

INDRA INDUSTRIES LIMITED

CIN: L74140MP1984PLC002592

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

Email id- info@indraindustries.in, Website-www.indraindustries.in

Tel. 0731- 4989811

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extra Ordinary General Meeting of the Members of **INDRA INDUSTRIES LIMITED** will be held on Saturday, 28th Day of March, 2020 at 11.30 A.M. at the Registered office of the company situated at 406, Airen Heights, Opp. Orbit Mall, Scheme No. 54, Vijay Nagar, A.B. Road, Indore(M.P.)-452010, to transact the following business:-

1. APPROVAL/RATIFICATION FOR TRANSFER OF LEASE HOLD RIGHTS FOR LAND & SALE OF BUILDING SITUATED AT DEWAS UNIT.

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) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) the provisions of the Memorandum and Articles of Association of the Company, the provisions of the listing regulations and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, ratification of earlier resolution passed by Board of Directors of the Company in their Board Meeting held on 06th February, 2020 , the consent of the members of the Company be and is hereby accorded to transfer Lease hold right for land and sale of building except plant and machineries situated at Plot No.17A, 18A & 18B Dewas Industrial Area Sector 1 Dewas (M.P.) admeasuring total land area approx 30030 square Meter to IPCA Laboratories Limited for a consideration of Rs 670 Lacs (Rupees Six Hundred Seventy Lacs only) .

RESOLVED FURTHER THAT Board of the Directors of the Company be and is hereby authorized on behalf of the Company, to execute and deliver agreements, deeds, documents, papers or instruments to finalize, negotiate the terms and conditions and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Board , as the case may be.

RESOLVED FURTHER THAT all actions taken by the Board in connection with transfer of lease hold right for land and sale of building situated at Dewas unit be and are hereby approved, ratified and confirmed.”

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

Virendra Jain
Managing Director
(DIN: 00326050)

Date: 13th February, 2020

Place: Indore

INDRA INDUSTRIES LIMITED

(CIN: L74140MP1984PLC002592)

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

NOTES:-

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

8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. The Members are requested to:
 - a) Intimate changes, if any, in their registered addresses immediately.
 - b) Quote their ledger folio/DPID number in all their correspondence.
 - c) Hand over the enclosed attendance slip, duly signed in accordance with their specimen registered with the Company for admission to the meeting place.
 - d) Bring their copy of notice and attendance slips with them at the EGM venue.
 - e) Send their Email address to us for prompt communication and update the same with their Depository Participants
10. Corporate Members are requested to forward a Certified True Copy of Board Resolution along with the specimen signature(s), authorizing their representatives to attend and vote on their behalf at the Extra Ordinary General Meeting.
11. The Notice of EGM shall be dispatched to the shareholders who are registered as member as on Friday 21st February, 2020 Members may also note that Notice of Extra Ordinary General Meeting will also be available on the Company's website i.e **www.indraindustries.in**.
12. Route map for the venue of Extra Ordinary General Meeting with prominent land mark is enclosed with this notice.
13. Members are requested to contact the Registrar and Share Transfer Agent for all matter connected with Company's shares at Purva Sharegistry (India) Private Limited, 9, Shiv Shakti Industrial Estate, J.R. Boricha Marg, Lower Parel (East), Mumbai(M.H.).
14. The Company has designated an exclusive email ID: **info@indraindustries.in** which would enable the members to post their grievances and monitor its redressal. Any member having any grievance may post the same to the said Email address for its quick redressal.
15. The voting rights of Shareholders shall be in proportion of shares held by them to the total paid up equity shares of the company as on Saturday 21st March, 2020, being the cut-off date.
16. The business as set out in the Notice may be transacted through Electronic Voting system and the Company shall provide a facility for voting by electronic means. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by MCA vide its notification dated March 19, 2015 and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the company is pleased to offer the facility of "remote e-voting" (e-voting from a place other than venue of the EGM) as an alternate, to all its members to enable them to cast their votes electronically instead of casting their vote at the meeting. If a member has opted for remote e-voting, then he/she should not vote by physical ballot also and vice-versa. However, in case members cast their vote both via physical ballot and remote e-voting, then voting through electronic mode shall prevail and voting done by physical ballot shall be treated as invalid. The Members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again. For E-voting facility, the

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

Instructions for shareholders voting through electronic means:

- (i) The e-voting period begins on Wednesday, 25th March, 2020 from 9.00 A.M. and ends on Friday, 27th March, 2020 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Saturday, 21st March, 2020, may cast their vote electronically in proportion to their shares in the paid up equity share capital of the company. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

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

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

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

(xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Shareholders can also cast their vote using CDSL's mobile app m- Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) **Note for Non – Individual Shareholders and Custodians**

- Non Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

17. Mr. L.N. Joshi, Practicing Company Secretary (Membership No. FCS-5201) has been appointed as the scrutinizer to receive and scrutinize the completed ballot forms and votes casted electronically by the members in a fair and transparent manner.

