

INDRA INDUSTRIES LIMITED

CIN: L74140MP1984PLC002592

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

Email id- info@indraindustries.in, Website-www.indraindustries.in, Contact No. 94250-58970

Date: 1st August 2024

To,

Corporate Relations Department

BSE Limited,

1st Floor, New Trading Wing, Bandra
Rotunda Building, P J Towers, Dalal
Street, Fort,
Mumbai - 400 001.

BSE Scrip Code: 539175

Subject: Postal Ballot Notice —Compliance under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir,

The Board of Directors at their meeting held on 1st August, 2024 had inter alia approved the Postal Ballot Notice (“Notice”) for seeking approval of shareholders of the Company for businesses as specified therein. In terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find enclosed copy of Postal Ballot Notice together with the Explanatory Statement of the Company whose names appear on the Register of Members/ List of Beneficial Owners as on Friday, 26th July, 2024.

The Company has engaged the services of CDSL for the purpose of providing e-voting facility to members.

Further, kindly note the schedule of events for Postal Ballot and/or E-voting as under:

Sr. no	Activity	Date
1	Cut-off date (Benpos) Date for Sending Notice to shareholders	26 th July, 2024 Friday
2	Voting start date and time	2 nd August, 2024 (Friday) 9.00 A.M
3	Voting end date and time	31 August, 2024 (Saturday) 05.00 P.M

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4	Scrutinizer Report & Declaration of Results	Within Two Working Day from the date of completion of Postal Ballot E-voting
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The said Postal Ballot Notice along and further details may also be accessed on the Company's website; www.indraindustries.in

FOR INDRA INDUSTRIES LIMITED

NITIN ASHOK KUMAR KHANNA
ADDITIONAL DIRECTOR
DIN: 09816597

Date: 01.08.2024

Place: Indore

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NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of Companies Act, 2013 and read with the Companies (Management and Administration) Rules, 2014 each as amended)

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (“**Companies Act**”), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), (including any statutory modification or re-enactment thereof, for the time being in force), Secretarial Standard on General Meetings (“**SS-2**”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and other applicable laws and regulations, it is proposed to seek the consent of the members (“Members”) of M/s. INDRA INDUSTRIES LIMITED (“**Company**”), to transact the special business as set out hereunder by passing Ordinary / Special Resolution, as applicable, by way of postal ballot / electronic voting.

An Explanatory Statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolution setting out the material facts and the reasons thereof, is appended, Pursuant to Rule 22(5) of the Rules.

Section 110 of the Act and the Rules provide for passing of resolutions by postal ballot. In terms of said Section of the Act and the Rules, a company may, and in case of resolutions relating to such business as the Central Government may, by notification, declare to be conducted only by postal ballot, shall, get any resolution (other than ordinary business and any business in respect of which directors or auditors have right to be heard at any meeting) passed by means of postal ballot, instead of transacting the business in general meeting of the Company.

The Board of Directors (“Board”) in its meeting held on 01st August, 2024 has appointed CS Megha Samdani, Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot through e-voting process in a fair and transparent manner. She has communicated her willingness to be appointed and will be available for the said purpose.

Further, in terms of the circulars issued by the Ministry of Corporate Affairs (“MCA”) vide its General Circular No. 14/2020 dated April 08, 2020 and General Circular No. 17/2020 dated April 13, 2020 read with General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated 31st December, 2020 and General Circular No. 10/2021 dated 23rd June, 2021 read with other relevant circulars, including General Circular No. 20/2021 dated December 8, 2021, read with General Circular No.09/2024 dated September 25, 2023 issued by the Ministry of Corporate Affairs (“MCA Circulars”) in view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, had advised companies to take all decisions requiring members’ approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the

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provisions of the Act and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue and therefore to transact the items as set out in this Postal Ballot Notice and seek approval of Members by way of Ordinary Resolution(s) and or Special Resolutions, through voting by electronic means (remote e-voting) only.

