



"SCRUTINIZER'S REPORT ON E-VOTING"

M/s INDRA INDUSTRIES LIMITED

30TH ANNUAL GENERAL MEETING

26TH SEPTEMBER 2014

CS L.N. JOSHI

L.N. JOSHI & COMPANY, COMPANY SECRETARIES

306, Sterling Arcade, 15/3, Race Course Road, Indore-452003

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Report of Scrutinizer

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Rules, 2014]

To,

The Chairman,

30th Annual General Meeting,

Indra Industries Limited,

406, Airen Heights, Opp. Orbit Mall,

Scheme No.54, Vijay Nagar, A.B. Road,

Indore-452010 (M.P.)

Dear Sir,

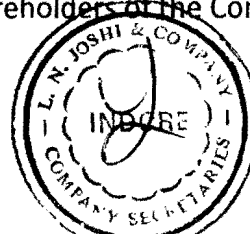
Subject: Scrutinizer's Report on E-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of Companies (Management and Administration) Rules, 2014 for 30th Annual General Meeting to be held on 26th September, 2014.

I, **L.N. Joshi, Practising Company Secretary**, had been appointed as the scrutinizer by the Board of Directors of Indra Industries Limited ("the Company") in their meeting held on 14th August, 2014 , pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, to conduct the Electronic Voting Process in respect of the below mentioned resolution(s), to be passed at the 30th Annual General Meeting of the Equity Shareholders of the Company to be held on Friday, 26th September, 2014 at 406, Airen Heights, Opp. Orbit Mall, Scheme No.54, Vijay Nagar, A.B. Road, Indore-452010 (M.P.) at 10.00 A.M.

The Management of the Company is responsible to ensure the compliance with the requirement of Companies Act, 2013 and Rules in relation to E-voting on the resolutions contained in the Notice to the Annual General Meeting (AGM) of the members of the Company. My responsibilities as scrutinizer for E-voting process at the AGM is restricted to Scrutinizer's Report of the votes cast "in favour" or "Against" the resolutions stated above, based on the reports generated from the E-voting system provided by Central Depository Services (India) Limited .

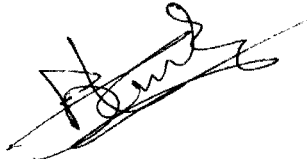
Further to the above, I submit my report as under:

- i. The Company has availed E-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting E-voting by the shareholders of the Company.



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- ii. The Members of the Company as on the "Cut Off" date i.e. 8th August, 2014 were entitled to vote on the resolutions (Items Number 1 to 7 as set out in Notice of AGM of the Company).
- iii. The voting period for E-voting commenced on Sunday 21st September, 2014 (9.30 A.M.) to Monday, 22nd September, 2014 (6.00 P.M.) and the CDSL E-voting platform was blocked thereafter.
- iv. The votes were unblocked on 22nd September, 2014 at 6.10 P.M. in the presence of two witnesses, Mr. Bhushan Tambe and Ms. Hitika Bagaddeo who are not in the employment of the Company. They have signed below in confirmation of votes being unblocked in their presence.



Mr Bhushan Tambe
640/5 Bhagirath Pura
Indore 452003 (M.P.)



Ms Hitika Bagaddeo
304 Girnar Tower palasia
Indore 452003 (M.P.)

- v. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "for" and "against", were downloaded from the e-voting website of Central Depository Services (India) Limited (<https://www.evotingindia.com>)

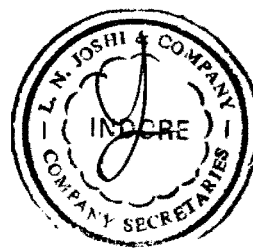
I now submit my Report as under on the result of the E-voting in respect of below Resolutions.

Item No. 1 of AGM Notice-Ordinary Resolution

Adoption of Audited Balance Sheet as at 31st March, 2014 and Statement of Profit & Loss Account for the year ended on that date together with the Report of the Board of Directors and the Auditors thereon.

