

Regd.Off. : 406, Airen Heights
Opp. Orbit Mall, AB Road,
INDORE - 452010 (M.P.) INDIA
Tel: + 91 731 4989811, 4989822
E-mail: info@indraindustries.in
Web. : www.indraindustries.in
CIN : 1741 40MP1984P1C002592



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

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and “MCA Circulars” as defined below]

To,

The Member of the INDRA INDUSTRIES LIMITED

Notice is hereby given that pursuant to Section 110 and other applicable provisions if any of the Companies Act, 2013 (“the Act”) as amended from time to time read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any Statutory modification(s) or re-enactment(s) thereof for the time being in force), read with General Circular No.14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021 and 20/2021 dated 08th December, 2021, in respect of “clarification on passing of Ordinary and Special Resolutions by Companies under the Companies Act, 2013 and the Rules made there under on account of the threat posed by COVID-19” issued by the Ministry of Corporate Affairs, Government of India (collectively called as “MCA Circulars”) and pursuant to applicable provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time including any statutory modification or re-enactment thereof for time being in force, that the resolution appended are proposed to be passed as Special Resolution through the mechanism of postal ballot by way of remote e-voting in accordance with the provisions of the Companies Act 2013 and rules made there under.

The MCA has further clarified that for companies that are required to provide e-voting facility under the Act, while they are transacting any business(es) only by postal ballot up to 30th June 2022, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. Further, the company will send Postal Ballot Notice by email to all its shareholders who have registered their email addresses with the Company/RTA or Depository/Depository Participants and the communication of assent/dissent of the members will only take place through the remote e-voting system. This Postal Ballot process is accordingly being initiated in accordance with the MCA Circulars.

Pursuant to Section 180(1)(a) of the Companies Act, 2013, sale, lease or otherwise disposal of the whole or substantially the whole of an undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking, requires the approval of the shareholders by way of a special resolution.

The Company proposes to sell/dispose off its unit situated at Village Sandala Tehsil Badnawar District Dhar (M.P.) ("Undertaking") to any prospective buyer, in such manner/arrangements, for consideration on such terms and conditions as the Board may consider appropriate with effect from such date as may be decided by the Board in the best interest of the company."

The Explanatory Statement pertaining to the special resolution setting out the material facts and the reasons for proposing the same is annexed herewith for your consideration and approval.

As permitted under the MCA Circulars, the Company is sending the Notice in electronic form only. Hence, hard copy of Postal Ballot Notice along with Postal Ballot form and pre-paid business reply envelop will not be sent to the members for this Postal Ballot process and members are required to communicate their assent or dissent through the remote e-voting facility. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 read with the rules framed there under and MCA Circulars, the company has extended the remote e-voting facility for its members, to enable them to cast their votes electronically. Assent or dissent of the members on the resolution mentioned in the Notice would be taken through the remote e-voting system as per the MCA Circulars.

Members desiring to exercise their vote are requested to carefully follow the instructions in the notes under section "The Instruction for the members for remote e-voting" appended with this Notice and cast their votes not later than 5:00 P.M. (IST) on Monday 21st March, 2022.

The Board of Directors of the Company, as its meeting held on Monday 14th February, 2022 has appointed Mr. L.N. Joshi, Practicing Company Secretary, Indore, Membership Number F 5201, Certificate of Practice Number 4216, Proprietor of M/s. L. N. Joshi and Company, as Scrutinizer for conducting the postal ballot process through Remote E-voting in a fair and transparent manner.

The Scrutinizer after completion of the scrutiny will submit the report to the Chairman or any authorized person of the Company. Thereafter the result of the postal ballot would be announced by the Chairman or the Company Secretary of the Company on or before 22nd March, 2022 at the registered office of the Company. The aforesaid result would be displayed at the registered office of the company, intimated to the BSE Limited at www.bseindia.com where the shares of the Company are listed and displayed along with the scrutinizer's report on the Company's website viz. www.indraindustries.in

The resolution, if approved shall be deemed to have been passed on the last date specified by the Company for receipt of votes i.e. Monday 21st day, March, 2022.