The MCA has clarified that for Companies that are required to provide E-voting facility under the Companies Act, while they are transacting any business(es) only by Postal Ballot up to September 30, 2024, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. In compliance with the provisions of the Companies Act, SEBI Listing Regulations and the MCA Circulars, the Postal Ballot through remote e-voting is being initiated to transact business as set out in this Notice. The Company has engaged **Central Depository Services Limited (CDSL)** for facilitating the remote e-voting system. The remote e-voting period commences on 2nd August, 2024 (9.00 a.m. IST) Friday, and ends on 31st August, 2024 (5.00 p.m. IST) Saturday. The cut-off date for the purpose of determining eligibility of members for voting has been fixed as Friday 26th July, 2024 ("cut-off date"). In compliance with the aforesaid MCA Circulars, the hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members as the company is sending notice through email as per the exemptions granted by ministry in its circulars time to time. Notice of the Postal Ballot is being sent only through electronic mode to those Members holding shares either in physical form or dematerialized form as on the cut-off Friday 26th July, 2024 and whose email addresses are registered with the Company/ Depositories. Members may note that the Notice of the Postal Ballot will also be available on the Company's website www.indraindustries.in websites of the Stock Exchange, and on the website of **Central Depository Services Limited (CDSL)** i.e. at <https://www.cdslindia.com/>. Members are requested to read carefully the instructions for remote e-voting given in the Notes forming part of this Notice.

In compliance with the requirements of the MCA Circulars, the hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot, in accordance with the exemptions granted by the MCA Circulars. Members are required to communicate their assent or dissent through the remote e-voting system only.

The draft resolutions proposed to be passed by way of Postal Ballot and the Explanatory Statement setting out the material facts concerning the said resolution and the reasons thereof, are annexed hereto for your consideration.

In compliance with the requirements of the MCA Circulars, Members are required to communicate their assent or dissent through the remote e-voting system only. You are requested to carefully read all the instructions given in the Notes. E-voting shall commence on 2nd August, 2024 (9.00 a.m. IST) Friday, and ends on 31st August, 2024 (5.00 p.m. IST) Saturday. The Scrutinizer shall submit his report to the Chairman of the Company after completion of scrutiny of the e-voting on or before 2nd September, 2024 and, the results of the voting shall be declared by the Chairman of the Company on or

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before 2nd September, 2024, at Company's Registered Office. The results along with the Scrutinizer's Report will be placed on the Company's website i.e., www.indraindustries.in and on the e-voting system link of **Central Depository Services Limited (CDSL)** i.e., at <https://www.evotingindia.com/> The same shall simultaneously be communicated to the BSE Ltd. on which the shares of the Company are listed.

The last day of E-voting for postal ballot through electronic voting will be considered to be the date of passing of the resolution stated and transacted through Postal Ballot process (Electronic Voting mode).

ORDINARY RESOLUTION

1. To increase the Authorized Share Capital of the Company and amend the Capital clause in the Memorandum of Association & Articles of Association of the Company.

To consider and if thought fit, to pass the following Resolution as **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 13, 14 and 61 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and in terms of applicable provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force), and provisions of the Articles of Association, the consent of the Members, be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 7,50,00,000 divided into 75,00,000, equity shares of Rs. 10 (Rupees Ten only) each to Rs. 30,00,00,000 (Rupees Thirty Crore only) divided into 3,00,00,000 Equity Shares of Rs. 10 (Rupees Ten only) each. Company increasing share capital by 2,25,00,000 shares Equity Shares of Rs. 10 (Rupees Ten only) each.

a. Clause - V of the Memorandum of Association of the Company be and is hereby altered substituted as follow

The Authorize share capital of the company shall consist of Rs. 30,00,00,000 (Rupees Thirty Crore only) divided into 3,00,00,000 Equity Shares of Rs. 10 (Rupees Ten only) each.

2. To Change object clause of the company subject to approval Ministry of corporate affairs and any other regulatory authorities.

To consider and, if thought fit, to pass with or without modifications, the following resolution as **Special Resolution**.

“RESOLVED THAT, pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, to append following sub clauses 1 and 2 of clause III (A) of the Memorandum of Association of Company.

