of Indra Industries Limited in their meeting held on 07th March, 2019 for the purpose of scrutinizing the Remote E-voting process under the provisions of Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of Companies (Management and Administration) Amendment Rules, 2015 in respect of the below mentioned resolution transacted at the Extra Ordinary General Meeting (EGM) of the members of the Company held on Monday, 15th April, 2019.
- (ii) The Chairman of the Extra Ordinary General Meeting (EGM) on poll under the provisions of Section 109 of the Companies Act, 2013 and Rule 21(2) of Companies (Management and Administration) Rules, 2014, on the resolution contained in the Notice to the EGM of the members of the Company held on Monday, 15th April, 2019.

2. The Notice dated 07th March, 2019 along with the statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolution passed at the EGM of the Company.

3. Cut-off Date

The voting rights were reckoned on Monday, 08th April, 2019, being the cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and voting at the meeting.

4. Remote E-Voting



The Company had taken the services of Central Depositories Services (India) Limited (CDSL) for providing the Remote E-Voting Platform.

4.2 Remote E-Voting:

Remote E-Voting platform remained open from Friday, 12th April, 2019 (9.00 A.M.) up to Sunday, 14th April, 2019 (5.00 P.M.) and members were given an option to cast their votes electronically conveying their assent or dissent in respect of the Ordinary Resolution, on the e-voting platform provided by CDSL.

5. Voting at EGM

5.1 As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Amendment Rules 2015, for the purpose of ensuring that members who have cast their votes through Remote E-Voting do not vote again at the General Meeting, the scrutinizer shall have access after closure of period of remote e-voting and before the start of general meeting, to only such details relating to members who have cast their votes through remote e-voting, such as their names, folios, number of shares held but not the manner in which they have voted.

5.2 Accordingly CDSL, the E-voting agency provided me with the names, DP Id/ Folio Numbers and shareholding of the members who had cast their votes through remote e-voting.

5.3 Further, the chairman announced the poll at the Extra Ordinary General Meeting for the shareholders who had attended the meeting and have not cast their vote earlier through remote e-voting.

6. RESULTS

6.1 I observed that

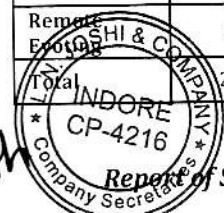
- a) 7 members had cast their votes through Remote E-voting.
- b) 13 members had cast their votes through Poll conducted at the meeting.

I have issued separate Scrutinizer's Report for the Remote E-voting and on the Poll for the resolution contained in the Notice to the EGM. Copy of the same are enclosed with this report. Further, I submit herewith my combined report on the results of Remote E-voting and Poll as under-

Item No. 1-Ordinary Resolution

Appointment of M/s Mahesh C. Solanki & Co, Chartered Accountants, Indore (ICAI Registration Number 006228C) as Statutory Auditor 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
Poll at EGM	13	357700	100	0	0	0	357700	0	0
Remote E-voting	7	3692883	100	0	0	0	3692883	0	0
Total	20	4050583	100	0	0	0	4050583	0	0



Report of Scrutinizer on Remote E-Voting & Poll of INDRA INDUSTRIES LIMITED at EGM

Based on the above information, you may kindly announce the result of voting by Poll at EGM and remote e-voting.

All relevant record of electronic voting and poll will remain in my safe custody until the chairman of the meeting considers, approves and signs the Minutes of Extra Ordinary 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 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 Extra Ordinary General Meeting.

Thanking you,
Yours Faithfully



Scrutinizer

Name: L.N. Joshi

Practicing Company Secretary

FCS: 5201; CP: 4216

Place: Indore

Date: 15.04.2019



To be Countersigned by the Chairman



Virendra Kumar Jain