PROPOSED SPECIAL RESOLUTION

DISPOSAL OF UNDERTAKING SITUATED AT VILLAGE SANDALA TEHSIL BADNAWAR DISTRICT DHAR (M.P.)

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and any other applicable provisions if any, of Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time being in force) and the Memorandum and Articles of Association of the Company and subject to compliance of all applicable laws and regulations and such permissions, approvals, consents and sanctions as may be necessary from the concerned/statutory authorities and subject to such other terms and conditions as may be imposed by them, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to “the Board” which term shall be deemed to include any duly constituted Committee thereof) to sell, transfer or otherwise dispose of the Company’s whole undertaking (unit) including land, building, plant and machineries situated at Village Sandala Tehsil Badnawar District Dhar (M.P.) to any prospective buyer, in such manner/arrangements, for consideration on such terms and conditions as the Board may consider appropriate with effect from such date as may be decided by the Board.”

‘RESOLVED FURTHER THAT the Board or the constituted committee of Directors be and is hereby authorized to finalize the terms and conditions without further referring the matter to the Members of the Company, as well as the means, methods or modes in respect thereof and to finalize and execute all required documents including agreements, memorandum, deeds of assignment/conveyance and other documents with such modifications as may be required from time to time and to do all such acts, deeds, matters and things as may be deemed necessary and/or expedient in its discretion for completion of the transaction as aforesaid in the best interest of the Company, including to seek registration of any such documents, deeds as may be necessary, filing intimations, applying for and/or behalf of the Company and seeking approvals/consents of necessary parties, including without limitation regulatory authorities, for giving effect to this resolution and that the Board shall also have the power and authority to delegate all or any of its powers conferred herein, to the aforesaid committee of two Directors as it may deem fit to give effect to this resolution.”

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

Virendra Jain
Managing Director
(DIN: 00326050)

Date: 14th February, 2022
Place: Indore

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

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts and the reasons for the proposal relating to the Special Business is annexed herewith.
2. The Notice of Postal ballot is being sent electronically (by e-mail) to those members who have registered their e-mail IDs with their Depository Participants or with Company or with Company's Registrar and Share Transfer Agent (RTA) and whose names appear on the Register of Member/ List of Beneficial Owners on 15th day of February, 2022. A copy of this Notice is also available on the website of the Company at www.indraindustries.in and also be available on the website of CDSL at www.evotingindia.com
3. On account of the threat posed by COVID-19 and in terms of the MCA Circulars, The Company will send this postal ballot notice in electronic form only. The hard copy of this Postal Ballot Notice along with postal ballot forms and pre-paid business envelope will not be sent to the members for the postal ballot process. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system. Shareholders, whose names appear on the Register of Members/List of Beneficial Owners as on 15th Day of February, 2022 will be considered for the purpose of e-voting.
4. In compliance with the provisions of Sections 108 and 110 of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company provides Members the facility to exercise their right to vote by electronic means through remote e-voting services provided by CDSL and those members who are facing any difficulty in casting their vote through remote e-voting may send mail to the company. The instructions for remote e-voting are annexed to this Notice. The voting period begins on Sunday 20th February, 2022 at 09:00 a.m. and ends on Monday 21st March, 2022 at 05:00 p.m. During this period, members of the Company, holding shares as on cut-off date of 15th February, 2022, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter and voting shall not be allowed beyond the said date and time.
5. Resolutions passed by the members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the members on last date of e-voting.
6. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the members as on 15th February, 2022. A person who is not a member on the cutoff date i.e. 15th February, 2022, should treat this notice for information purpose only.
7. The Members whose email ids are not registered with the Company or Depository Participant(s) as on the Cut-off date are requested to register their e-mail Ids to their respective Depository Participant, it will automatically be reflected in the RTA Record or to mail the company at info@indraindustries.in with the name of registered member(s), folio number(s)/ DP Id/Client Id and Number of equity shares held from the email address they wish to register to enable them exercise their vote on special business as set out in the Postal Ballot notice through remote e-voting facility

provided by CDSL. The instructions for remote e-voting are provided as part of this Postal Ballot Notice.