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The Change Object of the company will be as per clause III (A) of the Memorandum of Association of Company.

1) Main Objects

- A. Film and Entertainment Production To produce, co-produce, finance, acquire, own, lease, license, exploit, distribute, exhibit, and otherwise deal in films, web series, documentaries, animation, short films, and other forms of audio-visual content for all media platforms, including theatrical release, television broadcasting, streaming services, and online platforms. To develop, write, acquire, and own stories, scripts, screenplays, and other creative content for film and entertainment projects. To engage, employ, or collaborate with writers, directors, actors, producers, technicians, and other personnel involved in film and entertainment production. To establish, acquire, maintain, and operate studios, editing facilities, and other infrastructure necessary for film and entertainment production.
- B. Audio Content Production: To create, produce, acquire, own, distribute, license, and exploit audio content, including podcasts, audiobooks, music recordings, sound effects, and other forms of audio entertainment. To develop and manage a portfolio of intellectual property related to audio content.
- C. Digital Content Production: To develop, create, acquire, own, distribute, license, and exploit digital content in various formats, including websites, mobile apps, games, virtual reality experiences, and other innovative forms of digital entertainment. To engage in digital marketing and promotion of the Company's content across various online platforms
- D. Film and Entertainment Trade To acquire, own, sell, lease, license, distribute, exhibit, and otherwise deal in films, television programs, audio content, digital content, and other entertainment-related products and services. To participate in film festivals, markets, and other industry events. To enter into co-production agreements, joint ventures, and other strategic partnerships with other companies in the film and entertainment industry.
- E. Ancillary Activities to carry on the business of merchandising, licensing, and exploiting the intellectual property rights related to the Company's content. To invest in other businesses or ventures related to the film and entertainment industry. To do all such things as are incidental or conducive to the attainment of the above objects or any of them.

2) General Powers

The Company shall have the power to do all such other things as are necessary or convenient for the fulfillment of the above objects.

3) Construction

If any provision of this Object Clause is held to be invalid or unenforceable, such provision shall be struck out and the remaining provisions shall remain in full force and effect.

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RESOLVED FURTHER THAT necessary revision in numbering the clauses of the Memorandum of Association of the Company shall be carried out.

FURTHER RESOLVED THAT, for the purpose of giving effect to this resolution, any director of the Company be and is hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the concern Registrar of Companies."

3. To approve appointment of Mr. Nitin Ashokkumar khanna as Director & Managing Director of the Company.

To consider and, if thought fit, to pass, with or without modification, the following Resolution as a **Special Resolution**:

"RESOLVED THAT Mr. Nitin Shok kumar Khanna who was appointed as an Additional Executive Director, of the Companies w.e.f. 29.04.2024 and who holds his office until the ensuing member's approval be and is hereby regularized.

FURTHER RESOLVED THAT after regularization, he will continue to hold his office As Managing Director of the Company.

" FURTHER RESOLVED THAT pursuant to Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other provisions to the extent applicable, and as recommended and approved by the Nomination and Remuneration Committee of the Company and by the Board of Directors of the Company at its meeting held on 1st August, 2024, Mr. Nitin Ashok Kumar Khanna be and is hereby appointed as the Managing Director of the Company with effect from 01st August, 2024 for a period of 5 (Five) years on the following terms and conditions:

- 1) Base salary: Salary will be paid as per performance of the company subject to approval of board.
- 2) Incentives: a) Annual incentive – Performance based pay-out with approval of board; under Section 196, 197, 198, 203 read with Schedule V of the Companies Act 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to vary the remuneration of Mr. Nitin Ashok Kumar Khanna, the Managing Director, from time to time within the limits prescribed and permitted under the Companies Act, 2013, as amended, during his term of office without being required to seek any fresh approval of the shareholders of the Company and the decision of the Nomination and Remuneration Committee shall be final and conclusive in that regard."

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RESOLVED FURTHER THAT Mr. Nitin Ashok Kumar Khanna, Managing Director, shall be liable to retire by rotation in terms of the provisions of the Companies Act, 2013.”

