

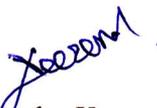
Regd. Off. : 406, Airen Heights,  
Opp. Orbit Mall, AB Road,  
Indore - 452 010, MP, INDIA.  
Tel: + 91 731 2553791, 2553792, 2553793  
E-mail: info@indraindustries.in  
Web. : www.indraindustries.in  
CIN : L74140MP1984PLC002592



**INDRA INDUSTRIES LTD.**  
FERTILIZER | POLYMER

## FORM A

### FORMAT OF COVERING LETTER OF THE ANNUAL AUDIT REPORT TO BE FILED WITH THE STOCK EXCHANGES

1	Name of Company	<b>INDRA INDUSTRIES LIMITED</b> CIN: L74140MP1984PLC002592 406, Airen Heights, Opp. Orbit Mall, Scheme No.54, Vijay Nagar, A.B. Road, Indore-452010 (M.P.)
2	Annual Financial Statements for the year ended	31 <sup>st</sup> March 2015
3	Type of Audit observation	Un Qualified
4	Frequency of observation	N.A.
5	To be signed by:-  Managing Director  CFO  Auditor of the Company    Audit Chairman  Committee	 Virendra Kumar Jain   Deepak Kumar Joshi  P.K. Shishodiya & Co. Abhilasha Bhagat  (Partner)   Sanjali Shrivastava Jain

Dated. 12<sup>th</sup> August, 2015

Place-Indore



**INDRA INDUSTRIES LTD.**  
FERTILIZER | POLYMER

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**31<sup>st</sup> ANNUAL REPORT**

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**2014 - 2015**

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31<sup>ST</sup> ANNUAL REPORT 2014 -15

**BOARD OF DIRECTORS**

- |                              |                          |
|------------------------------|--------------------------|
| 1. SHRI VIRENDRA KUMAR JAIN  | - MANAGING DIRECTOR      |
| 2. SMT.ASTHA DEVI JAIN       | - NON EXECUTIVE DIRECTOR |
| 3. SHRI TILAK CHITTA         | - INDEPENDENT DIRECTOR   |
| 4. SMT.SANJALI SHRIMATI JAIN | - INDEPENDENT DIRECTOR   |

**COMPANY SECRETARY:**  
C.S. DILIP PATIDAR

**CHIEF FINANCIAL OFFICER:**  
DEEPAK KUMAR JOSHI  
(w.e.f.18.04.2015)

**STATUTORY AUDITORS:**  
M/s. P.K.SHISHODIYA & CO.  
CHARTERED ACCOUNTANTS  
INDORE M.P.

**SECRETARIAL AUDITORS:**  
L. N. JOSHI & CO.  
COMPANY SECRETARIES  
INDORE M.P.

**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](http://www.indraindustries.in)  
E-Mail: [shriindra@gmail.com](mailto:shriindra@gmail.com)  
[info@indraindustries.in](mailto:info@indraindustries.in)  
Phone: 0731-2553791, 2553792  
Fax: 0731-2553793

**BANKERS:**  
UNION BANK OF INDIA  
MADHYA PRADESH FINANCIAL  
CORPORATION

**REGISTRAR AND SHARE TRANSFER AGENT**  
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. : 022-23016761 / 23012518  
022 -23010771  
Email id- [busicomp@vsnl.com](mailto:busicomp@vsnl.com), [busicomp@gmail.com](mailto:busicomp@gmail.com)  
Website- [www.purvashare.com](http://www.purvashare.com)

**LISTED AT**  
BOMBAY STOCK EXCHANGE LIMITED

**INDRA INDUSTRIES LIMITED**

CIN: L74140MP1984PLC002592

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

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**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE is hereby given that 31<sup>st</sup> Annual General Meeting of the Members of **INDRA INDUSTRIES LIMITED** will be held on Wednesday, 30<sup>th</sup> Day of September, 2015 at 11.30 A.M. at the Registered office of the company situated at 406, Airen Heights, Opp. Orbit Mall, Scheme No.54, Vijay Nagar, A.B. Road, Indore-452010 M.P. to transact the following business:-

**ORDINARY BUSINESS:-**

1. To receive, consider, approve and adopt the audited financial statement of the Company for the financial year ended 31<sup>st</sup> March, 2015, the report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Astha Jain (DIN: 00408555), who retires by rotation and being eligible offers herself for re-appointment.
3. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary resolution:-

**"RESOLVED THAT** pursuant to the ordinary resolutions passed by the members at the 30<sup>th</sup> Annual General Meeting of the company and the provisions of Section 139, 142 and other applicable provisions, if any, of Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force), M/s. P.K. Shishodiya, Chartered Accountants (ICAI Firm Registration No. 03233C), be and is hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 33<sup>rd</sup> Annual General Meeting to be held for the financial year 2016 - 17, (Subject to ratification of their appointment at every AGM) at such remuneration as may be determined by the Board of Directors "

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

**SPECIAL BUSINESS:-****4. RATIFICATION OF REMUNERATION OF COST AUDITOR**

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

**"RESOLVED THAT** pursuant to the provisions of Section 148 of the Companies Act, 2013 ("the Act"), the Companies (Audit and Auditors) Rules, 2014 and all other applicable provisions of the Act and the Rules framed there under (including any statutory modification or re-enactment thereof for the time being in force), M/s. Sudeep Saxena & Associates, Cost Accountants, Indore, appointed by the Board of Directors of the Company as Cost Auditors for conducting the audit of the Cost Records of the Company, be paid a remuneration, for the Financial Year ended on March 31, 2015 and 31<sup>st</sup> March, 2016 amounting to Rs.22000/- (Twenty Two Thousand) per year plus service tax as applicable and re-imbursment of out of pocket expenses incurred by them in connection with the aforesaid audit."

