NOTICE OF 36TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 36th Annual General Meeting of the Members of INDRA INDUSTRIES LIMITED will be held on Tuesday, 29th September, 2020 at 12.30 P.M. (IST) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) for which purposes the Registered office of the company shall be deemed as the venue for the Meeting and the proceedings of the Annual General Meeting shall be deemed to be made thereat, to transact the following businesses:

ORDINARY BUSINESSES:-

1. To receive, consider, approve and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2020 together with the reports of the Board of Directors and Auditors thereon.

2. To appoint a Director in place of Mrs. Astha Jain (DIN: 00408555), who retires by rotation and being eligible offers herself for re-appointment.

3. To consider appointment of Statutory Auditors of the Company.

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

"RESOLVED THAT Pursuant to the provisions of Sections 139, 141 & 142 and other applicable provisions if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any modification or amendment or re-enactments thereof for the time being in force) and pursuant to the recommendation of the Audit committee, M/s S.N. Gadiya & Co. Chartered Accountants (Firm Registration No. 002052C) Indore, be appointed, as the Statutory Auditors of the Company to hold office for a term of five consecutive financial years from the conclusion of 36th Annual General Meeting till the conclusion of 41st Annual General Meeting to be held in financial year 2024-25 on such remuneration and terms and conditions as set out in the explanatory statement to this Notice."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."
4. RATIFICATION OF REMUNERATION OF COST AUDITOR.

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

"RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 ("the Act"), the Companies (Audit and Auditors) Rules, 2014 and all other applicable provisions of the Act and the Rules framed there under (including any statutory modification or re-enactment thereof for the time being in force), on recommendation of the Audit Committee and approval by the Board of Directors at their meeting held on 01st September, 2020, the Consent of the Company be and is hereby accorded for ratification of the remuneration amounting to Rs. 20,000/- (Rupees Twenty Thousand Only) to M/s. Sudeep Saxena & Associates, Cost Accountants, Indore, for the Financial Year 2020-21 plus taxes as applicable and re-imbursement of out of pocket expenses incurred by him in connection with the aforesaid audit."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

5. RE-APPOINTMENT OF MR. VIRENDR A JAIN (DIN: 00326050) AS MANAGING DIRECTOR OF THE COMPANY.

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 196, 197 and 203 read with Schedule V of Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Virendra Jain (DIN: 00326050) be and is hereby re-appointed as Managing Director of the Company for the period of three years with effect from 1st April, 2020 to 31st March, 2023, on without any remuneration basis."

"RESOLVED FURTHER THAT there shall be clear relation of the Company with Mr. Virendra Jain (DIN: 00326050) as "the Employer-Employee" and each party may terminate the above said appointment with the three months notice in writing."

"RESOLVED FURTHER THAT Mr. Virendra Jain (DIN: 00326050), Managing Director shall be entitled for the reimbursement of actual traveling, boarding and lodging expenses incurred by him in connection with the Company’s business."

"RESOLVED FURTHER THAT the Board of directors be and are hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion, may consider necessary, expedient or desirable and to vary, modify the terms and conditions and to settle any question, or doubt that may arise in relation thereto in order to give effect to the foregoing resolution, or as may be otherwise considered by it to be in the best interest of the Company."
“RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorized to do all the needful acts, deeds, matters and things to give effect to this resolution.”

6. 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

VIRENDA JAIN
MANAGING DIRECTOR
(DIN: 00326050)

DATE: 01ST SEPTEMBER, 2020
PLACE: INDORE
INDRA INDUSTRIES LIMITED
CIN: L74140MP1984PLC002592
REGISTERED OFFICE: 406, AIREN HEIGHTS,
OPP.ORBIT MALL, SCHEME NO.54,
NOTES:-

1. In view of the COVID-19 Pandemic, the Ministry of Corporate Affairs (MCA) vide its General Circular no. 20/2020 dated May 5, 2020 has allowed the companies to conduct their Annual General Meeting (AGM), during the calendar year 2020, through Video Conferencing (VC) or any Other Audio Visual Means (OAVM) in a manner provided in General Circular No. 14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020 issued by MCA. Accordingly, in compliance with the requirements of the aforesaid MCA General Circulars, the Company is convening its 36th AGM through VC/OAVM, without the physical presence of the Members at a common venue. The Company has availed the facility of Central Depository Services (India) Limited (CDSL) for convening the 36th AGM through VC/OAVM, a detailed process in which the members can attend the AGM through VC/OAVM has been enumerated in Note number 27 of this Notice.

2. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013 (the Act).

3. The aforesaid MCA General Circular dated May 5, 2020 read with MCA General Circular dated April 13, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020 have granted relaxations to the companies, with respect to printing and dispatching physical copies of the Annual Reports and Notices to members. Accordingly, the Company will only be sending soft copy of the Annual Report 2019-20 and Notice convening 36th AGM via e-mail, to the members whose e-mail ids are registered with the Company or the Registrar and Share Transfer Agent or Depository Participant / Depository as on the cut-off date Friday, 21st August, 2020.

4. For Members who have not registered their e-mail address and those members who have become the members of the Company after Friday, 21st August, 2020 being the cut-off date for sending soft copy of the Notice of 36th AGM and Annual Report for the financial year 2019-20, in Portable Document Format (PDF), will also be available on the Company’s website www.indraindustries.in and website of CDSL i.e. www.evotingindia.com and on website of stock exchange viz. www.bseindia.com. The relevant documents, if any, referred to in the Notice of 36th AGM and the Annual Report will also be available for inspection electronically on request by a member of the Company up to the date of the 36th AGM of the Company.

5. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF. SUCH A PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY.
However, since the 36th AGM of the Company will be convened through VC/OAVM, where there will be no physical attendance of members, the requirement of appointment of proxies pursuant to the provisions of Section 105 of the Act has been dispensed with. Accordingly, attendance slip and proxy form will not be annexed to this Notice.

6. Pursuant to the provisions of Sections 112 and 113 of the Act, body corporate member can authorize their representatives to attend the AGM through VC/OAVM and cast their votes through e-voting. Provided a scan copy (PDF) of the Board Resolution authorizing such representative to attend the AGM of the Company through VC/OAVM on its behalf and to vote through remote e-voting shall be sent to the Scrutinizer through the registered email address of the member(s) at lnjoshics@gmail.com with a copy marked to the Company at info@indraindustries.in.

7. A Statement pursuant to Section 102(1) of the Act relating to the Special Businesses to be transacted at the AGM is annexed hereto.

8. Pursuant to Provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Book of the Company will remain closed during the period from Saturday, 22nd Day of September, 2020 to Saturday 29th Day of September, 2020 (both days inclusive) for the purpose of 36th Annual General Meeting.

9. In terms of Section 152 of the Companies Act, 2013, Mrs. Astha Jain (DIN: 00408555) Director of the Company retires by rotation at the AGM and being eligible, offers herself for re-appointment. Details as required in sub-regulation (3) of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and Secretarial Standards on General Meetings (SS-2) in respect of the Director seeking re-appointment at the AGM, forms integral part of the Notice.

10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Further, as per SEBI Circular dated April 20, 2018 all securities holders holding securities in physical form should submit their PAN and Bank account details to the RTA.

   The Members may kindly note that as per the amended Regulation 40 of the Listing Regulations w.e.f. April 1, 2019, transfer of the securities would be carried out in dematerialized form only. Accordingly, members holding shares in physical mode are advised to demat their physical share holdings at the earliest.

11. Members holding shares in physical form and desirous of making a nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, may fill Form SH-13 and send the same to the office of the Company and/or its RTA. In case of shares held in dematerialized form, the nomination/change in nomination should be lodged with their respective DPs.
12. Members, who hold shares in multiple Demat accounts and those who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are advised to consolidate their holdings in single Demat account/ Folio.

13. Members desirous of obtaining any information concerning to the accounts and operations of the Company are requested to send their queries to the Company Secretary at least seven days before the date of the meeting so that the required information can be made available at the meeting.

14. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM.

15. Members are requested to contact the Registrar and Share Transfer Agent for all matter connected with Company's shares at Purva Shareregistry (India) Private Limited, 9, Shiv Shakti Industrial Estate, Ground Floor, J.R. Boricha Marg, Lower Parel, Mumbai (M.H.)