RESOLVED FURTHER THAT any director of the Company be and is hereby authorized to finalize other terms of appointment and scope of work as may be in the overall interest of the Company.”

RESOLVED FURTHER THAT any director of the company be and is hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.”

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Nagar,
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By Order of the Board of Directors
For INDRA INDUSTRIES LIMITED

Place: Indore

Date: 01st August, 2024

Sd/-
AFSANA MIROSE KHERANI
ADDITIONAL DIRECTOR
DIN: 09604693

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Notes:

1. In terms of Section 102 and other applicable provisions of the Companies Act, 2013 read together with rules and Secretarial Standard on General Meetings (SS-2), an explanatory statement setting out the material facts concerning special business to be transacted by way of Postal Ballot process (Through Electronic E- voting System Only) is annexed and forms part of this Notice.
2. In compliance with the MCA Circulars, the hard copy of Postal Ballot Notice along With Postal Ballot Forms and prepaid business envelope will not be sent to the Members. Notice of the Postal Ballot is being sent only through electronic mode to those Members holding shares either in physical form or de-materialised form as on Friday, 26th July, 2024 ("cut-off date") and whose email addresses are registered with the Company/ Depositories viz. Central Depository Services (India) Limited ("CDSL"). Members who have not registered their email id may do so by sending the details of name of the registered shareholder(s), folio number, DP ID / Client ID and no. of equity shares held, to the Registrar and Share Transfer Agent of the Company i.e., Purva Shareregistry (India) Pvt. Ltd. 9, Shiv Shakti Indl. Estate, J. R. Boricha Marg, Near Lodha Excelus, Lower Parel (East), Mumbai - 400 011 Email id: support@purvashare.com
3. Each Member's voting rights shall be in proportion to their share of the Paid-Up Equity Share Capital of the Company as on cut-off date, which will only be considered for voting.
4. Only a member holding Equity shares as on the Cut-off Date is entitled to exercise his/her vote through remote e-voting facility only and a person who is not a member as on the aforesaid date should treat this Notice for information purposes only.
5. The E-voting will remain open for the Members for exercising their voting 02nd August, 2024 (9.00 a.m. IST) Friday, and ends on 31st August, 2024 (5.00 p.m. IST) Saturday, both days inclusive. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., , 26th July 2024 may cast their vote electronically. The e-voting module shall be disabled by 5:00 P.M. on Saturday, 31st August, 2024 for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
6. All the documents referred to in this Notice and the Statement pursuant to Section 102 of the Companies Act, 2013, will be uploaded on the Company's website to facilitate online inspection up to the last date for exercising the voting.
7. CS Megha Samdani, Practicing Company Secretary (Membership No. A41630 COP No. 21853) has been appointed by Board of Directors in its meeting held on 01st August, 2024 as the scrutinizer to scrutinize the postal ballot, in a fair and transparent manner.
8. The Notice shall also be uploaded on the Company's website at www.indraindustries.in

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and on the website of BSE limited at www.bseindia.com,

9. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with MCA Circulars and the listing regulations, the details pertaining to the postal ballot events and information shall be published in one English national daily newspaper circulating throughout India (in English language) and one Hindi daily newspaper circulating in Indore.
10. All the documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during working hours between 10:00 A.M. to 06:00 P.M. on all working days from the date of dispatch till the last day of E-voting.
11. The scrutinizer will submit his Report to Chairman after completion of the Scrutiny on or before 5:00 P.M. on or before 02nd September, 2024 and the results of the voting will be announced by the Chairman on or before 5:00 P.M. on or before, 02nd September, 2024 and will also be displayed on the Company website (www.indraindustries.in) and communicated to the Stock Exchanges (BSE Ltd.) Depository, the Registrar and Share Transfer Agent.
12. The Scrutinizer's decision on the validity of the Votes (through E-voting mode only) on Postal Ballot process shall be final.
13. The results of the postal ballot will be declared not later than Two working days i.e., 02nd September, 2024 of conclusion of remote e-voting i.e., 31st August, 2024. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company viz., www.indraindustries.in and on the e-voting system link of (CDSL) i.e. at www.cdslindia.com immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the stock exchange where the Company's shares are listed.
14. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the date of declaration of results i.e., 02nd September, 2024. Further, resolutions passed by the Members through remote e-voting are deemed to have been passed effectively at a general meeting.
15. Any Query/Grievance With Respect To Voting On Above Postal Ballot May Please Be Addressed To Ms. Nitin Khanna, Additional Director At: Email ID: Info@Indraindustries.In Or To The Registrar And Transfer Agent, M/S Purva Sharegistry (India) Pvt. Ltd. 9 Shiv Shakti Industrial Estate, J R Boricha Marg. Opp. Lodha Excelus, Lower Parel (East), Mumbai - 400011 Email Id: SUPPORT@PURVASHARE.COM