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

#### **5. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013, read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) thereto or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.”

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

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

**Place : Indore  
Date : 12/08/2015**

**(DILIP PATIDAR )  
Company Secretary  
ACS: A34566**

**Notes:-**

- ◆ A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS UPTO AND NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF ANNUAL GENERAL MEETING.
- ◆ During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days' written notice is given to the Company
- ◆ 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.
- ◆ Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 will be available for inspection by the members at the AGM.
- ◆ Pursuant to Provisions of Section 91 of the Companies Act, 2013, the Register of Members and share transfer book of the Company will remain closed during the period from Saturday 26<sup>th</sup> Day of September, 2015 to Wednesday 30<sup>th</sup> Day of September, 2015 (both days inclusive) for the purpose of 31<sup>st</sup> Annual General Meeting.
- ◆ The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) for transactions involving transfer of shares. Therefore, members holding shares in physical form are requested to furnish their PAN along with self attested photocopy of PAN card to the R&TA. Members holding shares in Demat mode are requested to register the details of PAN with their DPs.
- ◆ 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 Notice.
- ◆ Sections 101 and 136 of the Companies Act, 2013 read together with the rules made there under, permit the listed companies to send the notice of annual general meeting and the Annual Report, including financial statements, Board's Report, etc. by electronic mode. The Company is accordingly forwarding electronic copy of the Annual Report for 2015 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 2015 is being sent in the permitted mode. Members who do not yet registered 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.

- ◆ Documents referred in the notice and the explanatory statement will be kept open for inspection by the members at the registered office of the Company on all working days (Monday to Friday) from 11.00 a.m. to 1.00 p.m. except holidays, up to the date of the ensuing annual general meeting.
- ◆ Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic form, the nomination form may be filed with the respective depository participant.
- ◆ 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) Bring their Annual Report and Attendance Slips with them at the AGM venue.
  - d) Hand over the enclosed attendance slip, duly signed in accordance with their specimen registered with the Company for admission to the meeting place.
  - 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.
- ◆ Members may also note that Notice of this Annual General Meeting and the Annual Report for financial year 2014-15 will also be available for the Company's website i.e. [www.indraindustries.in](http://www.indraindustries.in)
- ◆ Route map for the venue of Annual General meeting is enclosed with this Report. The prominent landmark for venue of AGM is C 21 Mall.
- ◆ The Members who still hold shares 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.
- ◆ Members are requested to send their queries relating to accounts and operations to the Company Secretary, 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 Sharegistry (India) Private Limited** 9, Shiv Shakti Industrial Estate, J.R. Boricha Marg, Lower Parel (East), Mumbai M.H.

- ◆ The Company has designated an exclusive email ID [shriindra@gmail.com](mailto:shriindra@gmail.com) which would enable the members to post their grievances and monitor its redressal. Any member having any grievance may post the same to the said Email address for its quick redressal.
- ◆ 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 as amended by MCA vide its notification dated March 19, 2015, the company is pleased to offer the facility of "remote e-voting" (e-voting from a place other than venue of the AGM) 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 remote 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 remote 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 in to an agreement with the CDSL for facilitating remote E-voting. The Procedure and instructions for E-voting given below:

**Instructions for shareholders voting through electronic means:**

- (i) The e-voting period begins on Saturday, 26<sup>th</sup> September, 2015 from 9.00 A.M. and ends on Tuesday, 29<sup>th</sup> September, 2015 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) Wednesday 23<sup>rd</sup> September, 2015, 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.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period
- (iv) Click on "Shareholders" tab.
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>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.</p> <p>In case the sequence 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. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.</p>
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  OR Date of Birth (DOB)	<p>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.</p> <p>If both the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (v).</p>

- (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 the relevant <INDRA INDUSTRIES LTD> on which you choose to vote.

- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same 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 Non - Individual Shareholders and Custodians**
- ◆ 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](mailto: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](mailto: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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - ◆ Mr. L.N. Joshi, Practicing Company Secretary (Membership No. 5201) has been appointed as the scrutinizer to receive and scrutinize the completed ballot forms and votes casted electronically by the members in a fair and transparent manner.
  - ◆ The Scrutinizer shall after scrutinizing the vote cast at the AGM (Poll) and through Remote E-Voting not later than three days conclusion of AGM, make and submit a consolidated scrutinizers report to the Chairman. The Results declared along with the consolidated

scrutinizers report shall be placed on the website of the company and CDSL. The results shall simultaneously be communicated to the Stock Exchanges where the company's shares are listed.

- ◆ The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 30<sup>th</sup> September, 2015 subject to receipt of the requisite number of votes in favor of the Resolutions.

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

**Place : Indore**  
**Date : 12/08/2015**

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

**(DILIP PATIDAR )**  
**Company Secretary**  
**ACS: A34566**

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

**Statement pursuant to Section 102(1) of the Companies Act, 2013****Item No. 4**

The Company is covered under section 148 of the Companies Act, 2013 and as per the Notification No.1(E) dated 31<sup>st</sup> December, 2014 on the Cost Audit Rules specified by the MCA, your company is required to have the Cost Audit for the Financial Year 2015-16, and further company is also regulated separately in fertilizer sector also hence cost audit for financial year 2014-2015 was also required. For that purpose your Board of directors at their meeting held on 14<sup>th</sup> February, 2015 and 30<sup>th</sup> May, 2015 have appointed Sudeep Saxena & Associates, Cost Accountants, Indore, as Cost Auditors for conducting Cost Audit for the financial year 2014-15 and 2015-2016 on a remuneration of Rs.22,000/- (Rupees Twenty Two thousand only) per year plus reimbursement of out of pocket expenses incurred during the course of audit and service tax, as applicable.

