



INDRA INDUSTRIES LTD.
FERTILIZER | POLYMER

30th ANNUAL REPORT

2013 - 2014

CONTENTS

Company Information	2
Notice of annual General Meeting	3
Director Report	17
Management discussion and analysis report	23
Corporate governance Report	25
Auditor Certificate	42
Independent auditor Report	43
Balance Sheet & Profit & loss Account and it's Schedules	48
Proxy Form (MGT-14) & Attendance Slip	

ANNUAL REPORT 2013 -14

BOARD OF DIRECTORS

1. Shri Virendra Kumar Jain
2. Smt. Astha Devi Jain
3. Shri Tilak Chitta
4. Smt. Sanjali Shrimati Jain

Managing Director
Non Executive Director
Independent Director
Independent Director

COMPANY SECRETARY:

C.S. Dilip Patidar

CHIEF FINANCIAL OFFICER:

Shammi Kumar Jhanwar

STATUTORY AUDITORS:

M/s. P.K. Shishodiya & CO.
Chartered Accountants
Indore (M.P.)

BANKERS:

Union Bank of India

LISTED AT

Madhya Pradesh Stock Exchange Limited, Indore

REGISTERED OFFICE:

INDRA INDUSTRIES LIMITED
CIN: L74140MP1984PLC002592
Registered Office: 406, Airen Heights, Opp. Orbit Mall,
Scheme No.54, Vijay Nagar, A.B. Road,
Indore-452010 Madhya Pradesh INDIA
WEB: www.indraindustries.in
EMAIL: shriindra@gmail.com
Phone: 0731-2553791, 2553792 Fax: 0731-2553793

REGISTRAR AND SHARE TRANSFER AGENT

Purva Sharegistry (India) Private Limited,
9, Shiv Shakti Industrial Estate
, Ground Floor, J.R.Boricha Marg,
Opp. Kusturba Hospital Lower Parel
East Mumbai (M.H.)-400011
Tele No. : 022-2301 2518/ 0771
Fax- 022-2301-2517
Email id- rajesh@purvashare.com
Website- www.purvashare.com

NOTICE OF 30th ANNUAL GENERAL MEETING

Notice is hereby given that the 30th Annual General Meeting of the Members of **INDRA INDUSTRIES LIMITED** will be held on Friday, 26th September, 2014 at 10.00 A.M. at Registered Office of the company situated at 406, Airen Heights, Opp. Orbit Mall, Scheme No.54, Vijay Nagar, A.B. Road, Indore-452010 Madhya Pradesh INDIA to transact the following business:

ORDINARY BUSINESSES:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and the Statement of the Profit & Loss Account for the year ended on same date with the Reports of Board of Directors & Auditors thereon.
2. To appoint Director in place of Smt. Astha Devi Jain , (DIN: 00408555), who retires by rotation and being eligible, offer herself for re-appointment.
3. To appoint Auditors of the Company and fix their remuneration and in this regard 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 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, M/s. P.K. Shishodiya & Co. Chartered Accountants, Indore registered with the Institute of Chartered Accountants of India vide ICAI Registration No. 03233C, the retiring Auditors of the Company, be and are hereby re-appointed as the Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of thirty three (33rd) Annual General Meeting to be held in year 2017 (subject to ratification of their appointment at every AGM) on such remuneration as may be fixed by the Board.

SPECIAL BUSINESS:**Item No. 4- Appointment of Shri Tilak Chitta(Din No.06537054) as an Independent Director.**

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 149, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to said Act and Companies (Appointment and qualification of Directors) Rules, 2014 and the Clause 49 of the listing agreement as may be amended from time to time. Shri Tilak Chitta (Din No.06537054), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 05th June 2014 and who holds office until the date of the ensuing Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, and who has given a declaration of independence under section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of director of the Company, be and is hereby appointed as an Independent Director of the Company for a term of five years from 05th June 2014 to 04th June, 2019, and he shall not be liable to retire by rotation."

Item No. 5- Appointment of Smt. Sanjali Shrimati Jain (Din No.06909199) as an Independent Director.

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 149, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to said Act and Companies (Appointment and qualification of Directors) Rules, 2014 and the Clause 49 of the listing agreement as may be amended from time to time, Smt. Sanjali Shrimati Jain (Din No.06909199), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 26th June 2014, and who holds office until the date of the ensuing Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, and who has

given a declaration of independence under section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of director of the Company, be and is hereby appointed as an Independent Director of the Company for a term of five years from 26th June, 2014 to 25th June, 2019, and she shall not be liable to retire by rotation."

Item No. 6: Creation of mortgage and/or charge on all or any of the movable and/or immovable properties 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 in supercession of the resolution(s) passed under Section 293(1)(a) of the Companies Act, 1956 and 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, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of Directors which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by the resolution), to mortgage/charge/hypothecate/pledge/lease /create security in any form or manner on all or any of the movable and/or immovable properties of the Company, both present and future or the whole or substantially the whole of the undertaking(s) of the Company for securing any loan(s) or facility(ies) including Rupee loans, foreign currency loans, debentures, bonds or other instruments or fund based and non fund based working capital facilities availed or as may be availed from time to time from any Financial Institution(s) or Bank(s) or Person(s) or entities together with interest, costs, charges, expenses and any other monies payable thereon by the Company within the overall borrowing limit for a sum not exceeding Rs. 100 Crores (Rupees Hundred Crores only) over and above the aggregate of the paid up capital of the Company and its free reserves, which have been/are proposed to be obtained.

"RESOLVED FURTHER THAT the securities created or to be created by the Company as aforesaid may rank prior/pari passu/subservient with/to the mortgages and/or charges already created or to be created by the company as may be agreed to between the Board of Directors of the Company and the concerned parties."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to create or revise / renew the securities / or release the securities and to do all such acts, deed and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto"

Item No. 7: Authority to obtain loans/borrowings under Section 180(1) (c) & 2 of the Companies Act, 2013.

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

"RESOLVED THAT in supersession of the resolution(s) passed under Section 293(1)(d) of the Companies Act, 1956 and pursuant to the provision of section 180(1)(c) & 2 and the other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of Directors which the Board may have constituted or hereinafter constitutes to exercise its powers including the powers conferred by the resolution), for borrowing any sum or sums of money (including fund based and non fund based working capital facilities from the Consortium Member banks) from time to time at their discretion for the purpose of the Company, even if the borrowing(s) together with the monies already borrowed by the Company exceeds the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, and determine, fix, arrange or agree to the terms and conditions of all such monies borrowed / to be borrowed from time to time, provided however, that such borrowing shall not exceed Rs. 100 Crores (Rupees Hundred Crores only)."

"RESOLVED FURTHER THAT Board of Directors be and is hereby further authorized to create mortgages and/or charges on such properties of the Company as it may think fit and for that purpose to execute such documents, papers, deeds, and writings containing such conditions and covenants as the Board may think fit and to take all such steps as may be necessary or desirable to give effect to this Resolution."

By Order of the Board of Directors
For INDRA INDUSTRIES LIMITED

Place : Indore
Date : 14/08/2014

Sd/-
(VIRENDRA KUMAR JAIN)
Managing Director
DIN: 00326050

INDRA INDUSTRIES LIMITED
CIN: L74140MP1984PLC002592

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

Notes:-

- **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN MEETING INSTEAD OF HIMSELF/HERSELF AND SUCH PERSON NEED NOT BE THE MEMBER OF THE COMPANY.**
THE INSTRUMENT APPOINTING THE PROXY, DULY COMPLETED, MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF MEETING.
- A person can act as a proxy on behalf of members not exceeding 50 and holding in aggregating not more than 10% of the total share capital of the Company carry voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or member. A proxy form for the Annual General Meeting is enclosed.
- 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.
- 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 Annual Report and Attendance Slips with them at the AGM venue.
 - e) Send their Email address to us for prompt communication and update the same with their Depository Participants to receive softcopy of the Annual Report of the Company.
- Corporate Members are requested to forward a Certified Copy of Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
- The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed herewith.
- Members may also note that Notice of this Annual General Meeting and the Annual Report for financial year 2013-14 will also be available for the Company's website i.e. www.indraindustries.in
- The Members who still hold share certificate(s) in physical form are advised to dematerialize their shareholding to avail the benefits of dematerialization, which include easy liquidity, since trading is permitted in dematerialized form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
- The Register of Members and share transfer book of the Company will remain close during the period from Saturday 20th Day of September, 2014 to Friday 26th Day of September, 2014 (both days inclusive) for the purpose of Annual General Meeting.

- Members are requested to send their queries, if any at least 7 days in advance so that the information can be made available at the meeting.
- Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such folio and send relevant share certificates to companies Registrar and Share Transfer Agent for their doing needful.
- 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, J.R.Boricha Marg, Lower Parel(East), Mumbai M.H.(400011)**
- The Company has designated an exclusive email ID shriindra@gmail.com which would enable the members to post their grievances and monitor its redressed. Any member having any grievance may post the same to the said Email address for its quick redressal.
- The Securities and Exchange Board of India (SEBI) 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 their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company.
- Additional information pursuant to Clause 49 of the Listing Agreement with the stock exchanges in respect of the Directors seeking appointment / re-appointment at the AGM is furnished and forms a part of the Annual Report. The Directors have furnished the requisite consents/declarations for their appointment / re-appointment.
- Electronic copy of the Annual Report for 2014 is being sent 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 Annual Report for 2014 is being sent in the permitted mode. Members who have not yet register their e-mail id so far are requested to register the same with the Company (if shares are held in physical form) or Depository participant (if shares are held in demate mode). Members are also requested to intimate to the Company the changes, if any in their e-mail address.
- The Ministry of Corporate Affairs ('MCA') has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliance by companies and has issued Circular No. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011. The Company proposes to send the documents to its Members like notices, annual report, etc. in electronic form. Members are requested to provide their email ID to the depositories who are holding their shares in demat form and the members who are holding their shares in physical form may send the duly filed form to our Registrar **Purva Shareregistry (India) Private Limited 9, Shiv Shakti Industrial Estate, Ground Floor J.R. Boricha Marg, opp. Kusturba Hospital, Lower Parel (East), Mumbai (M.H.) 400011** for sending the document in electronic form.

- The businesses 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, the company is pleased to offer the facility of the voting through electronic means, 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 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 e-voting, then voting through electronic mode shall prevail and voting done by physical ballot shall be treated as invalid. For E-voting facility, the Company has entered into an agreement with the CDSL for facilitating E-voting. The Procedure and instructions for E-voting given below:

Instructions for shareholders voting through electronic means:

- The e-voting period begins on Sunday, 21st September, 2014 from 9.30 A.M. and ends on Monday 22nd September 2014 at 6.00 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 08th August, 2014, 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.
- The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- Click on "Shareholders" tab.
- Now, select the "INDRA INDUSTRIES LIMITED" from the drop down menu and click on "SUBMIT"
- Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- 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.
- 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)

	<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 Folio 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.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If 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) 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.
- (xi) For Members 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 **INDRA INDUSTRIES LIMITED** on which you choose to vote.
- (xiii) 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.

- (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.
- (xviii) 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.
- (xix) Note for Institutional Shareholders
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) 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 they have to create a user who would be able to link the account(s) for which they wish to vote on.
 - The list of accounts 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.
 - 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

- Mr. L.N. Joshi, Practicing Company Secretary (Membership No. 5201) has been appointed as the scrutinizer to receive and scrutinize votes casted electronically by the members in a fair and transparent manner.
- The scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witness not in the employment of the company and make a scrutinizer's report of the votes cast in favor or against , if any , forthwith to the chairman of the Company.
- The Results, shall be declared on or after the AGM of the Company. The results declared along with the scrutinizer's Report shall be placed on the Company's website www.indraindustries.in and website of CDSL and will be communicated to the stock exchange.
- At the meeting, after all the items of the notice have been discussed, the Chairman will order poll in respect of all the items. Poll will be conducted and supervised under the Scrutinizer appointed for e-voting as stated above. After conclusion of the poll, the Chairman may declare the meeting as closed.