18. The Scrutinizer shall after scrutinizing the vote cast at the EGM (Poll) and through Remote E-Voting not later than 48 hours from the conclusion of EGM, make and submit a consolidated scrutinizers report to the Chairman. The Results declared along with the consolidated scrutinizers report shall be placed on the website of the company and CDSL. The results shall simultaneously be communicated to the Stock Exchanges where the company's shares are listed.

19. The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Saturday 28th March, 2020 subject to receipt of the requisite number of votes in favor of the Resolutions.

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

Virendra Jain
Managing Director
(DIN: 00326050)

Date: 13th February, 2020

Place: Indore

INDRA INDUSTRIES LIMITED

(CIN: L74140MP1984PLC002592)

Registered Office: 406, Airen Heights,

Opp.Orbit Mall, Scheme No.54,

Vijay Nagar, A.B.Road.

Indore-M.P. 452010

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

ITEM No. 1:- APPROVAL/RATIFICATION FOR TRANSFER OF LEASE HOLD RIGHTS FOR LAND AND SALE OF BUILDING SITUATED AT DEWAS UNIT.

The Company is engaged in business of Manufacturing of woven sack and Fertilizer products at Dewas unit and Badnawar unit respectively in state of Madhya Pradesh. At present there is no major manufacturing activity at Dewas unit and company has suffered heavy losses due to finance cost and non operation of Dewas unit. Due to this, sales of the company has been radically reduced and net worth of the Company has also been eroded, hence company is facing severe financial crises. In order to compensate the situation and control overall financial situation of the company and looking in to the circumstances which is beyond the control and urgent necessity, the Board of Directors of the Company, at its meeting held on 06th February, 2020, had approved to transfer leasehold right of Land and sale of Building (Except Plant and Machineries) situated at Dewas Unit to IPCA Laboratories Limited for Rs. 670 Lacs for which approval/ratification of the shareholders also required. Further sale proceeds from this transfer has already been paid to the bank and financial institution which shall reduce the financial cost of the company.

In compliance with the provisions of Section 180 of the Companies Act, 2013 and other applicable provisions if any, Board of Directors shall exercise power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings only with the Consent of Company by way of Special Resolution.

In view of the above and to ratify, confirm and approve the act done by the Board in their Meeting held on 06th February, 2020, the Special Resolution as set out at Item No. 1 of the accompanying Notice is placed before the members for their approval/ratification.

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.

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

Virendra Jain
Managing Director
(DIN: 00326050)

Date: 13th February, 2020

Place: Indore

INDRA INDUSTRIES LIMITED

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

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

CIN: L74140MP1984PLC002592

Name of the company: INDRA INDUSTRIES LIMITED

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

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

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

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

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

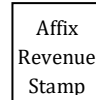
3. Name :
Address :
E-mail Id :
Signature :.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General meeting of the company, to be held on the Saturday, 28th March, 2020 at 11.30 A.M. at the Registered Office of the company situated at 406, Airen Heights, Opp. Orbit Mall, Scheme No.54, Vijay Nagar, A.B. Road, Indore-452010 M.P. and at any adjournment thereof in respect of such resolution as indicated below:

Special Resolution		For	Against
1.	APPROVAL/RATIFICATION FOR TRANSFER OF LEASE HOLD RIGHTS FOR LAND AND SALE OF BUILDING SITUATED AT DEWAS UNIT.		

Signed this..... day of..... 2020

Signature of shareholder



Signature of Proxy holder(s)

Note:

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

EXTRA ORDINARY GENERAL MEETING ON SATURDAY, 28TH MARCH, 2020

R.F. No. _____

Mr./Mrs./Miss _____

(Shareholders' name in block letters)

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

I/We hereby record my/our presence at the Extra Ordinary General meeting of the company at the Registered office of the company on Saturday 28th March, 2020.

(If signed by proxy, his name should be
Written in block letters)

(Shareholders/proxy's Signature) _____

Note:

1. Shareholders / proxy holders are requested to bring the attendance Slips with them when they come to the meeting and hand over them at the entrance after affixing their signatures on them.
2. If it is intended to appoint a proxy, the form of proxy should be completed and deposited at the Registered Office of the Company at least 48 hours.

Route Map for Extra Ordinary General Meeting from Raiwaly Station to Registered office

