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**“SCRUTINIZER’S REPORT ON POLL”**

**M/s INDRA INDUSTRIES LIMITED**

**30<sup>TH</sup> ANNUAL GENERAL MEETING**

**26<sup>TH</sup> SEPTEMBER 2014**

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**CS L.N. JOSHI**

**L.N. JOSHI & COMPANY, COMPANY SECRETARIES**

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

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**FORM No. MGT-13**  
**Report of Scrutinizer**

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of Companies  
(Management and Administration) Rules, 2014]

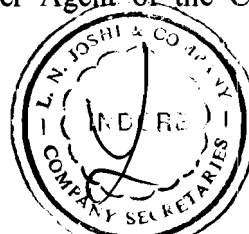
To,  
**The Chairman,**  
30<sup>th</sup> Annual General Meeting,  
Indra Industries Limited,  
406, Airen Heights, Opp. Orbit Mall,  
Scheme No.54, Vijay Nagar, A.B. Road,  
Indore-452010 (M.P.)

**Poll Report on 30<sup>th</sup> Annual General Meeting of the members of Indra Industries Limited held on Friday, 26<sup>th</sup> September, 2014 at 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.) at 10.00 A.M.**

Dear Sir,

I, L.N. Joshi, Practicing Company Secretary, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 30<sup>th</sup> Annual General Meeting of the Equity Shareholders of Indra Industries Limited held on Friday, 26<sup>th</sup> September, 2014 at 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.) at 10.00 A.M.** submit our report as under:

1. After the time fixed for closing of poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence of two witness and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agent of the Company and the authorizations lodged with the Company.



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3. I found one poll paper invalid.

4. The result of the poll is as under:

**Item No. 1 of AGM Notice-Ordinary Resolution**

**Adoption of Audited Balance Sheet as at 31<sup>st</sup> 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 present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
15	1004200	100%

(II) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	NIL

(III) Invalid Votes:

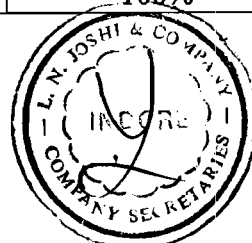
Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
1	3500

**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 present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
15	1004200	100%



(II) Voted against the resolution:

Number of Members present and voting (in person or proxy)	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)
1	3500

**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:

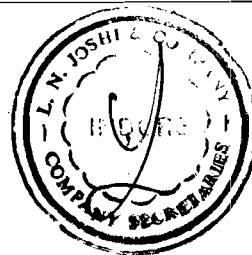
Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
15	1004200	100%

(II) Voted against the resolution:

Number of Members present and voting (in person or proxy)	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)
1	3500



**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 present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
15	1004200	100%

(II) Voted against the resolution:

Number of Members present and voting (in person or proxy)	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)
1	3500

**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 present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
15	1004200	100%

(II) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	



(III) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
1	3500

**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 present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
15	1004200	100%

(II) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	NIL

(III) Invalid Votes:

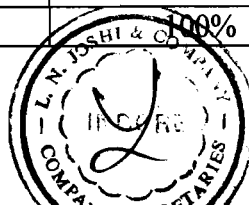
Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
1	3500

**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 present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
15	1004200	100%



(II) Voted against the resolution:

Number of Members present and voting (in person or proxy)	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)
1	3500

5. A Compact disc (CD) containing a list of Equity Shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Yours Faithfully,



Scrutinizer

Name: L.N. Joshi

Practicing Company Secretary

FCS: 5201; CP: 4216



Place: Indore

Date: 26<sup>th</sup> September, 2014