Relevant documents referred to in this Notice are open for inspection at the registered office of the Company on all working days (except Saturdays) between 11.00 a.m. to 1.00 p.m. up to the date of ensuing annual general meeting.

By Order of the Board of Directors
For INDRA INDUSTRIES LIMITED

Place : Indore
Date : 14/08/2014

Sd/-
(VIRENDRA KUMAR JAIN)
Managing Director
DIN: 00326050

INDRA INDUSTRIES LIMITED
CIN: L74140MP1984PLC002592
Registered Office: 406, Airen Heights, Opp.Orbit Mall,
Scheme No.54, Vijay Nagar, A.B.Road,
Indore-452010 Madhya Pradesh INDIA

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT IN THE ENSUING ANNUAL GENERAL MEETING

Name of Directors	Smt. Astha Devi Jain	Shri Tilak Chitta	Smt. Sanjali Shrimati Jain
DIN No.	00408555	06537054	06909199
Date of Birth	12/03/1967	09/08/1956	25/02/1965
Date of Appointment	15/06/2006	05/06/2014	26/06/2014
Expertise / Experience in specific functional areas	Administration	Accountancy	Market Analysis
Qualification	MA (English Literature)	Chartered Accountant	B.sc (Maths), M.C.A, M.A.(Economic)
No. & % of Equity Shares held	658000	-	-
List of outside Company's Directorship held	Nil	Nil	Nil
Chairman / Member of the Committees of the Board of Directors of the Company	1. Nomination and Remuneration Committee 2. Stakeholder Relationship Committee 3. Audit Committee	1. Nomination and Remuneration Committee 2. Stakeholder Relationship Committee 3. Audit Committee	1. Nomination and Remuneration Committee 2. Stakeholder Relationship Committee 3. Audit Committee
Chairman / Member of the Committees of the Board Directors of other Companies in which he is director	Nil	Nil	Nil
Relationship between directors inter-se	Shri Virendra Jain is Husband of Smt. Astha Jain	No relations with any other Director	No relations with any other Director

EXPLANATORY STATEMENT**Pursuant to Section 102 of the Companies Act, 2013****Item No. 4**

Shri Tilak Chitta, was appointed as an Additional Director of the Company at the meeting of the Board of Directors held on June 05, 2014 in accordance with the provisions of Section 161 of the Companies Act, 2013 ("the Act"). He holds office as a Director up to the date of the forthcoming Annual General Meeting.

The Company has received notice in writing under the provisions of Section 160 of the Act, from the member along with the fee of Rupees one Lacs proposing the candidature of Shri Tilak Chitta for the office of Independent director to be appointed, as such under the provisions of Section 149 of the Act to hold office for a term of five years up to 04th June 2019.

Shri Tilak Chitta is a Chartered Accountant and having *vast experience in Finance and Taxation*, the Board of Directors is of the view that your Company would greatly benefit from the rich and varied experience of Shri Tilak Chitta and accordingly recommends the Ordinary Resolution set forth in Item No. 4 of the Notice for approval of the Members.

In the opinion of the Board, Shri Tilak Chitta fulfils the conditions specified in the Act and rules made there under the Equity Listing Agreement and he is independent of the management.

Save and except Shri Tilak Chitta, none of the Directors or Key Managerial Personnel of the Company including their relatives is, in anyway concerned or interested in the Resolution.

Item No. 5

Smt. Sanjali Shrimati Jain, was appointed as an Additional Director of the Company at the meeting of the Board of Directors held on June 26, 2014 in accordance with the provisions of Section 161 of the Companies Act, 2013 ("the Act"). She holds office as a Director up to the date of the forthcoming Annual General Meeting.

The Company has received notice in writing under the provisions of Section 160 of the Act, from the member along with the fee of Rupees one Lacs proposing the candidature of Smt. Sanjali Shrimati Jain for the office of Independent director to be appointed, as such under the provisions of Section 149 of the Act to hold office for a term of five years up to 25th June 2019.

Smt. Sanjali Shrimati Jain is a Post Graduate (M.A. in Economics) and having vast experience of market analysis. Keeping in view of the experience and expertise of Smt. Sanjali Shrimati Jain the Board of Directors considers it desirable that the Company should avail her services and accordingly recommends the resolution as set out in item no. 5 for approval of the members.

In the opinion of the Board, Smt. Sanjali Shrimati Jain fulfils the conditions specified in the Act and rules made there under the Equity Listing Agreement and she is independent of the management.

Smt. Sanjali Shrimati Jain, being appointee is considered as interested in the resolution to the extent of the remuneration as may be paid to her. Except that none of the directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested in the Resolution.

ITEM No 6

Section 180(1)(a) of the Companies Act, 2013 provides that the Board of directors of company shall not, without the approval of shareholders in general meeting by way of special resolution, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company. The Company has earlier passed an ordinary resolution as per provisions of section 293(1)(a) of the Companies Act, 1956, and now it is required to pass a special resolution.

For meeting the growing needs of working capital and capital expenditure, the company may be required to approach the Bank/ Financial Institution for sanction of Loan/ Borrowing. As a security, the Company may also be required to create Mortgage/ Charge on Fixed Assets in favor of the said banks/ Financial Institution. Since mortgaging and/or charging by the Company on all its immovable and movable properties or part thereof, may deemed to be disposal of the whole or substantially the whole of undertaking of the company within the meaning of Section 180 (1) (a) of the Companies Act, 2013 the consent of the members is required for limit of Rs 100 Crores (Rupees Hundred Crores only) proposed under the resolution which is considered adequate for the time being for meeting future requirement.

The Board recommends this resolution for approval of the members as a Special Resolution.

Pursuant to applicable provisions of the Companies Act, 2013, none of the directors & Key managerial Personal and their relatives is either directly or indirectly concerned or interested, financially or otherwise in the proposed resolution except in capacity of shareholder.

ITEM No.7

In terms of Section 180(1)(c) & 2 of the Companies Act, 2013, consent of the Company in General Meeting by way of Special Resolution is required by the Board of Directors of the Company ("the Board") to borrow monies for the purpose of the business of the Company, (apart from temporary loans obtained from the Company's bankers) in excess of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose. The Company has earlier passed an ordinary resolution as per provisions of section 293(1)(d) of the Companies Act, 1956, and now it is required to pass a special resolution.

Accordingly consent of members by way of Special Resolution is required under Section 180(1)(c) & 2 and other applicable provisions of the Companies Act, 2013, as set out at Item No. 7 of the Notice, to empower the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company.

Hence approval of the members be sought to borrow a sum not exceeding Rs 100 Crores (Rupees Hundred Crores) over and above aggregate of the paid-up capital and free reserves of the Company, to comply with Section 180(1)(c) & 2 of the Companies Act, 2013.

Your Directors recommend the special resolution set out in No.7 of the accompanying Notice for your approval.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

**By Order of the Board of Directors
For INDRA INDUSTRIES LIMITED**

Place : Indore

Date : 14/08/2014

Sd/-

(VIRENDRA KUMAR JAIN)

Managing Director

DIN: 00326050

INDRA INDUSTRIES LIMITED

CIN: L74140MP1984PLC002592

Registered Office: 406, Airen Heights, Opp.Orbit Mall,

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

Indore-452010 Madhya Pradesh INDIA

DIRECTOR'S REPORT

To the members of INDRA INDUSTRIES LIMITED

Your Directors have pleasure in presenting the 30th Annual Report of your company together with the Audited statements Accounts for the year ended on 31st March, 2014. The Financial Results of the company in the year under review are as under:

Financial Results and Operations:

Rs. In Lacs

	Year ended 31/3/2014	Year ended 31/3/2013
Total Income	4214.97	4588.08
Total Expenditure	4180.94	4522.95
Profit/Loss before tax	34.03	65.13
Provision for Tax		
Current Tax	6.77	13.64
Deferred Tax	(8.78)	36.96
Earlier Year Tax	0.00	(1.18)
Profit/Loss after tax	36.04	15.72
No. of Equity Shares	6866070	6866070
Earning per share (Rs.10/- each) Basic & Diluted (in Rs.)	0.52	0.23

During the year company have total income of Rs.4214.97 lacs in comparison to previous year company have total income of Rs.4588.08 lacs and earned net profit of Rs. 36.04 lacs in comparison to previous year earned net profit of Rs.15.72 lacs.

The members are aware that still production of GSSP and Zink project is pending and it is matter of pleasure that Ministry of Environment has accepted the application and company is expecting Environment clearances from Ministry of Environment for such production within period of one or two months after such approval Company will be able to start the production of GSSP and Zink Project in full swing.

DIVIDEND

To provide more strength to the company, your Directors have not recommended any dividend for the year under review

FIXED DEPOSITS

Your company has not accepted or invited any deposits from public within the meaning of Section 58A and 58AA of the Companies Act, 1956, during the year under review.

DIRECTORS:

Boards of Directors in their meeting held on 29th May 2014 consider the resignation of Shri Shashikant Jain from the post of Directorship of the Company. Further on 05th June 2014 Board of Directors considered the resignation of Shri Shantilal Gupta from the directorship of the company. Your Board places on record their deep appreciation of the valuable contribution made by them during their tenure as Directors of the Company.

Further Shri Tilak Chitta and Smt. Sanjali Shrimati Jain were appointed as Additional Director as well as independent Directors of the Company, not liable to retire by rotation to hold office till the forthcoming annual general meeting.

The Company has received notices in writing from the members as required under Section 160 of the Companies Act, 2013 for proposal for appointment of Shri Tilak Chitta and Smt. Sanjali Shrimati Jain as Directors as well as independent director at the ensuing Annual General Meeting.

The Independent Directors has submitted a declaration confirming that they meets the criteria for independence as provided in section 149(6) of the Act and is eligible for appointment as Independent Directors of the Company.

In accordance with the provision of the Companies Act, 2013 Smt. Astha Devi Jain retires from the Board of Directors by rotation and being eligible offer herself for reappointment in ensuing Annual General Meeting.

DIRECTOR'S RESPONSIBILITIES STATEMENT

Pursuant to the requirement under Section 217 (2AA) of the Companies Act, 1956, with respect to the Director's Responsibility Statement, your directors hereby confirm:

- I) That in the preparation of the annual accounts for the financial year ended 31st March 2014; the applicable accounting standards have been followed;

- II) That they have selected such accounting policies and applied them consistently and made judgments, and estimate that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of financial year and of the profit of the Company for the year under review;
- III) That they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provision of this Act, for safeguarding the assets of the Company and for preventing and detecting Fraud and other irregularities.
- (IV) That they have prepared the annual accounts on a going concern basis.

AUDITORS:

M/s. P.K. Shishodiya & Co. Chartered Accountants, who are the statutory auditors of the Company, hold office till the conclusion of the forthcoming AGM and are eligible for re-appointment. Pursuant to the provisions of section 139 of the Companies Act, 2013 and the Rules framed there under, it is proposed to appoint M/s. P.K. Shishodiya & Co. as statutory auditors of the Company from the conclusion of the forthcoming AGM till the conclusion of the thirty three AGM to be held in the year 2017, subject to ratification of their appointment at every AGM.