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, members of the Company are required to ratify the remuneration to be paid to the Cost Auditors of the Company. Accordingly, consent of members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for conducting the audit of the cost records of the Company, for financial year 31<sup>st</sup> March, 2015 & 31<sup>st</sup> March, 2016.

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

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

**Item No. 5**

The Articles of Association of the Company as currently in force was originally adopted when the Company was incorporated under the Companies Act, 1956 and further amendments were adopted from time to time, over the past several years. The references to specific sections of the Companies Act, 1956 in the existing Articles of Association may no longer be in conformity with the Companies Act, 2013.

With the introduction of the Companies Act, 2013, it is proposed to amend the existing Articles of Association to make it consistent with the provisions of the Companies Act, 2013 including Rules framed there under. In terms of section 14 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for adoption of new set of Articles of Association of the Company.

A copy of the proposed set of new Articles of Association of the Company would be available for inspection at the Registered Office of the Company during the business hours on any working day, up to the date of the Annual General Meeting and during the Annual General Meeting. In addition, the proposed draft Articles of Association is also available on the Company's website [www.indraindustries.com](http://www.indraindustries.com) for perusal by the Members.

The Board recommends the Special Resolution as set out at Item No.5 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution as set out at Item No.5 of the Notice.

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

**Place : Indore  
Date : 12/08/2015**

**(DILIP PATIDAR )  
Company Secretary  
ACS: A34566**

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

**Additional Information of Directors seeking re-appointment/appointment at the ensuing Annual General Meeting pursuant to Clause 49 of the Equity Listing Agreement:**

Name of Directors	Mrs. Astha Devi Jain
DIN	00408555
Date of Birth	12/03/1967
Date of Appointment	15/06/2006
Expertise/Experience in specific functional areas	Administration
Qualification	MA ( English Literature)
No. & % of Equity Shares held in the Company	658000
List of outside Company's directorship held	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
Salary or Sitting fees paid	Nil
Chairman / Member of the Committees of the Board Directors of other Companies in which he is director	Nil
Relationship between directors inter-se	Shri Virendra Kumar Jain is Husband of Smt. Astha Devi Jain

## BOARD'S REPORT

To,  
Members of  
Indra Industries Limited  
Indore (M.P.)

Your directors are pleased to present the 31<sup>st</sup> Annual Report together with the Audited financial Statement for the year ended 31<sup>st</sup> March, 2015.

## 1. STATE OF AFFAIRS, FINANCIAL PERFORMANCE AND FUTURE OUTLOOK:

### 1.1 FINANCIAL HIGHLIGHTS AND SUMMARY

The performance highlights and summarized financial results of the Company are given below:

(Rupees in Lakhs)

Particulars	Year ended 31 <sup>st</sup> March 2015	Year ended 31 <sup>st</sup> March 2014
Total Income	3397.57	4214.97
Total Expenditure	3751.91	4180.94
<b>Profit/(Loss) before Exceptional &amp; Extraordinary Items &amp; Tax</b>	<b>(354.34)</b>	<b>34.03</b>
Exceptional Items	(19.63)	0.00
Extraordinary Items	0.00	0.00
<b>Profit/(Loss) before tax</b>	<b>(334.71)</b>	<b>34.03</b>
Provision for Tax		
Current Tax	0.00	6.78
Deferred Tax	(105.71)	(8.78)
Provision for earlier Year Tax	0.24	0.00
<b>Profit/(Loss) after tax</b>	<b>(229.24)</b>	<b>36.03</b>
<b>Surplus Carried to Balance Sheet</b>	<b>(229.24)</b>	<b>36.03</b>
No. of Equity Shares	6477070	6866070
Earning per share (Rs.10/- each) Basic & Diluted (in Rs.)	(3.41)	0.52

During the financial year company has achieved total income of Rs. 3397.57 Lacs in comparison to previous year's total income of Rs. 4214.97 Lacs and incurred net loss of Rs. 229.24 lacs in comparison to previous year's net profit of Rs. 36.03 Lacs.

### 1.2 OPERATIONS AND FUTURE OUTLOOK:

This financial year was not good for the Company. Due to economic recession overall in fertilizer sector of country, company has also been affected and suffered and incurred losses particularly because of lower demand of product and change in government policies. Similarly, business of polymer division was also affected due to recession and tough competition.

Further this year board expect that due to availability of goods order in permanent nature company may utilized its full capacity in polymer unit.

Further Directors are hopeful that looking in to the good monsoon, turnover and profitability would also increase in fertilizer sector.

### 1.3 CHANGE IN NATURE OF BUSINESS

During the year there was no change in business activity of the company.

### 1.4 SHARE CAPITAL

During the Financial Year 2014-15 there was no change in capital structure of the company and company has neither issued any shares with differential voting rights nor granted stock options nor sweat equity shares. None of the Directors of the Company hold instrument convertible into equity shares of the Company.