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THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on 02nd August, 2024 (9.00 a.m. IST) Friday, and ends on 31st August, 2024 (5.00 p.m. IST) Saturday. The remote e-voting module shall be disabled by CDSL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 26th July, 2024, may cast their vote electronically.

How do I vote electronically using CDSL e-Voting system?

The way to vote electronically on CDSL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

(iv) Shareholders are advised to update their mobile number and email Id in their Demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual Shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the

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	<p>e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit</p>

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	<p>demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participant s (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

1. The shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on “Shareholders” module.
3. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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">• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

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- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN “240607004” for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - a scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com

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- after receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at Samdanikalani@gmail.com and to the Company at the email address viz; splgrive@rediffmail.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

- 1) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id.**
- 2) For Demat shareholders -, please update your email id & mobile no. with your respective Depository Participant (DP)
- 3) For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no.1800 22 55 33

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All grievances connected with the facility for voting by electronic means may be addressed to (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

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Nagar,
A.B. Road, Indore (M.P.)
452010

By Order of the Board of Directors
For INDRA INDUSTRIES LIMITED

Place: Indore

Date: 01st August, 2024

Sd/-
AFSANA MIROSE KHERANI
ADDITIONAL DIRECTOR
DIN: 09604693

INDRA INDUSTRIES LIMITED

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

As required by Section 102 (1) of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relation to the business mentioned under item No. 1 and 2 of the accompanying Notice:

Item 1

In order to expand the capital structure of the Company and to enable the Company to issue Preferential issue, it is proposed to increase the authorized share capital of the Company from 7,50,00,000 divided into 75,00,000 equity shares of Rs. 10 (Rupees Ten only) each to Rs. 30,00,00,000 (Rupees Thirty Crore only) divided into 3,00,00,000 Equity Shares of Rs. 10 (Rupees Ten only) each and; by way of creation of an additional 2,25,00,000 (Two crore Twenty Five lacs) Equity Shares of Rs.10/- (Rupees Ten only) each, ranking pari passu in all respect with existing equity shares of the company, As a consequence of increase of authorized share capital of the Company, the existing authorized share capital clause (Clause V) in the Memorandum of Association of the Company is required to be altered accordingly.

The proposed increase in authorized share capital requires the approval of members of the Company under Sections 13, 61, 64 and other applicable provisions of the Companies Act, 2013, as well as any other applicable statutory and regulatory approvals. The Draft amended Memorandum of Association shall be available for inspection by the Members at the Meeting. Therefore, the Board recommends the resolution hereof for approval of the shareholders as Ordinary Resolution.

None of the directors or any key managerial personnel or any relative of any of the directors/key managerial personnel of the Company is, in anyway, concerned or interested in the above Resolution except to the extent of their shareholding in the Company.

Item No. 2:

In view of commencement of Change business activities, it is proposed to Change in the object clause of the Memorandum of Association of the Company.