COMMENTS ON AUDITORS REPORT

The Board has duly reviewed the Statutory Auditors' Report on the Accounts. The observations and comments, if any, appearing in the Auditors' Report are self-explanatory and do not call for any further explanation / clarification by the Board of Directors.

PARTICULARS OF CONSERVATION OF ENERGY TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGOING

A Statement giving details of Conservation of Energy, Technology Absorption, Export and Foreign Exchange Earning and Outgoing, in accordance with the Companies Act 1956. The particulars prescribe under clause (e) of subsection (1) of Sec. 217 of the companies. (Disclosure of Particulars in Report of Board of Directors) Rules, 1988 are given in annexure "A" of this report

AUDIT COMMITTEE

Under the provisions of Companies Act, 1956 and Listing Agreement with the Stock Exchanges an Audit Committee Comprises of Smt. Astha Devi Jain Non Executive Director, Shri Tilak Chitta and Smt. Sanjali Shrimati Jain are independent directors of the Company.

COST AUDITORS:

The Cost Audit Report for the year 2013-14 would be filed to the Central Government within the stipulated time.

CORPORATE GOVERNANCE:

A separate section titled "Corporate Governance" including a certificate from the Auditors of the Company confirming compliance of the conditions of the Corporate Governance as stipulated under clause 49 of the Listing Agreement and also the Management Discussion and Analysis Report and CFO certification are annexed hereto and form part of the report.

PARTICULARS OF EMPLOYEES

The Company did not have any employee, during the year drawing remuneration attracting the provision of section 217 (2A) of the Companies Act, 1956 read with the Companies (particulars of employees) Rule 1975. The company continued to have cordial and harmonious relations with employees. In totality our employees have shown a high degree of maturity and responsibility in responding to the changing environment, economic and the market condition.

HUMAN RESOURCES DEVELOPMENT

Your Company believes that nurturing and development of human capital is of key importance for its operations, The HR policies and procedures of your Company are geared up towards this objective. In totality our employees have shown a high degree of maturity and responsibility in responding to the changing environment, economic and the market condition.

CODE OF CONDUCT

The company has laid-down a code of conduct for all Board members and senior management of the Company. All the Board members and senior management personnel have affirmed compliance with the code of conduct. The code of conduct has posted on website of the company i.e. www.indraindustries.in

LISTING OF THE SHARES

Equity shares of the company are listed on Madhya Pradesh Stock Exchange Limited, Indore and further company is approaching Bombay stock exchange Limited for listing of its shares through direct listing scheme.

DEPOSITORY SYSTEM

Your Company's shares are tradable in electronic form and your Company has connectivity with both the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Service (India) Limited (CDSL). In view of the numerous advantage offered by the Depository System, members are requested to avail of the facility of Dematerialization of the Company's shares on either of the Depositories mentioned as aforesaid.

INSURANCE

The Company's assets are adequately insured against the loss of fire and other risk, as considered necessary by the Management from time to time. The Company has also taken insurance cover for any claims / losses arising out of its core business of security broking.

ACKNOWLEDGMENT:

The Board places on record its deep appreciation of the devoted services of loyal workers, executives and other staff of the Company, who have contributed to the performance and company's continue inherent strength. Your directors also wish to thank the customers, dealers, agents. Suppliers, partners, investors, banks and other stakeholders for their continued support and faith respond in the Company. We look forward to their continued support in the future.

Date: 14.08.2014

Place: Indore

For and behalf of the Board

Sd/-

Virendra Kumar Jain
Managing Director
DIN No. 00326050

Sd/-

Astha Devi Jain
Director
DIN 00408555

STATEMENT PERTAINING PARTICULARS PURSUANT TO COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF THE BOARD OF DIRECTORS) RULES 1988, AND PERFORMING PART OF DIRECTORS REPORT

A. Conservation of Energy

Energy Conservation measures taken and proposals for saving of energy in future, efforts are continuing towards reduction in energy consumption by undertaking preventive maintenance, up gradation of various machines and review of manufacturing process.

FORM - A

Form for Discloser of Particulars of Conservation of Energy

A. POWER AND FUEL CONSUMPTION

Particulars	Current Year 13-14	Previous Year 12-13
1. Electricity		
Purchased (Unit in KWH)	17,91,392	23,29,983
Amount (In Rs.)	1,23,84,065	1,55,08,689
Average Rate (Per Unit) (In Rs.)	6.91	6.66
II) Furnace (Oil/LDO)/Gas)		
Gas Purchased (In KG's)	0.0	0.00
Amount (In Rs.)	0.0	0.00
Average Rate (Per KG's) (In Rs.)	0.0	0.00
Diesel Purchased (In Ltr)	12,000	27,400
Amount (In Rs.)	6,86,820	13,38,644
Average Rate (Per Ltr. (In Rs.)	57.24	48.86

B. TECHNOLOGY ABSORPTION

The Company has not made any substantial expenses or investment towards the technology absorption or development

C. FOREIGN EXCHANGE EARNING AND OUTGOING

During the year under review the company earned \$2.01 Lacs (i.e. Rs.122.46 lacs) foreign currency as direct exports were there.

Sd/-
Virendra Kumar Jain
Managing Director
DIN No. 00326050

Sd/-
Astha Devi Jain
Director
DIN 00408555

MANAGEMENT DISCUSSION & ANALYSIS REPORT

ECONOMIC SCENARIO

India is going through a challenging macro-economic environment as it heads through election year in 2014. Moderation of growth of the Indian Economy over the past year is a pertinent concern on the weakening of economic fundamentals for the country. Structural bottlenecks, slow policy movement, stubborn interest rates on account of high inflation, declining exports, low non-food credit growth, declining industrial growth and subdued demand for both consumption and investment has led to the systematic decline in the overall economic growth of the country in FY13. On its part, the Reserve Bank of India (RBI) has been fine-tuning its policies to prop-up growth and curb inflation. We expect growth to revive gradually going into the next fiscal; with an estimate for GDP growth of 5.9% – 6.0% in FY14. This will also be supported by affirmative action by the RBI, though the timing could be more during the second half of the year. *Further it is assumed that the government will focus more on policies that do not require legislative approval in order to revive the growth process and that while one can hope for important bills to be moved in the Parliament, the assumption here is that this may not happen and in terms of policy, the situation would largely be a status quo.*

INDUSTRY OUTLOOK

FERTILIZER

The demand outlook for the fertilizer industry is positive for 2014-15, but a sluggish recovery would be there for the industry as it continues to face significant challenges and uncertainties, especially the fuel price hike front. With significant amount of channel inventory having got cleared, partly due to liquidity pressures facing the industry, the demand outlook for 2014-15 appears better. The long-term demand dynamics for the Indian fertilizer sector remain strong with population growth, increase in the agricultural area and an increase in cropped area under irrigation. However, with still a large percentage of cropped land dependent on monsoons for irrigation, the fertilizer consumption in the country depends on the rainfall. Though the demand supply dynamics of the fertilizer industry remain strong with continued dependence on imports, fertilizer consumption drops significantly in the low monsoon season leading to volatility in the operational performance of manufacturing companies.

POLYMER

The demand outlook for the Polymer industry is very attractive in last year and very shining in 2014-15 too, the market of technical textile is significant and expanding as the products are being put to an ever increasing numbers of and users, in the various industries like agriculture, construction, transportation and many more. But industry restricted the scope of enlarging base and emergence as A global leaders, and pricing pressure, lack of technological development affect the productivity except some hurdles the demand outlook for 2014-15 appears growing & shining. The long-term demand dynamics for the Indian polymer sector remain strong with industrial growth, increase in the agricultural & construction growth, Since growth of technical textiles

industry serve the interests of the government and the nation. Hence its inevitable to see a major trust on the development of this industry by giving impetus on the product and local consumption.

OPPORTUNITIES

FERTILIZER

The growing demand for fertilizers makes the Indian market highly attractive for domestic and foreign manufacturers. Recent policy changes by the government are a welcome step and will open up opportunities for local companies to strengthen their domestic presence and meet global aspirations. India is one of the major regions contributing to rising fertilizer demand.

POLYMER

The demand of Polymer industries is highly attractive in 2014-15. In a polymer Industries woven segment huge demand will be forecasted because production of Jute crops is below the level and demand of packing products increasing day by day, therefore demand of carry bags will be seen very high in the Indian market for food & agriculture industries. To meet the criteria of demand supply, to solve out these crises presently elected government in the leadership of honorable prime Minister Shri Narendra Modi has taken these issues on the priority based and removed all the restriction on production.

CHALLENGES

FERTILIZER

The Indian fertilizer industry is today faced with a crisis of sorts. The increasing burden of subsidy and its non-competitive nature is making the industry redundant. It is also slowly killing industrial units which are reporting sick one after the other. The industry is awaiting approval of projects which are directly dependent on gas availability. Subsidies are expected to continue to be delayed in FY13-14 due to under-budgeting. This will in turn affect net profitability of the players due to reliance on short-term borrowings. While the demand scenario looks positive, gas pricing, subsidy delays and currency fluctuations will continue to remain the key challenges for the Indian Fertilizer Industry in the years to come.

POLYMER

The Indian polymer industry is today faced with a crisis of sorts. The increasing burden of government restriction on uses of plastic material and shortage of skilled labors, lack of desirable level of technological advancement affect the productive and other in whole manufacturing chain, it creates hurdles in the growth of industry. These segments are waiting for the relaxation notification of plastic sector in restrictive areas.

SAFETY & HEALTH CARE

Health & safety management system in the Company aims to reduce, eliminate or control workplace hazards and associated risks of accidents or injuries to the workers. Your Company is committed to ensure healthy and safe working environment for all concerned

and to make continual improvement in its health and safety performance. We provide sufficient information, instructions, training and supervision to enable all workers to identify, minimize and manage hazards and contribute positively to safety at works.

INTERNAL CONTROL SYSTEM

The Companies Internal control/supervisory system is established to ensure that board and management are able to achieve their business objectives in a prudent manner, safeguarding the interest of Companies shareholders and other stakeholders whilst minimizing the key risk such as fraud, misleading financial statements, breach of legal and contractual obligation, unauthorized business activity.

HUMAN RESOURCES

Your Company follows a strategy of attracting and retaining the best talent and keep employees engaged, motivated and innovative. The Company continues to have cordial relations with its employees and provide personnel development opportunities for all round exposure to them.

FINANCIAL AND OPERATIONAL PERFORMANCE

Financial and Operational performance forms part of the Annual Report and is presented elsewhere in the report.

CAUTIONARY STATEMENT

Some of the Statements in Management discussion and Analysis describing companies objective may be "forward looking statement" within the meaning of applicable Securities law and Regulations. Actual results may differ substantially or materially from those expressed or implied. Important factors that could influence companies operation include various global and domestic economic factors.

REPORT ON CORPORATE GOVERNANCE

A report of the financial year ended 31st March, 2014 on the compliance by the company with the corporate governance requirement under Clause 49 of the Listing agreement, is furnished below:

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Corporate Governance is the combination of voluntary practices and compliance with laws and regulations leading to effective control and management of the organization. Good corporate governance leads to long term shareholders value and enhances interest of all stakeholders. It brings into focus the fiduciary and trusteeship role of the Board of align and direct the actions of the organization towards creating wealth and shareholder value.

The company's essential character is shaped by the value of transparency, customer satisfaction, integrity, professionalism and accountability. The Company continuously endeavors to improve on these aspects. The Board views corporate governance in its widest sense. The main objective is to create and adhere to corporate culture of integrity and consciousness, transparency and

openness. Corporate governance is a journey for constantly improving sustainable value creation and is an upward moving target. The Company's philosophy on corporate governance is guided by the company's philosophy of knowledge, action and care.