Further Board of Directors in their board meeting held on 22<sup>nd</sup> November 2014 has forfeited 389000 partly paid up equity shares of the company. Paid up Share capital of the company since from 22<sup>nd</sup> November 2014 is stands at Rs.6,47,70,700/- consisting 6477070 equity shares of Rs. 10 each.

## 2. EXTRACT OF ANNUAL RETURN

The Extract of Annual Return as prescribed in form MGT 9 required under section 92 of the Companies Act, 2013 is included in this report as ANNEXURE-1.

## 3. BOARD MEETINGS AND ANNUAL GENERAL MEETING

During the Financial Year 2014-15, meetings of the Board of Directors of the Company were held Nine times. The gap between two Meetings did not exceed one hundred and twenty days. Further Annual General Meeting was held on 26<sup>th</sup> September, 2014. Detailed information on the meetings of the Board, its Committees and the AGM is included in the Report on Corporate Governance, which forms part of this Annual Report.

## 4. DIVIDEND

Due to losses, your Directors have not recommended any dividend for the year under review.

## 5. AMOUNTS TRANSFERRED TO RESERVES

During the year Rs.9,72,500/- is transferred to Capital Reserve on account of forfeiture of 389000 partly paid up equity shares except this, no amount has been transferred to any reserve.

## 6. FIXED DEPOSITS

The Company has not accepted any deposits, within the meaning of Section 73 of the Companies Act, 2013, read with the Companies (Acceptance of Deposits) Rules, 2014.

## 7. DETAILS OF SUBSIDIARY, JOINT VENTURE OR ASSOCIATES

The Company does not have any subsidiary, joint venture or associate company.

## 8. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with provisions of Section 152 of the Companies Act, 2013 and the Company's article of association, Smt. Astha Jain, Director retires by rotation at the forthcoming annual general meeting and being eligible offers herself for re-appointment

The Board of directors appointed Shri Tilak Chitta and Smt. Sanjali Shrimati Jain as independent director in their meeting held on 05<sup>th</sup> June, 2014 & 26<sup>th</sup> June 2014 respectively.

Further, Shri Shashikant Jain and Shri Shantilal Gupta Ceased from Directorship of the Company w.e.f. 29<sup>th</sup> May, 2014 & 05<sup>th</sup> June, 2014 respectively. Your Board places on record their deep appreciation of the valuable contribution made by them during their tenure as Director of the Company.

At the annual general meeting held on 26<sup>th</sup> September, 2014 Shri Tilak Chitta and Smt. Sanjali Shrimati Jain were appointed as an Independent Directors of the Company pursuant to Section 149 of the Companies Act, 2013 for a term of five consecutive years. None of the Independent Directors are due for re-appointment.

Mr. Virendra Kumar Jain, Managing Director, Mr. Deepak Kumar Joshi, Chief financial officer (18.04.2015), Mr. Dilip Patidar, Company Secretary; are the Key Managerial Personnel of the Company as per the provisions of the Companies Act, 2013. Further Board of Directors accepted resignation of Mr. Shammi Kumar Jhanwar, Chief Financial Officer of the company with effect from 18<sup>th</sup> April, 2015 who was appointed Chief Financial Officer on 29<sup>th</sup> May, 2014 and appointed in his place Mr. Deepak Kumar Joshi as Chief Financial Officer of the company with effect from 18<sup>th</sup> April, 2015.

#### DISQUALIFICATIONS OF DIRECTORS

During the year declarations received from the Directors of the Company pursuant to Section 164 of the Companies Act, 2013. Board appraised the same and found that none of the director is disqualified for holding office as director.

#### 9. DECLARATION BY INDEPENDENT DIRECTOR

The Company has received declarations from all the Independent Directors of the Company confirming that they fulfill the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and under Clause 49 of the Listing Agreement with the Stock Exchanges.

The following Directors are independent in terms of Section 149(6) of the Act and Clause 49 of the Listing Agreement:

i) Shri Tilak Chitta

ii) Smt. Sanjali Jain

#### 10. DIRECTORS RESPONSIBILITY STATEMENT

In terms of Section 134(3)(c) of the Companies Act, 2013, your Directors state that:

- a) in the preparation of the annual accounts for the financial year ended 31st March, 2015, the applicable accounting standards had been followed along with proper explanation relating to material departures , if any;
- b) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2015 and of the loss of the Company for year ended on that date;
- c) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the directors have prepared the annual accounts on a going concern basis;

- e) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively and
- f) the directors have laid down proper internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

#### 11. FAMILIARIZATION OF INDEPENDENT DIRECTORS

The details of familiarization programme for Independent Directors have been disclosed on website of the Company [www.indraindustries.in](http://www.indraindustries.in).

#### 12. MEETING OF INDEPENDENT DIRECTORS

The Independent Directors met once during the year under review. The Meeting was conducted in an informal manner without the presence of the Chairman, the Whole Time Director, the Non-Executive Non-Independent Directors and the Chief Financial Officer.

#### 13. COMMITTEES OF THE BOARD OF DIRECTORS

The Company has various committees which have been constituted as a part of the good corporate governance practices and the same are in compliance with the requirements of the relevant provisions of applicable laws and statutes. Your Company has an adequately qualified and experienced Audit Committee with Smt. Sanjali Shrimati Jain as Chairman, Smt. Astha Jain and Shri Tilak Chitta, as Members. The recommendations of the Audit Committee were duly approved and accepted by the Board during the year under review.