16. **Investor Grievance Redressal:** The Company has designated an exclusive e-mail ID i.e. info@indraindustries.in to enable the investors to register their complaints / send correspondence, if any.

17. **Webcast:** Members who are entitled to participate in the AGM can view the proceedings of AGM by logging in the website of CDSL at www.evotingindia.com using the login credentials.

18. All the documents referred in the Notice are available for inspection electronically from the date of dispatch of Notice till Tuesday, September 29, 2020. Members seeking to inspect such documents are requested to write to the Company at info@indraindustries.in.

19. The Company has appointed Mr. L.N. Joshi, Practicing Company Secretary (Membership No. FCS-5201; CP No.4216) to act as the scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.

20. 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 Tuesday 22nd September, 2020, being the cut-off date.

21. A person, who is not a Member as on Tuesday 22nd September, 2020 should treat this Notice for information purposes only.

22. A person who has acquired the shares and has become a member of the Company after dispatch of notice of AGM and prior to the Cut-off date i.e. Tuesday 22nd September, 2020, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of AGM by following the procedure mentioned in this Notice.
23. The procedure for joining the AGM through VC/OAVM is mentioned in this Notice. Since the AGM will be held through VC/OAVM, the route map is not annexed in this Notice.

24. In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and any amendments thereto, Secretarial Standard on General Meetings ("SS-2"), Regulation 44 of the SEBI Listing Regulations and MCA Circulars, the facility for remote e-voting and e-voting in respect of the business to be transacted at the AGM is being provided by the Company through Central Depository Services (India) Limited ("CDSL"). Necessary arrangements have been made by the Company with CDSL to facilitate remote e-voting and e-voting during the AGM.

25. THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

(i) The voting period begins on Saturday, 26th September, 2020 from 9.00 A.M. and ends on Monday, 28th September, 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 (record date) of Tuesday 22nd September, 2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iv) Click on "Shareholders" module.

(v) 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. Shareholder holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL’s EASI/EASIEST e-services, you can log-in at https://www.cdslindia.com from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL’s EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

(vi) Next enter the Image Verification as displayed and Click on Login.

(vii) 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.

(viii) If you are a first time user follow the steps given below:
For Members holding shares in Demat Form and Physical Form

| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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 (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. | 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. 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 (v). |

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

(x) Shareholders 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.

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

(xii) Click on the EVSN for the relevant <INDRA INDUSTRIES LTD> on which you choose to vote.

(xiii) 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.

(xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xv) 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.

(xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
If a 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.

Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while remote voting on your mobile.

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 Corporate.

- 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.

- 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 (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

26. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at https://www.evotingindia.com under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.

2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.

6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

7. Members are permitted to join the AGM through VC/OAVM, 15 minutes before the scheduled time of commencement of AGM and during the AGM, by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1,000 Members on a first come first served basis. This will not include large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without any restrictions pertaining to joining the AGM on a first come first served basis. Institutional Investors who are Members of the Company are encouraged to attend and vote at the AGM.

27. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

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 provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company/RTA email id.

28. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-
a) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.

b) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

c) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

d) Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

29. DECLARATION OF RESULTS:

A. The scrutinizer shall, immediately after the conclusion of voting during the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated scrutini"er's report of the total votes cast in favour or against, if any, to the Chairperson of the Company or the person authorized by him, who shall countersign the same.

B. Based on the scrutinizer’s report, the Company will submit within 48 hours of the conclusion of the AGM to the Stock Exchanges, details of the voting results as required under Regulation 44(3) of the SEBI Listing Regulations.

C. The results declared along with the scrutinizer’s report, will be hosted on the website of the Company at www.indraindustries.in and on the website of CDSL, immediately after the declaration of the result by the Chairperson or a person authorized by him in writing and communicated to the Stock Exchanges.

D. The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Tuesday 29th September, 2020 subject to receipt of the requisite number of votes in favour of the Resolutions.