A. BOARD OF DIRECTORS

- (i) The Company's policy is to maintain an optimum combination of Executive and non Executive Independent directors. The Composition of your Company's Board, which comprises of four directors, is given in the table below and is in conformity with clause 49 of the listing agreement and with stock exchange.

As will be seen from the following table, none of the directors hold directorship in more than 15 public limited company, nor is any of them a member of more than ten committees of the prescribed nature or holds chairmanship of more than five such committee across all public limited companies in which they are directors. The Board does not have any nominee director representing any institution.

The last Annual General meeting was held on 30th September 2013.

Name of Director	Category	No. of Board Meeting Attended	Other Directorship		Committee Position other than Company		Whether attended last AGM held on 30.09.2013
			Chairman	Member	Chairman	Member	
Shri VirendraKumar Jain (Din No.00326050)	Managing Director	11	NIL	NIL	NIL	NIL	Yes
Smt. Astha Devi Jain (Din No. 00408555)	Non Exeuctive Director	11	NIL	NIL	NIL	NIL	Yes
*Shri Shashikant Jain (Din No. 00009560)	Independent Director	4	NIL	NIL	NIL	NIL	No
*Shri Shantilal Gupta (Din No. 00422487)	Independent Director	3	NIL	NIL	NIL	NIL	No

Note: This includes directorship in public limited companies and subsidiary of public limited companies and excludes directorship in Private Limited Companies, overseas companies, companies under section 25 of the Companies Act, 1956 and alternate directorship.

*Shri Shashikant Jain ceased to be a Director of the Company W.e.f. 29th May, 2014 on account of his resignation.

*Shri Shantilal Gupta ceased to be a Director of the Company W.e.f. 05th June, 2014 on account of his resignation. The Board has appointed Shri Tilak Chitta and Smt. Sanjali Shrimati Jain as Additional as well as Independent Directors to hold office up to the ensuing Annual General Meeting.

Board Meetings are governed by a structured agenda. All major agenda items are backed by comprehensive background information to enable the Board to take informed decisions.

The necessary quorum remained present in all the meetings. Leave of absence was granted to the concerned directors who could not attend the respective Board Meeting. In financial year 2013-14 Eleven Board Meetings were held and the gap between two meetings did not exceed four months. The dates on which the said Meetings were held are as follows:

27.05.2013	15.06.2013	31.07.2013	20.08.2013
21.10.2013	14.11.2013	12.12.2013	30.12.2013
12.02.2014	18.02.2014	28.03.2014	

None of the Non-Executive Directors have any material pecuniary relationship or transactions with the Company which is prejudicial to the interest of the company.

ii) Inter-se relationship among directors

Mr. Virendra Kumar Jain is a husband of Mrs. Astha Devi Jain. Except for this, there is no inter-se relationship among the directors.

iii) Role of Independent Director

Independent Directors play a key role in the decision making process of the Board and in shaping various strategic initiatives of the Company. The Independent directors are committed to act in what they believe to be in the best interest of the Company and its stakeholders. The Independent Directors are professionals, with expertise and experience in general corporate management, public policy, finance, financial services and other allied fields. The Company benefits immensely from their inputs in achieving its strategic direction.

iv) Shareholding of Non-executive Director

The Number of equity shares held by Non-Executive Directors as on 31.3.2014 were as under:

Name of Director	No. of shares
Smt. Astha Devi Jain (Din. 00408555)	658000
Shri Shashikant Jain (Din. 00009560)	NIL
Shri Shantilal Gupta (Din. 00422487)	NIL

v) Details of the Directors seeking re-appointment at the forthcoming Annual General Meeting as per Clause 49(1)(A) of the Listing Agreement. Notes on Directors appointment / re-appointment.

Brief resume(s) of the Directors proposed to be appointed/re-appointed are given in the Notice convening the Annual General Meeting in separate annexure.

Board Procedure

A detailed agenda folder is sent to each Director in advance of Board and Committee meetings. To enable the Board to discharge its responsibilities effectively, the Executive Director briefs the Board at every meeting on the overall Company performance and compliance of the company wherever applicable.

Committees of the Board

(I) Audit Committee (Mandatory Committee)

The Audit Committee acts as a link among the Management, the Statutory Auditors, Internal Auditors and the Board of Directors to oversee the financial reporting process of the Company. The Committee's purpose is to oversee the quality and integrity of accounting, auditing and financial reporting process including review of the internal audit reports and action taken report. The Audit Committee was reconstituted on 26th June 2014 consisting of Smt. Astha Jain (Non Executive Director) and Shri Tilak Chitta and Smt. Sanjali Shrimati Jain are independent Directors. All the members of the committee are financial literate.

(i) Meeting and Composition

The Composition of Audit Committee as on 31.3.2014 and attendance record of the members at the meetings held during the year was as under:

Name of the Member	Category	Status	No. of meetings attended	
			Held during tenure	Attended
Smt. Astha Devi Jain (Din 00408555)	Non executive Director	Chairman	4	4
*Shri Shashikant Jain (Din 00009560)	Non executive Independent Director	Member	4	1
*Shri Shantilal Gupta (Din 00422487)	Non executive Independent Director	Member	4	4

* Shri Shashikant Jain and Shri Shantilal Gupta Ceased from Directorship of the Company w.e.f. 29th May, 2014 & 05th June, 2014 respectively. Accordingly they also ceased as member of the said Committee from respective dates.

During the year the committee met on four occasions during the year on following dates namely:

27/05/2013	31/07/2013	14/11/2013	12/02/2014
------------	------------	------------	------------

As mandated by clause 49 of the Listing agreement

1. The representative of statutory of the company are also invited in the audit committee meetings.
2. The gap between two audit committee meetings was not more than four months.

Terms of reference of the Audit Committee

The terms of reference of Audit Committee are as under:

- Overseeing the Company's financial reporting process and disclosure of financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending the appointment and removal of external auditor, fixation of audit fee and approval of payment of any other services:
- Reviewing with management, the annual financial statement before submission to the Board for approval, with particular reference to:
 - a. Matters required to be included in the Directors responsibility statement to be included in the board's report as per Section 217(2AA) of the Companies Act, 1956.

- b. Changes in the Accounting policies and practices and the reasons for the same, major accounting entries and significant adjustments made in the financial statements arising out of audit findings.
- c. Compliance with listing and other legal requirements relating to financial statements.
- d. Disclosure of any related party transactions.
- e. Qualifications in the draft audit report if any.
- Discussing with external auditors before the audit commences on the nature and scope of audit, as well as having post-audit discussion to ascertain any area of concern,
- Reviewing the management discussion and analysis of the financial conditions and results of operations.
- Reviewing with the management and the statutory auditors anticipated changes in the Accounting Standards.
- Reviewing the Company's financial and risk management policies;
- Undertake such other functions as may be entrusted to it by the Board from time to time.

(II) Stakeholders' Relationship Committee

The Board of Directors of the Company in its meeting held on 26th June 2014 changed the nomenclature of "Shareholders'/Investor' Grievances Committee" to "Stakeholders' Relationship Committee" and also modified its terms of reference to comply with the requirements of the Companies Act, 2013 and Clause 49 of the Listing Agreement. The constitution and terms of reference of Stakeholders' Relationship Committee of the Company are in compliance with provisions of Companies Act, 2013 and Clause 49 of the Listing Agreement.

(i) Meeting and Composition

The Composition of Committee as on 31.3.2014 and attendance record of the members at the meetings held during the year was as under:

Name of the Member	Category	Status	No. of meetings attended	
			Held during tenure	Attended
Smt. Astha Devi Jain (Din No. 00408555)	Non executive Director	Chairman	4	4
*Shri Shashikant Jain (Din 00009560)	Non executive Independent Director	Member	4	1
*Shri Shantilal Gupta (Din 00422487)	Non executive Independent Director	Member	4	4

* Shri Shashikant Jain and Shri Shantilal Gupta Ceased from Directorship of the Company w.e.f. 29th May, 2014 & 05th June, 2014 respectively. Accordingly they also ceased as member of the said Committee from respective dates.

The committee met four times during the year under review.

27/05/2013	31/07/2013	14/11/2013	12/02/2014
------------	------------	------------	------------

- (ii) During the year under review no complaint was received from shareholders and there was no complaint pending unresolved as at the end of the year.
- (iii) Share transfer in physical form are registered by the Company and returned to respective Transferee/person within a period ranging from one to two weeks provided the documents lodged with Company are clear in all respects.
- (iv) Name, designation and address of Compliance Officer:-

Mr.Dilip Patidar

Company Secretary & Compliance Officer

49A, Sai Nath Colony, Tilak Nagar,

Indore (M.P.) 452001

Email: shriindra@gmail.com, legal@indraindustries.in

Tele: 0731-2553791-93

Fax No. 0731-2553791

Terms of Reference:

- Oversee and review all matters connected with the transfer of the Company's securities.
- Monitor redressal of investors' / shareholders' / security holders' grievances.
- Oversee the performance of the Company's Registrar and Transfer Agents.
- Recommend methods to upgrade the standard of services to investors.
- Carry out any other function as is referred by the Board from time to time or enforced by any statutory notification / amendment or modification as may be applicable.

(III) Nomination and Remuneration Committee

The Board of Directors of the Company in its meeting held on 26th June, 2014, changed the nomenclature of the Remuneration Committee of the Company to "Nomination and Remuneration Committee" and also modified its terms of reference to comply with the requirements of the Companies Act, 2013 and Clause 49 of the Listing Agreement. The constitution and terms of reference of Nomination and Remuneration Committee of the Company are in compliance with provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement. All the members of the committee are Non Executive independent directors except Smt. Astha Jain who is Non executive Director.

a) Terms of reference

The terms of reference of remuneration committee is to deal with, decide and recommended to the Board of the Directors on all matters relating to appointment and remuneration to managing director and whole time director .

b) Meeting and Composition

The composition of committee as on 31.3.2014 and attendance record of the members at the meeting held during the year are as under:

Name of the Member	Category	Status	No. of meetings attended	
			Held during tenure	Attended
Smt. Astha Jain (Din 00408555)	Non executive Director	Member	1	1
*Shri Shashikant Jain (Din 00009560)	Non executive Independent Director	Member	1	1
*Shri Shantilal Gupta (Din 00422487)	Non executive Independent Director	Member	1	1

*Shri Shashikant Jain and Shri Shantilal Gupta Ceased from Directorship of the Company w.e.f. 29th May, 2014 & 05th June, 2014 respectively. Accordingly they also ceased as member of the said Committee from respective dates.

c) Remuneration policy Executive Directors

The remuneration of executive directors is reviewed by the remuneration committee and thereafter recommended to the Board of the directors of the Company for subject to approval of the members at general meeting and such other authorities as may be required. While recommending remuneration, the committee considers various factors such as practices prevalent in the industry for the time being, qualification, expertise of the appointee and financial position of the company.

d) Remuneration of directors

Remuneration paid or payable to Directors during the year 2013-2014

Name of Director	Sitting Fees	Commission on Profit	Salary & Allowance	Contribution to PF	Perquisite s	TDS	Prof.Tax	Total
Virendra Kumar Jain	---	---	765500	36000	---	96000	2500	900000

- No sitting Fees was paid to any Director of the Company during the financial year.
- The company does not have any service contract with any of its directors.
- The company has not granted any stock option to any of its director/employees.
- During the year the committee met on one occasions during the year.

MANAGEMENT

A. The Management discussion and analysis report

The Annual Report has a detailed chapter on Management Discussion and Analysis.