##### The other Committees of the Board are:

Nomination and Remuneration Committee

Stakeholders Relationship Committee

Internal Complaint Committee for (The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The details with respect to the composition, powers, roles, terms of reference, Meetings held and attendance of the Directors at such Meetings of the relevant Committees are given in detail in the Report on Corporate Governance of the Company which forms part of this Annual Report.

#### 14. STATEMENT INDICATING THE MANNER IN WHICH FORMAL ANNUAL EVALUATION HAS BEEN MADE BY THE BOARD OF ITS OWN PERFORMANCE, ITS DIRECTORS, AND THAT OF ITS COMMITTEES

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, performance evaluation of the Board, it's Committee and the Independent Directors was carried out time to time. The manner in which the evaluation is carried out has been explained in the Corporate Governance Report.

#### 15. PARTICULARS OF LOAN, GUARANTEES AND INVESTMENTS UNDER SECTION 186

The Company has not provided any loans and guarantees pursuant to section 186 of the Companies Act, 2013 . Further company has reinvested the investment during the financial year for the purpose of liquidity investment. Details of investment are given in note No. 10 to the financial statements.

#### 16. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All transactions entered with related parties for the year under review were on Arm's length basis and in the ordinary course of business and that the provisions of Section 188 of the Companies Act, 2013 are not

attracted. Thus, disclosure in Form AOC-2 is not required. Further, there are no material related party transactions during the year under review with the promoters, directors.

#### 17. CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars in respect of conservation of energy, technology absorption and foreign exchange earnings and outgo, as required under sub-section (3) (m) of section 134 of the Companies Act, 2013 read with Rule (8)(3) of the Companies (Accounts) Rules, 2014 are given as under :

##### (A) Conservation of Energy

The steps taken or impact on conservation of energy :

Adequate measures have been initiated to reduce energy consumption.

- a. The Company has installed latest machineries & equipments at both units of the Company, It will help in reducing the consumption of energy.
- b. The Company has taken proper steps for maintenance/service their machineries time to time which help in smooth functioning and avoid excess consumption of energy. Also at different level of use of electric motor better capacitor has been replaced to save energy.
- c. The Company has installed machinery in such a manner which reduce the ideal time of raw-product from one stage to another stage in their process cycle which help in electricity saving and impact will be seen in next fiscal year.
- d. The Company has installed CFL & LED lamps in the place of conventional light bulbs at both Units & head office of the company these help in handsome savings in power
- e. Culture of organization in such a manner that all employees of organization take initiative to avoid misuse of energy like a switching off unwanted energy consumption.
- f. The Management has undertaken several initiatives to reduce energy consumptions at different levels. our Company believes in sustainable consumption of natural resources and the conservation of energy remain a key focus area at all times. The Company gives utmost importance to the conservation of energy as a part of its Corporate Social Responsibility and adopts eco-friendly practices in all areas of operations.

The capital investment on energy conservation equipments: Nil

##### (B) Technology Absorption :

- (i) The efforts made towards technology absorption : Not Applicable.
- (ii) The benefits derived like product improvement, cost reduction, product development or import substitution : Not Applicable.
- (iii) in case of imported technology (imported during the last three years reckoned from the beginning of the Financial Year): Not Applicable.
- (iv) Company has not incurred any expenditure on Research and Development during the year under review.

Foreign Exchange earning/outgo ( Rs. In Lacs) :		F.Y. 2014-15	F.Y. 2013-14
(a)	Foreign Exchange earned		
	(i) Sales	156.26	122.46
	(ii) Other activities	Nil	Nil
(b)	Foreign Exchanged used		
	(i) Purchase of Raw Material	Nil	Nil
	(ii) Other activities	Nil	Nil

#### 18. STATEMENT IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROL WITH REFERENCE TO THE FINANCIAL STATEMENTS

Your company has an effective internal control and risk mitigation system, which are constantly assessed and strengthened with new/revised standard operating procedures. The company's internal control system is commensurate with its size, scale and complexities of its operations; the internal and operational audit is entrusted to internal auditors. The main thrust of internal audit is to test and review controls, appraisal of risks and business processes, besides benchmarking controls with best practices in the industry.

The audit committee of the board of directors actively reviews the adequacy and effectiveness of the internal control systems and suggests improvements to strengthen the same. The company has a robust management information system, which is an integral part of the control mechanism.

The audit committee of the board of directors, statutory auditors and the business heads are periodically apprised of the internal audit findings and corrective actions taken. Audit plays a key role in providing assurance to the Board of director. Significant audit observations and corrective actions taken by the management are presented to the audit committee of the board. To maintain its objectivity and independence, the internal audit function reports to the chairman of the audit committee.

#### 19. CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY

In view of losses provisions of section 135 of the Companies Act, 2013 does not apply to the Company, therefore Company has not constituted Corporate Social responsibility (CSR) committee as required under the Act.

#### 20. REMUNERATION POLICY / DISCLOSURE RELATING TO REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND PARTICULARS OF EMPLOYEES:

In accordance with Section 178 and other applicable provisions if any, of the Companies Act, 2013 read with the Rules issued there under and Clause 49 of the Listing Agreement, the Board of Directors formulated the Nomination and Remuneration Policy of your Company on the recommendations of the Nomination and Remuneration Committee. Details of policy covering these requirements has disclosed in corporate governance report.

Information required under Section 197 of the Companies Act, 2013 read with Rule 5 (1) Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 attached as "ANNEXURE 2".

During the year none of the employee of the company is drawing remuneration more than Rs.60,00,000/- per annum or Rs.5,00,000/- per month for the part of the year, therefore Particulars of the employees as required under Section 197 of Companies Act, 2013 read with rule 5 (2) & rule 5 (3) of Companies (appointment and remuneration) Rules 2014 are not applicable, during the year under review.