(I) Voted in favour of resolution:

Number of Members Voted through electronic system	Number of votes cast by them (Shares)	% of total number of valid votes cast
8	4113420	100%



(II) Voted against the resolution:

Number of Members Voted through electronic system	Number of votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	NIL

(III) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
NIL	NIL

Item No. 2 of AGM Notice- Ordinary Resolution

Appointment of Smt. Astha Devi Jain (DIN: 00408555), who retires by rotation and being eligible, offers herself for re-appointment.

(I) Voted in favour of resolution:

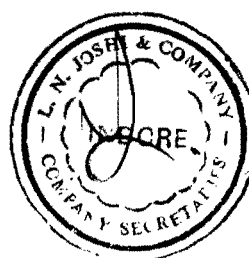
Number of Members Voted through electronic system	Number of votes cast by them (Shares)	% of total number of valid votes cast
8	4113420	100%

(II) Voted against the resolution:

Number of Members Voted through electronic system	Number of votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	NIL

(III) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
NIL	NIL



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Item No. 3 of AGM Notice-Ordinary Resolution

Appointment of M/s P.K. Shishodiya & Co., Chartered Accountants, (FRN No 03233C) as statutory Auditor of the Company.

(I) Voted in favour of resolution:

Number of Members Voted through electronic system	Number of votes cast by them (Shares)	% of total number of valid votes cast
8	4113420	100%

(II) Voted against the resolution:

Number of Members Voted through electronic system	Number of votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	NIL

(III) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
NIL	NIL

Item No. 4 of AGM Notice-Ordinary Resolution

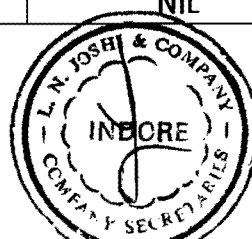
Appointment of Shri Tilak Chitta (DIN: 06537054), as an Independent Director of the Company.

(I) Voted in favour of resolution:

Number of Members Voted through electronic system	Number of votes cast by them (Shares)	% of total number of valid votes cast
8	4113420	100%

(II) Voted against the resolution:

Number of Members Voted through electronic system	Number of votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	NIL



(III) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
NIL	NIL

Item No. 5 of AGM Notice- Ordinary Resolution

Appointment of Smt. Sanjali Srimati Jain (DIN: 06909199), as an Independent Director of the Company.

(I) Voted in favour of resolution:

Number of Members Voted through electronic system	Number of votes cast by them (Shares)	% of total number of valid votes cast
8	4113420	100%

(II) Voted against the resolution:

Number of Members Voted through electronic system	Number of votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	NIL

(III) Invalid Votes:

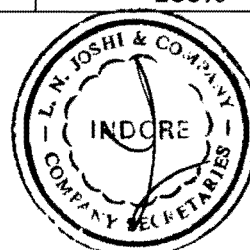
Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
NIL	NIL

Item No. 6 of AGM Notice- Special Resolution

Creation of mortgage and/or charge on all or any of the movable and/ or immovable properties of the Company.

(I) Voted in favour of resolution:

Number of Members Voted through electronic system	Number of votes cast by them (Shares)	% of total number of valid votes cast
8	4113420	100%



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(II) Voted against the resolution:

Number of Members Voted through electronic system	Number of votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	NIL

(III) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
NIL	NIL

Item No. 7 of AGM Notice- Special Resolution

Authorization to Board of Directors to obtain loans/ borrowings under section 180 (1)(c) & 2 of the Companies Act, 2013.

(I) Voted in favour of resolution:

Number of Members Voted through electronic system	Number of votes cast by them (Shares)	% of total number of valid votes cast
8	4113420	100%

(II) Voted against the resolution:

Number of Members Voted through electronic system	Number of votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	NIL

(III) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
NIL	NIL



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The register, all other papers and relevant records relating electronic voting shall remain in my safe custody until the chairperson considers, approves, signs the minutes of the aforesaid Annual General Meeting.

Thanking you,
Yours Faithfully,

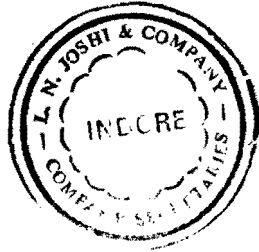
L.N. Joshi

Scrutinizer

Name: L.N. Joshi

Practicing Company Secretary

FCS: 5201; CP: 4216



Place: Indore

Date: 22nd September, 2014