Disclosure by Management to the Board

All details relating to the financial and commercial transactions where directors may have a potential interest are provided to the Board, and the interested Directors neither participate in the discussion, nor do they vote on such matters.

Compliance with Mandatory / Non Mandatory requirements.

- The Company has complied with all the applicable mandatory requirement of clause 49 of the listing agreement.
- The Company has also adopted the non mandatory requirement as specified in Annexure 1D to clause 49 of the listing agreement regarding constitution of

remuneration committee, the details of which already been provided in this report and audit qualification. There is no audit qualification in the financial statement.

DISCLOSURES

- A. There were no material transactions of the Company with its promoters, directors, and management on their relatives that may have conflict with the interest of the Company at large.
- B. The particulars of transactions between the Company and its related parties in accordance with the accounting standard 18 are set out in Annual report. These transactions are in the ordinary course of business and are not likely to have any conflict with the interest of the Company.
- C. The financial statements have been prepared in compliance with the requirements of the Companies Act, 1956, and in conformity, in all respects, with the generally accepted accounting principles and standards in India. The estimates/judgments made in preparation of these financial statements are consistent, reasonable and on prudent basis so as to reflect true and fair view of the state of affairs and results/operations of the Company
- D. The Company has well defined management policies to manage the risk inherent in the various aspects of business. The Board is regularly informed about the business risks and the steps taken to mitigate the same.
- E. There has been no non-compliance by the company or penalty or structures imposed on the company by the stock exchange or SEBI or any statutory authority, on any matter related to capital markets during last three years.
- F. During the year under review Company has not issued any type of securities. No GDR/ADR issued by the Company.
- G. The company has established a mechanism for employees to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy.
- H. As per clause 5A II of the listing agreement there is no unclaimed shares in the company.

SHAREHOLDER'S INFORMATION

Means of Communication

Presently, the quarterly/half yearly financial result are not sent individually to the shareholders. However as required under the listing agreement, the same are published in the Free Press (English) and Choutha Sansar (Hindi).

The Company's website www.indraindustries.com contains information on the Company and its performance. Presentations to analysts, as and when made, are immediately put on the website for the benefit of the shareholders and the public at large. The secretarial department's e-mail address is shriindra@gmail.com

General body meetings

The last three Annual General Meetings of the Company were held as detailed below:

Meeting	Date	Time	Venue
29 th Annual General Meeting 2012-2013	30 th September 2013	2.00 p.m.	Registered Office of Company at 406 , Airen Heights , Scheme No. 54, A. B. Road, Indore M.P. 452010
28 th Annual General Meeting 2011-2012	28 th September 2012	3.00 P.M.	Registered Office of Company at 406 , Airen Heights , Scheme No. 54, A. B. Road, Indore M.P. 452010
27 th Annual General Meeting 2010-2011	29 th September 2011	3.00 P.M.	Registered Office of Company at 406 , Airen Heights , Scheme No. 54, A. B. Road, Indore M.P. 452010

POSTAL BALLOT & SPECIAL RESOLUTION :

No resolutions were passed by postal ballot in last three years. None of the Businesses proposed to be transacted in the ensuing Annual General Meeting require passing of a resolution through Postal Ballot.

No Extra Ordinary General meeting was held during the financial year.

No Special Resolution was passed in last three Annual General Meeting.

General shareholder information❖ **Address of Registered office of the Company:**

406,Airen Heights, Scheme No. 54, A. B. Road, Indore M.P. 452010

❖ **Forthcoming Annual General Meeting:**

Date& time of meeting: 26th September, 2014 - 2.00 p.m. (Friday)

Venue of the meeting: 406,Airen Heights, Scheme No. 54, A. B. Road,

Indore M.P. 452010

Last date for receipt of proxy forms: 24th September, 2014

Financial Calendar:	1 st April to 31 st March
Annual General Meeting	26 th September, 2014
Results for the quarter ended	
1 st Quarter ending 30 th June, 2014 (First quarter)	Before 14 th Aug. 2014
2 nd Quarter ending 30 th Sept, 2014 (Second quarter)	Before 14 th Nov. 2014
3 rd Quarter ending 31 st Dec, 2014 (Third quarter)	Before 14 th Feb. 2015
4 th Quarter ending 31 st Mar, 2015 (Fourth quarter and Annual)	Before 30 th May 2015

❖ **Book Closure:**

The book closure period is from Saturday 20th September, 2014 to Friday 26th September, 2014 (both days inclusive).

❖ **Dividend Payment:**

No Dividend was recommended by the board of the Directors for financial year 31st March, 2014.

❖ **Listing on Stock Exchange**

The Company's equity shares are listed on "The Madhya Pradesh Stock Exchange, Indore". The Company has paid listing fees for the Financial year 2014-15.

The ISIN Number of company on both NSDL and the CDSL is INE924N01016.

❖ **Registrar and Transfer Agents**

Purva Sharegistry (India) Private Limited,
 9, Shiv Shakti Industrial Estate, Ground Floor,
 J.R.Boricha Marg, Opp.Kasturba Hospital, Lower Parel,
 Mumbai (M.H.) Tele No. : 022-2301 6761 / 2301 8261
 Fax No. : 022-2301 2517 Email id- rajesh@purvashre.com
 Website- www.purvashare.com

❖ **Share Transfer System**

All the transfer received is processed by the Company in house.

❖ **Outstanding GDRs/ADRs/Warrants or any convertible instruments , Conversion date and likely impact on equity:-** Not issued

❖ **Administrative Office and Registered office of the Company (For general assistance)**
406,Airen Heights, Scheme No. 54, A. B. Road, Indore M.P. 452010

❖ **Market Price data**

Not Available due to no trading on Floor of Madhya Pradesh Stock Exchange Limited, Indore

❖ **Plant Location**

Village _ Sandla, Tehsil - Badnawar-Dist. Dhar (M. P.) HDPE Bag Plant :- Industrial Area , Dewas (Madhya Pradesh)

❖ SHAREHOLDING PATTERN AS AT 31ST MARCH 2014 [SHAREHOLDING PATTERN]

	Category	No. Of Share held	Percentage of Shareholding
A	Promoters Holding		
1.	Promoters		
	Indian Promoters:	2417600	35.21%
	Foreign Promoters:		
2.	Persons acting in concert		
	Sub Total	2417600	35.21%
B.	Non-Promoters Holding	-	-
1.	Institutional Investors	-	-
2.	Mutual Funds and UTI	-	-
3.	Banks, Financial Institutions, Insurance Companies [Central/ State Govt. Institutions, Non- Government Institutions]	-	-
4.	FII's	-	-
5.	Sub-Total	-	-
6.	Others	-	-
	Private Corporate Bodies	2742820	39.95%
7.	Individuals	-	-
	Holding up to Rs. 1.00 lacs	1705650	24.84%
	Holding excess Rs. 1.00 lacs	-	-
8.	NRI's/OCBs	-	-
9.	Any other [Clearing member]	-	-
	Sub-Total	4448470	64.79%
	Grand Total	6866070	100.00%

❖ Distribution of Shareholding by size as on 31st March 2014:

Share or Debenture holding of nominal value	Shares/Debenture holders		Shares/Debentures Amount	
	Number	% of total number	In Rs.	% of Total Amount
Upto -5000	1734	83.25	8658400	12.61
5001-10000	92	4.42	858100	1.25
10001-20000	121	5.81	2233000	3.25
20001-30000	21	1.01	563000	0.82
30001-40000	76	3.65	2809000	4.09
40001-50000	1	0.05	46000	0.07
50001-100000	28	1.34	1927000	2.81
100000 ABOVE	10	0.48	51566200	75.10
Total	2083	100.00	68660700	100.00

Secretarial Audit for Reconciliation of Capital.

As stipulated by SEBI a qualified practicing Company Secretary carries out secretarial Audit to reconcile the total admitted capital with NSDL and CDSL and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the listed stock exchanges. The audit confirms that the total listed and paid-up Capital is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL/CDSL) and total number of shares in physical form. As on 31st March 2014, 75.11% of shares were held in dematerialized form and rest 24.89% in physical form.

CODE OF CONDUCT

The Company has laid down a code of conduct for all Board members and senior management of the Company. All the Board members and management personnel have affirmed compliance with the Code of Conduct. The Code of conduct is posted on the website of the Company i.e www.indraindustries.com.

CODE FOR PREVENTION OF INSIDER TRADING PRACTICES.

In Compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1997, as amended till date on prohibition of insider trading, the Company has a comprehensive code of conduct and the same is being strictly adhered to by its management, staff and relevant business associates. The code expressly lays down the guidelines and the procedures to be followed and disclosures to be made, while dealing with shares of the Company and cautioning them on the consequences on non-compliance thereof.

CFO Certification

The CFO certification of the financial statements and the cash flow statement for the year is obtained and was placed before the Board.

AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE

The Company has obtained the certificate from the Auditors of the Company regarding compliance with the provisions relating to corporate governance laid down in clause 49 of the Listing Agreement with the stock exchanges. This report is annexed to the Director's Report for the year 2013-2014. This certificate will be sent to the stock exchanges, along with the annual report to be filed by the Company.

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

This is to confirm that the Company has adopted a code of conduct for the Board of Directors and Senior Management of the Company. The same is available on website of the Company as www.indraindustries.com.

As Managing Director of the Indra Industries Limited and as required by clause 49(1)(D)(ii) of the Listing Agreement of the Stock Exchange in India, I hereby declare that all the Board Members and senior Management personnel of the Company have affirmed compliance with the code of Conduct for financial year 2013-2014.

Sd/-

Virendra Kumar Jain

Managing Director

Place: Indore

Date: 14.08.2014

Din .00326050

CFO CERTIFICATION

I hereby certify to the Board of Directors of INDRA INDUSTRIES LIMITED that:

- a. I have reviewed financial statements and the cash flow statement for the year ended on 31/03/2014 and that to the best of my knowledge and belief.
 - (i) These statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading.
 - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violate the Company's code of conduct.
- c. I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of the internal control systems of the company pertaining to financial reporting and I have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps I have taken or propose to take to rectify these deficiencies.
- d. I have indicated to the auditors:
 - i. significant changes in internal control over financial reporting during the year;
 - ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. instances of significant fraud of which I have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Place: Indore
Date: 14.08.2014

FOR INDRA INDUSTRIES LIMITED

Sd/-
SHAMMI KUMAR JHANWAR
Chief Financial Officer

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

We have examined to the compliance of conditions of Corporate Governance by Indra Industries Limited, for the year ended 31st March, 2014, as stipulated in the clause 49 of the Listing agreement entered into by the company with the Stock Exchange.

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in clause 49 of the above mentioned Listing agreement.

We state that in respect of investor grievances received during the year ended 31st March, 2014, the Registrars of the Company have certified that as at 31st March, 2014, there were no investor grievances remaining unattended/pending for more than 30 days.

We further state that such compliance is neither an assurance as to the future viability of the Company nor to the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For P.K.Shishodiya & Co.
Chartered Accountants

Sd/-

Place Indore

P.K.Shishodiya

(Proprietor)

Date: 14.08.2014

Mem No. 036015

FR No. 03233C

INDEPENDENT AUDITOR'S REPORT

To the Members of Indra Industries Limited

Report on the Financial Statements

We have audited the accompanying financial statements of Indra Industries Limited, which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments; the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- (b) in the case of the Profit and Loss Account, of the profit for the year ended on that date; and

(c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.

2. As required by section 227(3) of the Act, we report that:

a. we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

b. in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books ;

c. the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;

d. in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;

e. on the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

f. Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

For P. K. Shishodiya & Co.