Further Company did not have any holding or subsidiary company therefore receipt of the commission or remuneration from holding or subsidiary company of the company as provided under section 197 (14) of Companies Act, 2013 is not applicable.

#### **21. REPORTS ON MANAGEMENT DISCUSSION ANALYSIS REPORTS ON CORPORATE GOVERNANCE & MANAGEMENT DISCUSSION ANALYSIS**

Pursuant to clause 49 of the listing agreement with stock exchanges, a separate section titled Report on Corporate governance and Management discussion and Analysis forms part of this Annual Report.

Certificate confirming compliance with the conditions of Corporate Governance as stipulated under clause 49 of the Listing Agreement also forms parts of this Annual Report.

#### **22. DISCLOSURE ON ESTABLISHMENT OF A VIGIL MECHANISM/WHISTLE BLOWER POLICY**

The Company has a whistle blower policy to report genuine concerns or grievances. The details of establishment of the reporting mechanism are disclosed on the website of the Company ([www.indraindustries.in](http://www.indraindustries.in)). No Person has been denied access to the Audit Committee.

#### **23. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS OF THE COMPANY.**

There are no significant and/or material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of the Company.

#### **24. SECRETARIAL AUDIT**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the company has appointed M/s. L. N. Joshi, Practicing Company Secretary, to undertake as the Secretarial Audit of the company. The Secretarial Audit report is included as ANNEXURE-3 and forms an integral part of this Report.

There was no secretarial audit qualification for the year under review.

#### **25. STATUTORY AUDITORS**

M/s. P.K.Shishodiya & Company, Chartered Accountants (Firm Registration No. 003233C) were appointed as statutory auditors to hold office from the conclusion of the 30<sup>th</sup> Annual General Meeting (AGM) till the conclusion of the three consecutive AGM, (Subject to ratification of the appointment by the members at every AGM held after the 30<sup>th</sup> AGM). The proposal for ratification of the appointment of the statutory auditor for the financial year 2015-16 is placed before the members at the ensuing AGM. The Company has received a written consent from M/s. P.K. Shishodiya & Company, Chartered Accountant, for ratification of their appointment in terms of Section 139 of the Companies Act, 2013 and a certificate to the effect that their appointment shall be in accordance with the prescribed conditions and that the firm is not disqualified under the Companies Act, 2013.

## EXPLANATION TO AUDITOR'S REMARKS

The Auditors in their report have referred to the notes forming part of the Accounts which are self-explanatory and does not contain any qualification, reservation or adverse remark or disclaimer.

Further there was no fraud in the Company, which was required to report by statutory auditors of the Company under sub-section (12) of section 143 of Companies Act, 2013.

### 26. COST AUDIT

Pursuant to Section 148 of the Companies Act, 2013 read with The Companies (Cost Records and Audit) Amendment Rules, 2014, the cost audit records maintained by the Company in respect of its activity is required to be audited. The Board of Directors on recommendation of the Audit Committee and nomination remuneration committee, has appointed M/s. Sudeep Saxena & Associates (Firm Registration No.100980), Cost Accountants, Indore as Cost Auditors of the Company, for the Financial Year 2014-15 and 2015-2016 for conducting the audit of the cost records maintained by the Company on the remuneration of Rs. 22000/- (Rupees Twenty Two Thousand only) per year plus out of pocket expenses incurred from time to time to be paid to the Cost Auditor.

Cost Auditors have given their eligibility certificate for appointment as Cost Auditors. The remuneration payable to the said cost auditors needs to be ratified by the shareholders at the ensuing Annual general meeting. The Cost Audit report for the financial year 31st March, 2014 has been submitted by the Company.

### 27. CODE OF CONDUCT

The Company has laid down a code of conduct for all Board members and senior management and independent directors of the Company. All the Board members including independent directors and senior management personnel have affirmed compliance with the code of conduct. Declaration on adherence to the code of conduct is forming part of the Corporate governance Report.

### 28. STATEMENT INDICATING DEVELOPMENT & IMPLEMENTATION OF RISK MANAGEMENT POLICY:

The Board of Directors has adopted risk management policy for the Company which provides for identification, assessment and control of risks which in the opinion of the Board may threaten the existence of the Company. The Management identifies and controls risks through a properly defined framework in terms of the aforesaid policy.

### 29. MATERIAL CHANGES & COMMITMENTS, IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY

No material changes and commitments affecting the financial position of the company have occurred between the end of the financial year to which the financial statements relate and the date of this Board's report.

### 30. ENVIRONMENT AND SAFETY

The Company is conscious of the importance of environmentally clean and safe operations. The Company's policy required conduct of operations in such a manner, so as to ensure safety of all concerned, compliances environmental regulations and preservation of natural resources.

### 31. SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013.

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaints Committee (ICC) has been set up to redress the Complaint received regarding sexual harassment. There was no case of sexual harassment reported during the year under review.

**32. LISTING OF SHARES**

It is matter of pleasure that your company has been listed at nationwide terminal Bombay Stock Exchange Limited with effect from 05<sup>th</sup> June, 2015. The company has paid annual listing fee for financial year 2015 16. Company was originally listed on M P Stock Exchange but due to derecognition of M. P. stock exchange, Company has applied for direct listing at Bombay Stock Exchange.