8. Voting right in e-voting cannot be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorized representative with proof of their authorization.
9. Members desiring to exercise their vote are requested to carefully follow the instructions in the notes under section “The Instruction for the members for remote e-voting” appended with this Notice and cast their votes not later than 5:00 P.M. (IST) on Monday 21st March, 2022, failing which it will be strictly considered that no vote has been received from the members.
10. The Company has appointed Mr. L. N. Joshi, Practicing Company Secretary, Indore (Membership Number F 5201, Certificate of Practice Number 4216) to act as the Scrutinizer for conducting the postal ballot process through remote e-voting process in a fair and transparent manner. The Scrutinizer will submit the report to the Chairman or any authorized person after the completion of scrutiny and the result of the voting will be announced by the Chairman or by any director or the Company Secretary of the Company on or before 22nd March, 2022 and will be displayed on the Company’s website viz. www.indraindustries.in and will be communicated to the BSE Limited at www.bseindia.com where the shares of the Company are listed as on said date. The scrutinizer’s decision on the validity of the postal ballot shall be final and binding.
11. The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of valid votes i.e. Monday 21st March, 2022.
12. With a view to use natural resources responsibly, we request shareholders to update their contact details including e-mail address, mandates, nominations, power of attorney, Bank details covering name of the Bank and branch details, Bank account number, MICR code, IFSC code, etc. with their depository participants.
13. The Securities and Exchange Board of India has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN details to their Depository Participants with whom they are maintaining their demat accounts.
14. All the material documents referred to in the Postal Ballot Notice and explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to info@indraindustries.in

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on Sunday 20.02.2022 at 09:00 A.M. onwards and ends on Monday 21.03.2022 at 05:00 P.M. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date

of Monday 15.02.2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the</p>

	<p>system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>

<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
--	---

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(iv) Login method for e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(v) After entering these details appropriately, click on “SUBMIT” tab.

(vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(viii) Click on the EVSN for the relevant **INDRA INDUSTRIES LIMITED** on which you choose to vote.

(ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The

option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporate” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; info@indraindustries.in , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id.**
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

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

Virendra Jain
Managing Director
(DIN: 00326050)

Date: 14th February, 2022
Place: Indore

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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“THE ACT”) SETTING OUT MATERIAL FACTS:

At present company having Unit situated at Sandala Tehsil Badnawar Dist Dhar (M.P.) However due to overburden of interest cost and shortage of working capital, Government control policy on fertilizer and irregularity in receipt of subsidy and other statutory control of the government on fertilizer sector an on recommendation of audit committee, your Board of Directors propose to sell whole Undertaking (Unit) including land, buildings and Plant and Machineries of the company situated at Village Sandala Tehsil Badnawar District Dhar (M.P.) The net proceeds from the sale of undertaking shall be utilized only to pay off the secured and unsecured liabilities so that company may focus the polymer business activities only at Nemawar Unit situated at Nemawar Road, Indore (M.P.) This would help the company to reduce the liabilities and increase its turnover and profitability in coming years from polymer business.

Section 180(1)(a) of the Companies Act, 2013 (“the Act”) requires that the Board of Directors of the Company shall not without the consent of the Members obtained by way of Special Resolution sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company.

As per provisions of Rule 22 of the Companies (Management and Administration) Rules, 2014, the special Resolution under Section 180(1)(a) of the Companies Act, 2013 may be passed through Postal Ballot process.

The Board proposes to sale/transfer/ dispose of the aforesaid unit on negotiation basis to a single buyer or on piecemeal basis to more than one buyer in order to get the maximum value of the same as may be considered appropriate by the Audit Committee and Board from time to time.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding in the Company.

The Board recommends the aforesaid special resolution for approval of the members by means of postal ballot process.

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

Virendra Jain
Managing Director
(DIN: 00326050)

Date: 14th February, 2022
Place: Indore

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