Chartered Accountants

Sd/-

P.K. Shishodiya

Proprietor

M. No. 036015

FR No. 03233C

INDORE : 29th May 2014

ANNEXURE REFERRED TO IN POINT 1 OF REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS OF THE REPORT OF THE AUDITORS ON THE ACCOUNTS OF INDRA INDUSTRIES LIMITED FOR THE YEAR ENDED 31ST MARCH, 2014

- 1 (a) The company is in the process of maintaining proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) A major portion of the assets has been physically verified by the management in accordance with the phased programme of verification adopted by the company. In our opinion, the frequency of verification is reasonable. To the best of our knowledge, no material discrepancies have been noticed on such verification.
- (c) Based on our scrutiny of records of the company and the information and explanations received by us, we report that there is nothing which affect going concern concept of the company.
- 2 (a) The inventory has been physically verified by the management during the year at reasonable intervals. In our opinion, the frequency of verification is reasonable.
- (b) The procedure followed by the management for physical verification of stocks is reasonable and adequate in relation to the size of the company and the nature of its business.
- (c) On the basis of our examination of stock records, we are of the opinion that the record of stocks is fair and proper in accordance with the normally accepted accounting principles and no material discrepancies were noticed on physical verification.
- 3 (a) The company has taken unsecured loans amounting to Rs. 9.00 lakhs from a party covered in the register maintained under section 301 of the Companies Act, 1956.
- (b) In our opinion and according to the information and explanations given to us, the terms and conditions of the unsecured loans taken by the company are not prima facie prejudicial to the interest of the company.
- (c) According to the information and explanations given to us, we do not find any terms and conditions as far as repayment is concerned.
- (d) There is no overdue amount of loans taken from companies and other parties listed in the registers maintained under section 301 of the Companies Act, 1956.

In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our random checking, no major weaknesses have been noticed in the internal controls.

5. (a) Based on the audit procedures applied by us and according to the information and explanations provided by the management, we are of the opinion that the particulars of contracts or arrangements referred to in section 301 of the Act have been entered into the register required to be maintained under that section.
- (b) In our opinion and according to the information available, the transactions made in pursuance of such contracts or arrangements have been made at prices, which are reasonable, having regard to the prevailing market prizes at the relevant time.
6. In our opinion and according to the information and explanations given to us, the company has not accepted any deposits from the public within the meaning of section 58A and 58AA of the Companies Act, 1956 or any other relevant provisions of the Act and the rules framed there under.
7. In our opinion, the company has an adequate internal audit system commensurate with the size and nature of its business.
8. The company is covered under the clause regarding maintenance of cost records as prescribed by the Central Government under section 209 (1) (d) of the Companies Act, 1956. The company has made and maintained cost accounts and records.
9. (a) According to the records of the company, the company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, custom duty, excise duty, cess and other statutory dues applicable to it.
- (b) According to the records of the company, there are disputed dues of following tax for the year 2010-11, which have not been deposited on account of any dispute:

VAT	6,64,035
C.S.T.	17,882
Entry tax	7,21,006

An appeal has been filed for the abovementioned dues before Appellate authority and Deputy commissioner of Commercial Tax Department-3.

10. The company is not a sick industrial company within the meaning of Sick Industrial Companies (Special Provisions) Act, 1985.
11. According to the information and explanation given to us, the company has not

defaulted in repayment of dues to any financial institution or bank except some delays. The company has not issued any debentures.

12. The company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. The provision of any special statute applicable to nidhi/mutual benefit fund/societies is not applicable to the company.
14. There was no dealing or trading in shares, securities, debentures.
15. The company has not given any guarantee to any bank or financial institution for loan taken by others.
16. The term loans have been applied for the purpose for which they were raised.
17. According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that no funds raised on short-term basis have been used for long-term investment.
18. The company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956 during the year.
19. There was no debenture issue during the year.
20. No money was raised by public issues by the company during the year under audit.
21. No fraud on or by the company has been noticed or reported during the year.

For P.K. Shishodiya & Co.

Chartered Accountants

P. K. Shishodiya

Proprietor

M.No.036015

FR. No 03233C

INDORE : 29th May 2014

INDRA INDUSTRIES LIMITED
BALANCE SHEET AS AT 31.03.2014

I. EQUITY & LIABILITIES	Note No.	(Amount in Rupees)	
		2014 (Rupees)	2013 (Rupees)
(1) Shareholders' funds			
(a) Share Capital	1	65,743,200	64,055,700
(b) Reserves & Surplus	2	12,083,880	8,480,489
(2) Share application money pending allotment		-	-
(3) Non-current Liabilities			
(a) Long-term borrowings	3	148,218,090	140,605,471
(b) Deferred tax liabilities (Net)		11,105,267	11,983,797
(c) Long term provisions	4	127,154	184,154
(4) Current Liabilities			
(a) Short Term borrowings	5	87,031,434	76,056,418
(b) Trade payables	6	62,294,733	81,435,245
(c) Other current liabilities	7	23,878,398	22,376,462
(d) Short-term provisions	8	2,609,968	3,108,201
Total		413,092,124	408,285,937
II. ASSETS			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets	9	143,344,471	139,394,850
(ii) Capital Work in Progress		31,918,460	14,954,070
(b) Non-current investments	10	2,480,000	1,980,000
(c) Long term loans and advances		3,575,283	2,784,632
(2) Current assets			
(a) Inventories	11	162,540,167	179,319,912
(b) Trade receivables	12	32,339,509	36,069,410
(c) Cash & cash equivalents	13	27,279,635	23,913,270
(d) Short term loans and advances	14	9,614,599	9,869,793
Total		413,092,124	408,285,937

See accompanying notes to the financial statements

As per our Report of even date attached.

For P.K. Shishodiya & Co.
Chartered Accountants

On behalf of the Board of
Indra Industries Limited

Sd/-
P.K. Shishodiya
Proprietor
Mem. No. 036015
FR No. 03233C

Sd/-
Virendra Jain
Director

Sd/-
Astha Jain
Director

Sd/-
Dilip Patidar
Company Secretary

INDORE:
Date : 29th May 2014

INDRA INDUSTRIES LIMITED
PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31.03.2014

	Particulars	Note No.	2014 (Rupees)	2013 (Rupees)
	<u>INCOME :</u>			
I.	Revenue from operations	15	419,048,864	457,162,176
II.	Other Income	16	2,448,213	1,646,395
III.	Total Revenue		<u>421,497,077</u>	<u>458,808,571</u>
IV.	<u>EXPENSES :</u>			
	Cost of materials consumed	17	318,557,270	355,195,482
	Changes in inventories of finished goods and work-in-progress	18	(20,520,595)	(23,493,334)
	Employee benefits expense	19	21,377,171	24,712,406
	Finance cost	20	31,864,100	32,161,377
	Depreciation	9	8,662,150	7,289,394
	Other expenses	21	58,154,535	56,430,085
	Total expenses		<u>418,094,631</u>	<u>452,295,408</u>
V.	Profit before exceptional and extraordinary items and tax		3,402,446	6,513,163
VI.	Exceptional Items		-	-
VII.	Profit before extraordinary items and tax		<u>3,402,446</u>	<u>6,513,163</u>
VIII.	Extraordinary Items		-	-
IX.	Profit before tax		<u>3,402,446</u>	<u>6,513,163</u>
X.	Tax expense:	23		
	(1) Current tax		677,585	1,364,035
	(2) Deferred tax		(878,530)	3,696,245
	(3) Earlier year tax		-	(118,986)
XI.	Profit/(Loss) for the year		<u>3,603,391</u>	<u>1,571,869</u>
XII.	Earning per equity share:			
	(1) Basic		0.52	0.23
	(2) Diluted		0.52	0.23

See accompanying notes to the financial statements

As per our Report of even date attached.

For P.K.Shishodiya & Co.
Chartered Accountants

On behalf of the Board of
Indra Industries Limited

Sd/-
P.K. Shishodiya
Proprietor
Mem. No. 036015
FR No. 03233C

Sd/-
Virendra Jain
Director

Sd/-
Asha Jain
Director

Sd/-
Dilip Patidar
Company Secretary

INDORE:
Date : 29th May 2014

INDRA INDUSTRIES LIMITED

CASH FLOW STATEMENT

Particulars	Year Ended 31.03.2014 (Rupees)	Year Ended 31.03.2013 (Rupees)
A. Cash flow from operating activities		
Net profit before tax & extraordinary items	3,402,446	6,513,163
Adjustment for :		
Depreciation	8,662,150	7,289,394
(Profit)/loss on sale of Fixed Assets	74,014	(55,657)
Interest paid	31,233,775	31,408,010
Less : Interest, Rent & Other Income	(2,325,338)	(1,315,694)
Operating profit before working capital changes	41,047,046	43,839,216
Adjustment for :		
Trade and Other Receivables	3,985,094	(14,819,376)
Inventories	16,779,745	(75,105,822)
Trade Payables	(18,136,808)	40,000,868
Cash generated from operations	43,675,077	(6,085,114)
Income Tax paid	(677,585)	(1,364,035)
Cash flow before extraordinary items	42,997,493	(7,449,149)
Extraordinary items	-	118,986
Net cash from operating activities	42,997,493	(7,330,163)
B. Cash flow from investment activities		
Sale of Fixed assets	209,028	145,169
Purchase of Fixed Assets	(1,678,829)	(35,790,539)
Capital WIP, Cap. Adv. & Pre-op. Exps.	(28,180,372)	23,792,022
Interest received	2,325,338	1,315,694
Loan to others	(1,290,651)	(443,659)
Net cash from investment activities	(28,615,487)	(10,981,313)
C. Cash flow from financing activities		
Proceeds from Share Capital	1,687,500	-
Proceeds from borrowings	18,530,635	32,246,154
Repayment of borrowings	-	27,018,312
Capital receipts	-	1,500,000
Interest paid	(31,233,775)	(31,408,010)
Net cash from financing activities	(11,015,640)	29,356,456
Net increase in cash and cash equivalents	3,366,365	11,044,981
Cash and cash equivalents opening balance		
Cash & Bank balance	23,913,270	12,868,289
Cash and cash equivalents closing balance		
Cash & Bank balance	27,279,635	23,913,270

We have checked the above cash flow statement of Indra Industries Limited, the books and records maintained in the ordinary course of business and found the same to be in accordance therewith

For P.K.Shishodiya & Co.
Chartered Accountants

On behalf of the Board of
Indra Industries Limited

Sd/-
P.K. Shishodiya
Proprietor
Mem. No. 036015
FR No. 03233C

Sd/-
Virendra Jain
Director

Sd/-
Astha Jain
Director

Sd/-
Dilip Patidar
Company Secretary

INDORE:
Date : 29th May 2014

Notes to the Financial statements**Note no. 1 : Share Capital****(a) Authorised**

75,00,000 Equity Shares of Rs. 10/- each

31.03.2014 31.03.2013

75,000,000 75,000,000

75,000,000 75,000,000

(b) Issued, Subscribed and Paid-up

68,66,070 Equity Shares of Rs. 10/- each

paid up in cash

68,660,700 68,660,700

Less : Calls in arrears

2,917,500 4,605,000

65,743,200 64,055,700

(c) Reconciliation of no. of shares outstanding as at 31.03.2014 and 31.03.2013

No. of shares at the beginning of the year

6,866,070 6,866,070

Add: Shares issued

- -

No. of shares at the end of the year

6,866,070 6,866,070

(d) Shareholders Holding more than 5% Shares**Name of the shareholder****No. of shares held % of shareholdi**

Pratap Biotech Pvt. Ltd.

950,000 13.84%

Aditya Fincom Pvt. Ltd.

908,570 13.23%

Roshni Herbal Agro Pvt. Ltd.