**33. BUSINESS RESPONSIBILITY REPORT:**

Business responsibility reporting as required by clause 55 of the listing agreement with stock exchange is not applicable to your company for the financial year ending 31<sup>st</sup> March 2015.

**34. DEPOSITORY SYSTEM**

Your Company's shares are tradable compulsorily 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.

**35. PREVENTION OF INSIDER TRADING**

In view of the SEBI (Prohibition of Insider Trading) Regulation, 2015 the Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company.

The Code requires Trading Plan, pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed.

**36. MD & CFO CERTIFICATION**

Certificate from Managing Director and Chief Financial Officer, pursuant to provisions of Clause 49(V) of the Listing Agreement, for the year under review was placed before the Board of Directors of the Company at its meeting held on 12th August, 2015. A copy of the certificate on the financial statements for the financial year ended March, 31, 2015 is annexed along with Report Corporate Governance.

**37. INDUSTRIAL RELATIONS:**

Company's Industrial relations continued to be healthy, cordial and harmonious during the period under review.

**38. ACKNOWLEDGMENT:**

The Board of Directors wish to place on record its appreciation for the extended co-operation and assistance rendered to the Company and acknowledge with gratitude the continued support and cooperation extended by the investors, stakeholders, Banks and other regulatory authorities.

Place Indore  
Date 12<sup>th</sup> August, 2015

For and on behalf of the Board of Directors  
INDRA INDUSTRIES LIMITED

Virendra Kumar Jain  
Managing Director  
DIN .00326050

Astha Devi Jain  
Director  
DIN.00408555

## MANAGEMENT DISCUSSION & ANALYSIS REPORT

### ECONOMIC SCENARIO

Indian markets have witnessed a buoyant trend that indicates better profit growth prospects for 2015. This seems to be the start of a golden era, not just for the markets, but also the Indian economy. Many factors have fallen into place for Indian markets and the economy. India is the only major country that is projected to see a pickup in growth momentum. The government's initial estimates for Fiscal Year 2014 (ending 31 March 2015) show that economic growth accelerated to 7.4%. Growth in the gross domestic product is expected to accelerate to 7.8% in FY 2015 on improved performance in both industry and services as policy addresses structural bottlenecks and external demand improves. Growth is expected to edge up further to 8.2% in FY 2016, helped by a supportive monetary policy in 2015, as inflation continues to trend lower and by a pickup in capital expenditure.

### INDUSTRY OUTLOOK

#### FERTILIZERS

The fortune of fertilizer industry is highly dependent on factors such as population growth, government policy and regulation including incentives and subsidies to lower the cost of fertilizers to the farmers. The fertilizer consumption in India has generally exceeded the domestic production in both nitrogenous and phosphatic fertilizers, except for a few years. Government policy on pricing and prioritizing allocation of natural gas to Urea may severely affect production and sale of fertilizers. Free Trade Agreement with other nations may result in lowering of the existing duty structure, thus encouraging cheaper imports which in turn can affect sale of domestic manufacturers. Government has liberalized import of chemicals to meet the ever increasing consumption level of chemicals in almost all sectors of the economy. International manufacturers, apart from cheaper energy sources, are having huge production capacities thus benefitting from the economies of scale, making available their products at cheaper rate compared to domestic manufacturers.

#### POLYMER

Despite the slowdown in the economy, the polymer industry in India is believed to be finally on track. With an increase in demand the polymer consumption is expected to double by 2020, to about 20 million metric tons. The key players of the market believe that the growth drivers of the sector are finally in place and with the insatiable manufacturing industry, supportive government policies and a freshly surging economy, the best is yet to come for this niche.

### OPPORTUNITIES

#### FERTILIZER

There is a lot of development going on to meet the demand of fertilizers in the country through indigenous production, self-reliance in design engineering and execution of fertilizer projects is very crucial. There are consultancies which organize themselves to undertake execution of fertilizer projects starting from concept/designing to commissioning of fertilizer plants in India and abroad. The fertilizer plant operators are now in the position to absorb and assimilate the latest technological developments, incorporating environmental friendly process technologies, and are in a position to operate and maintain the plants at their optimum levels without any foreign assistance and on international standards in terms of capacity utilization, specific energy consumption & pollution standards.

#### POLYMER

The polymer industry in India has bright prospects stored for it in the time to come. As mentioned earlier, the polymer products have universal acceptability and their production and use will grow unhindered. An insatiable manufacturing industry, a surging economy, and supportive government policies have already made India a polymers superpower, but the best is yet to come. Production levels are soaring in order to keep up with India's ravenous demand. India's government has played

a key role in boosting the significance of polymers, in terms of both consumer demand and in the production industry.

## **RISKS & CONCERNS**

### **FERTILIZER**

The growth trajectory of the Indian fertilizer industry has camouflaged the impending challenges with which it is faced. Growth and development of agriculture in India derives a significant stimulus from the fertilizer industry. Agricultural milieu in India could be jeopardized by the uncertainties in the fertilizer industry. The government is faced with the piquant situation, which demands a balance between the needs of the farmers and the fertilizer manufacturers. The challenges before the Indian fertilizer industry relate to the incertitude in the supply of fertilizers. There has been a surge in the demand for fertilizers in the past few years.

### **POLYMER**

While much of the polymer products are still imported, there is now considerable investment taking place in polymer processing to support manufacturing investments, driving growth in polymer demand. The report claims those that understand and participate in this market now will reap the benefit of future growth but there are challenges, including lack of sufficient local polymer production; exchange rate fluctuations of local currencies against the dollar and power supply in the sub-continent is erratic and unreliable. Exchange rate fluctuations of local currencies against the dollar make it harder to compete against cheaper Chinese imports of finished goods and the power supply can dramatically reduce effective utilization.