Further, the Companies Act, 2013, has prescribed a new format of Memorandum of Association ("MOA") for public companies limited by shares. Accordingly, with a view to align the existing MOA of the Company with Table A of the Schedule I of the Act and in accordance with Section 4 and 13 of the Act, it is proposed to alter the MOA of the Company by merging appropriate and relevant Objects under Clause III (A) – 'Main Objects'

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A copy of the proposed MOA and AOA of the Company would be available for inspection for the Members at the Registered Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till the date of AGM. The aforesaid documents are also available for inspection at the AGM.

None of the Directors, Managers or Key Managerial Personnel of the Company or the relatives thereof is interested in this resolution, financially or otherwise.

The Board recommends the Special Resolution set forth in Item No. 2 of the Notice for approval of the Members.

Item 3

The Members of the Company to consider for approving the appointment of Mr. Nitin Ashok Kumar Khanna (DIN: 09816597) as the Director & Managing Director of the Company for a period of 5 years. Mr. Nitin Ashok Kumar Khanna, was appointed as the Additional Director of our Company on April 29, 2024. He has done in Graduation and Mr. Nitin Ashok Kumar Khanna has 15 years of comprehensive experience in the stock market which includes market analysis, portfolio management, risk assessment. He also has 5 years of experience in Banking Sector. The Board considers that his association would be of immense benefit to the Company and it is desirable to avail the services of Mr. Nitin Ashok Kumar Khanna as Managing Director. Accordingly, in view of the above the Board of Directors of the Company has, based on the recommendation of the Nomination and Remuneration Committee at its meeting held on 01st August, 2024, proposed the appointment of Mr. Nitin Ashok Kumar Khanna (DIN: 09816597) as Managing Director of the Company, Further, the Nomination and Remuneration Committee at its meeting held on 01st August, 2024 recommended the remuneration to be paid to Mr. Nitin Ashok Kumar Khanna for the period of 5 years from 01st August, 2024 as per Section 196, 197, 198, 203 read with Schedule V of the Companies Act 2013 for the gross annual remuneration. Together with certain other benefits/perquisites as detailed in the resolution, which was approved by the Board of Directors of the Company at their meeting held on 01st August, 2024, accordingly a special resolution is proposed for the approval of the shareholders.

The statement as required under Schedule V of the Companies Act, 2013, is as below:

I. GENERAL INFORMATION:

- a. Nature of Industry: Film & Entertainment and Production
- b. Date of Commencement of business: The Company has already commenced commercial production in 1984.

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C. Financial Performance: for the financial year 2023-24.

(Amount in lakhs)

Particulars	Financial Year
	2023-24
Sales and Other Income	111.00
Profit/(Loss) before Tax	-59.74
Net Profit/ (Loss) afterTax	-59.74

d. Foreign investments or collaborators, if any: The Company has not made any foreign investment or collaborations.

II. INFORMATION ABOUT THE APPOINTEE:

a. Background details: Mr. Nitin Ashok Kumar Khanna, aged 48 years, was appointed as the Director of our Company on April 29, 2024. Mr. Nitin Ashok Kumar Khanna has 15 years of comprehensive experience in the stock market which includes market analysis, portfolio management, risk assessment. He also has 5 years of experience in Banking Sector.

- i. Base salary: Salary will be paid as per performance of the company subject to approval of board.
- ii. Incentives: a) Annual incentive – Performance based pay-out with approval of board; under Section 196, 197, 198, 203 read with Schedule V of the Companies Act 2013.

Apart from the above, Mr. Nitin Ashok Kumar Khanna is also entitled to:

- Gratuity as per the rules of the Company.
- This requisite shall not be included in the computation of the aforesaid ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- Eligible for leave on full pay and allowances and perquisites as per the rules of the Company. Encashment of leave at the end of the tenure shall not be included in the computation of the aforesaid ceiling on perquisites and / or salary.

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- The Perquisites shall be evaluated as per Income Tax Rules, wherever applicable, and in the absence of any such rules, perquisites shall be evaluated at actual cost.

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By Order of the Board of Directors
For INDRA INDUSTRIES LIMITED

Place: Indore

Date: 01st August, 2024

Sd/-
AFSANA MIROSE KHERANI
ADDITIONAL DIRECTOR
DIN: 09604693