880,450 12.82%

Astha Jain

658,000 9.58%

Virendra Jain

626,300 9.12%

Total

4,023,320 58.60%

Note No. 2 : Reserve & Surplus

Capital Subsidy

1,500,000 1,500,000

Surplus :

Balance B/F

6,980,488 5,408,620

Add/Less : Profit(loss) during the year

3,603,391 1,571,869

12,083,880 8,480,490

Note No. 3 : Long term borrowings**(a) Secured Loans :**

(A) Term loan - Badnawar Unit

24,800,001 14,869,653

-Dewas Unit

48,877,287 43,999,427

(B) Car Loan

134,943 217,846

73,812,231 59,086,926

Note:1 Term Loan is secured by equitable mortgage of factory land & building, hypothecation of plant & machinery besides personal guarantee of some of the directors and some collateral security.

2.Car Loan is secured by way of hypothecation of the vehicle funded and personal guarantee of some of the directors.

(b) Unsecured loans:

Inter Corporate Deposits

73,314,389 75,248,196

Related Parties Others

968,310 745,291

Others

123,160 5,525,058

74,405,859 81,518,545

Total (A+B)**148,218,090 140,605,471**

Note No. 4 : Long Term Provisions

Provisions

127,154	184,154
---------	---------

Note No. 5 : Short term borrowings

Working capital from Bank

87,031,434	76,056,418
------------	------------

Note : Working capital from Bank is secured by way of Hypothecation of Inventory and Book Debts, 2nd charge on fixed assets besides personal guarantee of some of the directors and some collateral security

Note No. 6 : Trade payables

Sundry Creditors - Goods

42,583,523	58,889,031
------------	------------

- Capital goods

376,151	309,483
---------	---------

- Others

19,335,059	22,236,731
------------	------------

62,294,733	81,435,245
------------	------------

Note No. 7 : Other Current Liabilities

Current maturities of long term debt

15,400,000	13,400,000
------------	------------

Security Deposits

-	1,189,799
---	-----------

Credit balance of customers

357,093	424,534
---------	---------

Other Liabilities

468,901	3,667,451
---------	-----------

Statutory Dues

3,280,536	1,635,174
-----------	-----------

Excise duty on closing stock

3,306,491	781,059
-----------	---------

Interest accrued but not due

1,065,377	1,278,445
-----------	-----------

23,878,398	22,376,462
------------	------------

Note No. 8 : Short term provisions

Income Tax

677,585	1,364,035
---------	-----------

Less : Advance tax and TDS

(233,464)	(139,039)
-----------	-----------

444,121	1,224,996
---------	-----------

Provision for employee expenses

1,779,327	1,329,444
-----------	-----------

Provision for expenses

386,520	553,761
---------	---------

2,609,968	3,108,201
-----------	-----------

Note No. 10 : Non-current Investments**(A) QUOTED :****Equity Shares fully paid up in cash**

80000 Dollex Industries Ltd.

of Rs. 5/- each

1,820,000	1,820,000
-----------	-----------

	Current Year	Previous Year
--	--------------	---------------

Qty Nos.	80000	80000
----------	-------	-------

Face Value Rs.	400000	400000
----------------	--------	--------

Market Value	126400	149600
--------------	--------	--------

49990 units of Union KBC Mutual Fund

500,000

NAV Rs. 6,12,877

(B) UNQUOTED :

10000 Nagarjuna Fertilizer & Chemicals Ltd.

160,000	160,000
---------	---------

of Rs. 10/- each

	Current Year	Previous Year
--	--------------	---------------

Qty Nos.	10000	10000
----------	-------	-------

Face Value Rs.	100000	100000
----------------	--------	--------

2,480,000	1,980,000
-----------	-----------

Note No. 11 : Inventories

Raw Materials	55,285,452	102,192,802
Work in progress	32,524,650	25,283,629
Finished goods	55,544,520	42,250,386
Branch Stock		
Goods in Transit	15,031,237	6,151,444
Packing Material	35,566	1,335,892
Stores, Tools, Jigs & Spares	799,110	1,297,000
Scrap	13,141	27,700
Excise duty on Closing Stock	3,306,491	781,059
	162,540,167	179,319,912

Note No. 12 : Trade receivables

(Unsecured, Considered good)

Subsidy :

Outstanding for a period exceeding six months	3,623,035	2,774,718
Others	-	-

Other Debts :

Outstanding for a period exceeding six months	4,157,667	2,241,612
Others	24,558,807	31,053,080
	32,339,509	36,069,410

Note No. 13 : Cash and cash equivalents

Cash in hand	1,756,155	328,259
Balance with Banks :		
(i) On current accounts	190,368	102,102
(ii) On Deposit accounts	21,582,313	21,564,859
(iii) Interest Accrued on FDR	3,750,798	1,918,049
	27,279,635	23,913,270

(Part of the Fixed Deposits are pledged as security in favour of bank/ institutions/ and/or Govt. dept.)

Note No. 14 : Short term loans and advances

(Unsecured, considered good)

Advances (Recoverable in cash or kind or for value to be received)	2,547,189	2,076,702
Tax deducted at source		
Advance to Suppliers	4,062,689	4,484,398
Security Deposits	179,185	189,323
Prepaid Expenses	211,309	269,024
VAT	422,215	467,774
Cenvat Credit	2,192,012	2,382,571
	9,614,599	9,869,793

Note No. 15 : Revenue from operations

Sales of Mfg. Goods	417,869,042	456,285,444
Sale of scrap	1,103,662	736,720
Job Work	76,160	140,012
	419,048,864	457,162,176

Note No. : 16

Interest	2,325,338	1,315,694
Dividend	-	22,500
Profit on Sale of Assets	-	55,657
Foreign exchange fluctuation gain	70,467	-
Miscellaneous income	52,408	252,544
	2,448,213	1,646,395

Note No. 17 : Cost of materials consumed**(A) Raw materials consumption**

Opening Stock	108,344,245	55,269,971
Add : Purchases	271,117,671	399,087,185
	379,461,916	454,357,156
Less : Closing Stock	70,316,689	108,344,246
	309,145,227	346,012,910

(A)

(B) Packing Material

Opening Stock	1,335,892	1,918,396
Add : Purchases	8,111,716	8,600,067
	9,447,608	10,518,463
Less : Closing Stock	35,565	1,335,892
	9,412,043	9,182,572

(B)

Total (A)+(B) **318,557,270** **355,195,482**

Note No. 18 : Changes in inventories**Opening Stock :**

Finished Goods	42,250,386	32,494,057
Work In Progress	25,283,630	10,984,110
Scrap	27,700	590,215
	67,561,716	44,068,382

Closing Stock :

Finished Goods	55,544,520	42,250,386
Excise duty on closing stock	-	-
Work In Progress	32,524,650	25,283,629
Scrap	13,141	27,700
	88,082,311	67,561,716
	(20,520,595)	(23,493,334)

(Increase)/ Decrease

Note No. 19 : Employee benefits expenses

Salary, Wages, Bonus & Allowances	20,062,447	23,869,441
Contribution to welfare funds	87,242	95,437
Staff & Labour welfare & Hospitality	940,208	468,655
Bonus & Leave Encashment	251,388	272,297
Gratuity	35,886	6,576
	21,377,171	24,712,406

Note No. 20 : Finance Cost Interest

Bank	11,834,743	7,731,268
Institutions	9,099,218	8,924,031
Other borrowing cost	10,299,814	14,752,712
Bank Charges	630,326	753,366
	31,864,100	32,161,377

Note No. 21 : Other Expenses**(a) Manufacturing Exp.**

Consumption of stores	2,407,920	2,491,044
Power & Fuel	13,044,283	15,950,565
Insurance charges	909,551	273,008
Repair to Building	337,330	987,400
Repair to Plant & Machinery	1,312,537	2,517,518
Packing Material	124,377	107,380
Job Work Charges	183,795	238,743
Water Charges	842,227	981,506
Printing & Processing Charges	2,531,229	2,570,327
Entry tax	1,399,058	2,620,871
Testing & Laboratory	58,989	23,539
Other Factory Expenses	2,275,742	2,744,248

(b) Office & Administrative exp.

Printing & Stationery	115,535	200,846
Postage & Telegram	19,359	89,211
Telephone	231,958	307,819
Rent	900,000	900,000
Vehicle Repairs & Maintenance	395,043	449,851
Conveyance	131,104	164,715
Legal & Professional Charges	757,076	928,022
Listing fees	22,472	22,472
Rates & Taxes	12,478	13,521
Electricity Expenses	127,333	93,757
Travelling to Others	982,367	1,127,131
Computer Charges	68,704	23,308
Security Charges	1,656,473	1,480,595
Repairs to Others	122,766	183,893
Membership & Subscription	55,056	45,844
Donation	-	14,100
Festival Exp.	230,563	257,611
Misc. Expenses	439,618	249,121

(c) Selling & Distribution expenses

Packing, forwarding & freight	19,096,913	12,096,097
Advertisements	14,960	57,364
Warehouse Charges	2,070,153	1,389,663
Excise Duty & cess	2,056,823	2,274,430
Business Promotion expenses	38,309	730,043
Commission	700,000	238,900
Clearing & Forwarding Expenses	202,954	-
Other Selling expenses	731,046	17,000

Audit	85,000	170,000
Tax Audit	20,000	20,000
Other services	10,000	10,000
Out of pocket expenses	-	15,000
Cost Audit fee	19,000	60,000
Directors' remuneration	900,000	900,000
Directors' Other Expenses :		
Travelling & Other Expenses	440,420	393,623
Loss on sale of asset	74,014	-
	58,154,535	56,430,085

Note No. 22 : Tax Expense

(a) Current tax :

Provision for Income tax	677,585	1,364,035
Earlier year taxes		(118,986)

(b) Deferred Tax :

	(878,530)	3,696,245
	(200,945)	4,941,294

Particulars	Transitional Adjustment as at 31/3/2013	Arising during the year	Balance carried as at 31/3/2014
Deferred Tax Liability			
On account of timing difference			
A. Depreciation	12,669,015	1926137	14,595,151
	-	-	-
B. Deferred Revenue Exp.	-	-	-
Total	<u>12,669,015</u>	<u>1,926,137</u>	<u>14,595,151</u>
Deferred Tax Assets	-	-	-
On account of timing difference	-	-	-
A. Unabsorbed Losses	773779	2704463	3,478,241
	-	-	-
B. U/S 43B dis-allowance	(88561)	100,204	11,643
Total	<u>685,218</u>	<u>2,804,667</u>	<u>3,489,884</u>
Net	11,983,797	(878,530)	11,105,267

Note No. 9 : Fixed Assets

Description	Rate of Dep.	Gross Block (At cost)			Depreciation			Net Block	
		As on 01.04.13	Addition	Deletion	As on 31.03.2014	Up to 01.04.13	For the year	Deletion	As on 31.03.2014
Land		718,150	-	-	718,150	-	-	-	718,150
Lease hold land		590,874	-	-	590,874	-	-	-	590,874
Site Development		6,846,198	-	-	6,846,198	713,124	228,663	-	941,787
Factory Building	3.34%	61,855,729	98,439	-	61,954,168	7,613,970	2,067,427	-	5,904,411
Office Premises	1.67%	165,354	-	-	165,354	65,145	2,761	-	9,681,397
Plant & Machinery	4.75%	95,298,014	12,464,167	-	107,762,181	28,041,353	5,315,918	-	67,906
Misc Assets	4.75%	1,252,490	-	-	1,252,490	120,127	66,131	-	33,357,271
Electrical Installation	4.75%	3,963,596	18,190	-	3,981,786	378,504	189,091	-	186,258
Furniture & Fixture	6.33%	5,059,615	87,315	-	5,146,930	1,909,780	323,415	-	567,595
Vehicle	9.50%	3,150,949	155,000	540,905	2,765,044	838,266	296,929	257,863	2,233,195
Computer	16.21%	1,128,533	71,700	-	1,200,233	954,382	171,813	-	877,332
Total		180,029,503	12,894,811	540,905	192,383,409	40,634,651	8,662,150	257,863	1,126,195
Previous Year		144,328,476	35,790,539	89,512	180,029,503	33,345,257	7,289,394	-	49,038,938
Add : Capital Work in progress, Capital Advances & Pre-operative exps.									40,634,651
									143,344,471
									31,918,460
									175,262,931
									154,348,920