30. If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, 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 or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

31. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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.
DATE: 01ST SEPTEMBER, 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
WEB: www.indraindustries.in
EMAIL: info@indraindustries.in
Phone: 0731- 4989811
Additional Information of Directors seeking re-appointment/appointment at the ensuing Annual General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 and Secretarial Standard of General Meeting:

<table>
<thead>
<tr>
<th>Name of Directors</th>
<th>Mrs. Astha Jain (DIN: 00408555)</th>
<th>Mr. Virendra Jain (DIN: 00326050)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Date of Birth</td>
<td>12&lt;sup&gt;th&lt;/sup&gt; March, 1967</td>
<td>18&lt;sup&gt;th&lt;/sup&gt; May, 1959</td>
</tr>
<tr>
<td>Date of Appointment</td>
<td>15&lt;sup&gt;th&lt;/sup&gt; June, 2006</td>
<td>21&lt;sup&gt;st&lt;/sup&gt; September, 1984</td>
</tr>
<tr>
<td>Expertise / Experience in specific functional areas</td>
<td>Administration 31 Years</td>
<td>36 Years experience in Fertilizer &amp; polymer Industry</td>
</tr>
<tr>
<td>Qualification</td>
<td>MA (English Literature)</td>
<td>B.Com</td>
</tr>
<tr>
<td>No. &amp; % of Equity Shares held in the Company</td>
<td>869000 (13.42%)</td>
<td>870475 (13.44%)</td>
</tr>
<tr>
<td>List of outside Company's directorship held</td>
<td>Nil</td>
<td>Nil</td>
</tr>
<tr>
<td>Chairman / Member of the Committees of the Board of Directors of the Company</td>
<td>Member of Audit Committee, Nomination and Remuneration Committee &amp; Stakeholders Relationship Committee</td>
<td>Nil</td>
</tr>
<tr>
<td>Salary or Sitting fees paid</td>
<td>Nil</td>
<td>Rs. 9,00,000/- P.A. (Salary) Propose remuneration: Nil</td>
</tr>
<tr>
<td>Chairman / Member of the Committees of the Board of Directors of other Companies in which he/she is director</td>
<td>Nil</td>
<td>Nil</td>
</tr>
<tr>
<td>Relationship between directors inter-se</td>
<td>Mr. Virendra Jain Managing Director is Husband of Mrs. Astha Jain</td>
<td>Mrs. Astha Jain Non Executive Director is wife of Mr. Virendra Jain</td>
</tr>
</tbody>
</table>
EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 3: APPOINTMENT OF M/S S. N. GADIYA & CO. (FRN: 002052C) AS STATUTORY AUDITOR OF THE COMPANY:

M/s Mahesh C Solanki and Co., Chartered Accountants, have given their resignation on 1st September, 2020 with effect from conclusion of ensuing 36th Annual General Meeting from the post of Statutory Auditors of the Company resulting into casual vacancy in the office of an auditor. Therefore Pursuant to the recommendations of Audit Committee; Board of Directors in their meeting held on 1st September, 2020 recommended the appointment of M/s S.N. Gadiya & Co., Chartered Accountants, Indore (ICAI Registration Number Firm 002052C) as Statutory Auditor of the Company from the conclusion of 36th Annual General Meeting till the conclusion of 41st Annual General Meeting to be held in financial year 2024-25. The appointment of statutory auditors shall be effective only after approval received from members in forthcoming Annual General Meeting.

The company has received necessary certificate and written consent from M/s. S. N. Gadiya & Co, Chartered Accountants stating that their appointment, if made, shall be in accordance with the statutory requirements under the Companies Act, 2013 read with Rule 10 of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time and SEBI (LODR) Regulations, 2015.

Disclosure pursuant to Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as follows:

<table>
<thead>
<tr>
<th>Name of Statutory Auditor</th>
<th>M/s S. N. Gadiya &amp; Co.</th>
</tr>
</thead>
<tbody>
<tr>
<td>ICAI Firm Registration No.</td>
<td>002052C</td>
</tr>
<tr>
<td>Proposed Fees Payable to Statutory Auditor</td>
<td>Rs. 120000/- plus out of pocket expenses</td>
</tr>
<tr>
<td>Terms of Appointment</td>
<td>Appointment for a term of 5 (five) years from the conclusion of 36th Annual General Meeting till the conclusion of 41st Annual General Meeting.</td>
</tr>
<tr>
<td>Any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change</td>
<td>No</td>
</tr>
<tr>
<td>Basis of Recommendation of Appointment</td>
<td>Having around 36 years experience in the field of Audit, Taxation, Legal &amp; Consultancy.</td>
</tr>
<tr>
<td>Details in relation to and credentials of the statutory auditor</td>
<td>M/s S. N. Gadiya &amp; Co. is engaged in the profession of Chartered Accountancy. The proprietor of firm Mr. Satya Narayan Gadiya has an overall standing of more than 36 years in the field of Audit, Taxation, Legal &amp; Consultancy. The Firm is already providing services to different Companies/Industries in the field of Engineering, Manufacturing, Infra Structure,</td>
</tr>
</tbody>
</table>
Accordingly, the Board of Directors recommends the passing of resolution at item no. 3 as an Ordinary Resolution

None of the Directors, Key Managerial Personnel and relatives thereof has any concern or interest, financial or otherwise in the resolution at Item No. 3 of this Notice.

**ITEM NO. 4:- RATIFICATION OF REMUNERATION OF COST AUDITOR**

The Company is covered under Section 148 of the Companies Act, 2013 and as per the amended Cost Audit Rules specified by the Ministry of Corporate Affairs your company is required to have the Cost Audit for the Financial Year 2020-21. For that purpose, Board of directors at their meeting held on 01st September, 2020 have appointed M/s. Sudeep Saxena & Associates, Cost Accountants, Indore, as Cost Auditors for conducting Cost Audit for the financial year 2020-21 on a remuneration of Rs. 20,000/- (Rupees Twenty Thousand Only) per year plus reimbursement of out of pocket expenses incurred during the course of audit and taxes, as applicable.

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, members of the Company are required to ratify the remuneration to be paid to the Cost Auditors of the Company. Accordingly, consent of members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for conducting the audit of the cost records of the Company, for financial year 2020-21.

Your Directors recommend passing of the Resolution at Item No. 4 of the Notice, as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, financially or otherwise, deemed to be concerned or interested, in this item of business.

**ITEM NO. 5 RE-APPOINTMENT OF MR. VIRENDR A JAIN (DIN: 00326050) AS MANAGING DIRECTOR OF THE COMPANY**

Mr. Virendra Jain who is founder of the Company and associated since from incorporation of the Company. He is a Bachelor of Commerce and is having 36 Years of rich experience in the Fertilizer and polymer Business. The Board considered his experience, commitment and capabilities are playing a crucial role in the Company. Looking to his total devotion inspite of sever financial crisis under his dynamic leadership skills your Board of Directors feels that his continuation on the Board as a Managing Director will be highly beneficial to the company and recommend the adoption of the resolution proposed under this Item no. 5 of notice.

Accordingly, it is proposed to re-appoint him as Managing Director w.e.f. 1st April, 2020 on remuneration as mentioned in Item No. 5 of notice for which Nomination and Remuneration Committee, Audit committee and Board of Directors have accorded their approval subject to approval of the members or any other appropriate authority, if any.
Further re-appointment of Mr. Virendra Jain as managing Director is proposed on without any remuneration therefore applicable provisions of Part II of Schedule V of the Companies Act, 2013 is not applicable.

Except Mr. Virendra Jain and Mrs. Astha Jain none of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way are concerned or interested, financially or otherwise, in the Resolution as set out at Item No. 5 of the Notice.

**ITEM NO. 6:- 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. 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 was facing several 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 have 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.

Earlier, this resolution is proposed to be passed in Extra Ordinary General Meeting of the Company scheduled on 28th March, 2020. But Government has announced lockdown from midnight of 24th March, 2020 due to spread over of novel coronavirus (COVID-19) in the country and therefore all commercial and private establishment were mandated to close and further all public and private transport facilities has also been stopped and local administration has directed to impose the curfew in Indore. Hence, Extraordinary General Meeting of the Company scheduled to be held on 28th March, 2020, was indefinitely postponed and cancelled.

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. 6 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

VIRENDA JAIN
MANAGING DIRECTOR
(DIN: 00326050)

DATE: 01ST SEPTEMBER, 2020
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