NOTES TO ACCOUNTS :

1. Accounting Standard 1: Disclosure of Significant Accounting Policies
The financial statements are prepared under historical cost convention, on accrual basis, in accordance with the generally accepted accounting principles in India, the accounting standards issued by the Institute of Chartered Accountants of India and the provisions of the Companies Act, 1956.
2. Accounting Standard 2 – Valuation of Inventory
Raw Material – At cost
Work in Process – At prime cost
Finished Goods – At lower of cost of production or net realizable Value
Scrap - At realizable value
Stores, spares, tools, jigs & packing material - At cost
3. Accounting Standard 4 – Contingencies and Events occurring after Balance Sheet date
No such events have occurred.
4. Accounting Standard 5 – Net Profit or Loss for the period, prior period items and changes in accounting policies: Such items have been earmarked separately.
5. Accounting Standard 6 – Depreciation
Fixed Assets are depreciated on Straight line Value Method. Depreciation is provided for at the rates specified in Schedule – XIV to the Companies Act, 1956.
Depreciation is provided on pro-rata basis from the date of addition.
6. Accounting Standard 7 – Accounting for Construction Contracts
The company has not entered into any construction contracts.
7. Accounting Standard 9 – Revenue Recognition:
Sale of goods is recognized on dispatch to customers and it is net of discount.
Dividend income is accounted for on receipt.
Interest income is recognized on a time proportion basis.
8. Accounting Standard 10 – Accounting for Fixed Assets
Fixed Assets are stated at cost of acquisition, less accumulated depreciation. Cost includes all expenses related to acquisition and installation of the concerned assets.
9. Accounting Standard 11 – Accounting for effects of change in Foreign Exchange
Transactions in foreign currency are recorded at exchange rates prevailing on the date of the transaction. Assets and Liabilities related to foreign currency transactions, remaining unsettled at

the year end, are stated at the contracted rates, when covered under forward exchange contracts and at year end rates in other cases. The premium payable on forward foreign exchange contracts is amortized over the period of contract. Exchange gains /losses are recognized in the profit and loss account except for exchange differences relating to fixed assets, which are adjusted in the cost of assets.

	<u>2014</u>		(Amount In Lacs)
	In \$	In INR	<u>2013</u>
Earning in foreign currency	2.01	122.46	NIL
Expenditure in foreign currency	NIL		NIL

10 Accounting Standard 12 – Accounting for Government Grants

The company has received Government grants during the year. Capital subsidy is forming part of reserve & surplus while interest subsidy has been net off from interest paid.

11 Accounting Standard 13 – Accounting for Investments

Investments are classified into current and long-term investments. Long-term investments are carried at cost. Current investments are stated at lower of cost and net realizable value.

12 Accounting Standard 14– Accounting for Amalgamations

The company has not undergone any amalgamation.

13 Accounting Standard 15 – Accounting for Retirement Benefits

As per the Company's policy, provision for gratuity payable on retirement is done at the end of year and the payment is made accordingly.

14 Accounting Standard 16 – Borrowing Cost

Borrowing cost incurred during pre-operation period is capitalized and those incurred in the post operation period is recognized as an expense.

15 Accounting Standard 17 – Segment Reporting

REVENUE

	SSP	HDPE	Total
External Sales/ Revenue	275,213,150	143,835,714	419,048,864
Other Income	2,169,702	278,511	2,448,213
Total Revenue	277,338,852	144,114,224	421,497,077

EXPENDITURE

	SSP	HDPE	Total
Consumption of Material	192,984,861	125,572,409	318,557,270
Expenditure	51,684,436	27,847,270	79,531,706
Depreciation	4,251,672	4,410,477	8,662,150
(Increase)/ Decrease in Stock	(7,950,494)	(12,570,101)	(20,520,595)

30th ANNUAL REPORT 2013-14
INDRA INDUSTRIES LIMITED

Segment results before Interest & Tax	36,412,377	(1,145,830)	35,266,546
Add/(Less): Interest	(19,319,848)	(12,544,252)	(31,864,100)
Profit before Tax and prior period item	17,092,529	(13,690,083)	3,402,446
Add : Prior period items	-	-	-
Less: Taxes:			
Current tax	677,585	-	677,585
Deferred tax	(878,530)	-	(878,530)
Net Profit	17,293,474	(13,690,083)	3,603,391
SEGMENT ASSETS	245,693,485	167,418,126	413,111,612
SEGMENTS LIABILITIES	218,617,603	104,031,323	322,648,927

16. Related parties disclosure as per Accounting Standard 18 is given hereunder:

a)	Related Parties		
	<u>Directors</u>	<u>Relatives</u>	<u>Other associates</u>
	Mr. Virendra Jain	Mast. Kovid Jain (Son)	
	Smt. Astha Jain		
b)	Related Party transaction		(Rs. in lacs)
	<u>Nature of Transaction</u>	<u>Directors</u>	<u>Relative</u>
	Managerial		<u>Other related parties</u>
	Remuneration	9.00	--
	Expenses	4.40	--
	Rent	4.50	4.50
	Interest on loan	0.25	--
	Loan taken	9.00	--

17 Accounting Standard 19 – Leases
 The Company has not entered into any agreement in the nature of Lease/leave and license.

18 Accounting Standard 20 – Earning per shares

	<u>2013-14</u>	<u>2012-13</u>
Weighted average number of shares at the beginning and end of the year	6,866,070	6,712,570
Net Profit after tax available for equity shares Holder	3,603,391	1,571, 869
Basic and diluted earning per shares	0.52	0.23

19 Accounting Standard 22 – Taxes on Income

Current tax is determined as the amount of tax payable in respect of taxable income for the year. The deferred tax for timing difference between the book and tax profit for the year is accounted using tax rates and tax laws that have been enacted or substantially enacted at the Balance Sheet date. Deferred Tax assets arising from the timing difference are recognized to the extent that there is reasonable certainty that sufficient future taxable income will be available.

20 Accounting Standard 26 – Intangible Assets

The company does not have any intangible assets

21 Accounting Standard 29 – Provisions, Contingent Liabilities & Contingent Assets

(Rs. in lacs)

Contingent Liabilities

	2014	2013
Bank guarantee	26.82	42.56
Cases in appeal	14.03	20.71
Letter of Credit	19.75	51.21
Cess on royalty	--	6.00

Contingent liabilities are generally not provided for in the books of account and Contingent assets are not recognised.

22 Capital Commitment

	2014	2013
Estimated amount of contracts remaining to be executed on Capital Account and not provided for	46.82	132.72

23 License Capacity, Installed Capacity and production. (In M.T.)

	Licensed Capacity	Installed Capacity	Production 2014	2013
Single Super Phosphate (SSP)			34026.14	37276.22
As per DTIC	1,20,000	66,000		
(Previous year)	(33,000)	(33,000)		
As per PDIL	65,000	65,000		
Woven sack/ Fabric	3,000	3,000	1345.78	1425.45

24 Opening Stock, Closing Stock & Sales (Goods Manufactured)

					Quantity – In M.T.	
	Opening Stock		Closing Stock		Value - Rs. In Lacs	
Class of Goods	Qty	Value	Qty	Value	Sales Qty	Value
SSP	7654.04	391.98	7690.83	309.00	33989.35	2751.61
	(5721.17)	(290.70)	(7654.04)	(391.98)	(35343.35)	(2946.56)
Woven	29.05	30.53	198.91	246.44	1175.92	1437.60

Sack/Fabric	(131.81)	(138.82)	(29.05)	(30.53)	(1528.21)	(1616.30)
-------------	----------	----------	---------	---------	-----------	-----------

25. Raw Material Consumed:

	<u>2014</u>		<u>2013</u>	
	<u>MTS</u>	<u>Value</u>	<u>MTS</u>	<u>Value</u>
Rock Phosphate	19032.42	1504.20	20799.04	1730.21
Spent & Sulphuric Acid	12197.57	331.53	13379.40	389.89
PP, HDPE & Others	1229.55	1255.72	1520.55	1340.03

Notes to Quantitative Details

❖ Sale is inclusive of shortage if any

26. In the opinion of the Board current assets, loans & advances have value of realization in the ordinary course of business at least equal to the amount of which they are stated and that provision for known liabilities is adequate and not in excess of the amount reasonably necessary.

27. The HDPE division of the company is exempted from entry tax vide letter no. 1049 dated 19/03/2012 for the period 24/02/2011 to 23/02/2016. Accordingly entry tax has not been levied/ provided for.

28. Name of Small Scale Industrial undertakings to whom the company owes any sum together with interest outstanding for more than 30 days :-

- Distinct Polymers
- Varsha Printing Inks Mfg. Co.
- Asiatic Marketing Company
- Ganesh Polygraph
- Lohia Corp Limited
- Gandhar Oil Refinery India Ltd

29. Previous year figures have been regrouped and rearranged wherever considered necessary.

For P.K. Shishodiya & Co.
Chartered Accountants

P.K. Shishodiya
Proprietor
Mem. No. 036015
FR No. 03233C

Indore :
Date : 29th May 2014

Sd/-
Virendra Kumar Jain
Director

Sd/-
Astha Devi Jain
Director

Sd/-
Dilip Patidar
Company Secretary

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 company: INDRA INDUSTRIES LIMITED

Registered office: 406, Airen Heights, Opp.Orbit Mall,
Scheme No.54, Vijay Nagar, A.B.Road,
Indore-452010 Madhya Pradesh INDIA

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 Annual general meeting of the company, to be held on the Friday 26th September, 2014 At the Registered Office at 406, Airen Heights, Opp. Orbit Mall, Scheme No.54, Vijay Nagar, A.B. Road, Indore-452010 Madhya Pradesh INDIA at 10.00 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions	For	Against
1. Receive, Consider and adopt Audited Financial Statement, reports of the Board of Directors and Auditor.		
2. Appoint a Director in place of Smt. Astha Devi Jain , who retires by rotation at this Annual General Meeting and being eligible offers herself for re-appointment		
3. Re-appointment of Auditor and Fixing their remuneration		
4. Appointment of Shri Tilak Chitta as an independent Director of the Company		
5. Appointment of Smt. Sanjali Shrimati Jain as an independent Director of the Company		
6. Consent of the Company accorded to the Board of directors for Creation of mortgage and/or charge on all or any of the movable and/or immovable properties of the company U/s 180 (1) (a) of the Companies Act, 2013		
7. Consent of the Company accorded to the Board of directors to obtain loan/borrowings under section 180 (1)(c) & (2) of the Companies Act, 2013		

Signed this..... day of..... 2014

Signature of shareholder

Signature of Proxy holder(s)

Note: 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.

ATTENDANCE SLIP

ANNUAL GENERAL MEETING ON FRIDAY 26th SEPTEMBER 2014

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 Annual General meeting of the company at the Registered office of the company on 26th September, 2014.

(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 before the Meeting.