### **INTERNAL CONTROL**

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 & OPERATIONAL PERFORMANCE**

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

### **CAUTIONARY STATEMENT**

*Statements in the Management Discussion and Analysis Report and in Board's Report describing the Company's objectives, expectations or predictions may be forward looking within the meaning of applicable laws and regulations. Actual results may differ materially from those expressed or implied. Important factors that could influence the Company's operations include competition, government policies and regulations.*

## REPORT ON CORPORATE GOVERNANCE

In Compliance with clause 49 of the Listing Agreement with Stock Exchanges, the Company submits the report on the matters mentioned in the said clause and practices as followed by the Company.

### I. 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 is fully compliant with the Corporate Governance norms in the terms of constitution of the Board of Directors ("the Board"). 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 with stock exchange.

As will be seen from the following table, none of the directors holds office as a director, including an alternate director, in more than 20 companies at the same time. None of them has directorships in more than 10 public companies, None of the directors serves as an independent director in more than seven listed companies or in more than three listed companies in case he is a whole time director in any listed 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.

Name of Director	Category	No. of Board Meetings Attended	Date of Joining the Board	Whether attended last AGM held on 26.09.2014	No. of Directorship (including this Company)		No. of Committee membership Position (including this Company)	
					Chairman	Member	Chairman	Member
*Shri Shantilal Gupta (DIN. 00422487)	ID,NED	Nil	21.09.1984	No	-	-	-	-
Shri Virendra Kumar Jain (DIN. 00326050)	MD	9	10.04.1986	Yes	1	1	-	-
*Shri Shashikant Jain (DIN. 00009560)	ID,NED	Nil	30.08.2003	No	-	4	-	-
Smt. Astha Devi jain (DIN. 00408555)	NED	9	15.06.2006	Yes	-	1	-	3
*Tilak Chitta (DIN. 06537054)	ID,NED	7	05.06.2014	No	-	2	-	3
*Smt.Sanjali Shrimati Jain (DIN. . 06909199)	ID,NED	6	26.06.2014	Yes	-	1	3	3

MD= Managing Director, ID = Independent Director, NED= Non Executive Director

**Note:** This includes directorship in public limited companies, subsidiary of public limited companies and directorship in Private Limited Companies but excluding, overseas companies, companies under Section 8 of the Companies Act, 2013 and alternate directorship if any.

All independent directors have given declaration that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013 and clause 49 of the Listing Agreement.

\* Shri Shashikant Jain and Shri Shantilal Gupta Ceased from Directorship of the Company w.e.f. 29th May, 2014 & 05th June, 2014 respectively.

\*Further Shri Tilak Chitta and Smt.Sanjali Shrimati Jain were appointed as Independent Directors of the company w.e.f. 05th June, 2014 & 26th June 2014 respectively.

The notice of every board meeting is given in writing to each director. The agenda along with the relevant information such as financial results, capital expenditure proposals and statutory dues, among others, are as a matter of routine, placed before the Board for its approval/information. 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 Company Secretary in consultation with the Senior Management prepares the detailed agenda for the meetings.

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 2014-15 Nine Board Meetings were held and the gap between two meetings did not exceed 120 days. The dates on which the said Meetings were held are as follows:

May 29th 2014, June 05th, 2014, June 26th, 2014, August 14th 2014, September 22nd, 2014, November 14th 2014, November 22nd 2014, December 10th 2014 & February 14th 2015

None of the Non-Executive Directors have any material pecuniary relationship or transactions with the Company

**(ii) Independent Directors Meeting**

Pursuant to the clause 49 of the Listing Agreement and Schedule IV of the Companies Act, 2013, the independent directors of the Company shall hold at least one meeting in a year without attendance of non-independent directors and members of the Management. Accordingly, independent directors of the Company met on 13th February 2015 to consider the following business as required under clause 49 of the Listing Agreement and the Companies Act, 2013:-

- (a) Review the performance of Non Independent Directors and the Board as a whole;
- (b) Review the performance of the Chairman of the Company, taking into account the views of executive directors and non-executive directors and;

- (c) Assess the quality, quantity and timelines of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

All the independent directors were present for the meeting.

**(iii) Performance evaluation of independent directors**

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an Annual Performance Evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Committees. Well-defined and structured questionnaires were prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, areas of responsibility, execution and performance of specific duties, obligations and governance, compliance, oversight of Company's subsidiaries, etc.

The performance evaluation of the Independent Directors was carried out by the entire Board excluding the Director being evaluated. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. Qualitative comments and suggestions of Directors were taken into consideration by the Chairman of the Board and the Chairman of the Nomination and Remuneration Committee. The Directors have expressed their satisfaction with the evaluation process.

**(iv) Familiarization of Independent Directors**

The details of familiarization programme for Independent Directors have been disclosed on website of the Company [www.indraindustries.in](http://www.indraindustries.in).

**(v) Inter-se relationship among directors**

Mr. Virendra Jain and Mrs. Astha Jain are husband-wife. Except for this, there is no inter-se relationship among the directors.

**(vi) 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.

**(vii) Shareholding of Nonexecutive Director**

The Number of equity shares held by Non-Executive Directors as on 31.03.2015 was as under:

Name of Director	No. of shares
Smt. Astha Devi jain (Din No. 00408555)	658000
Shri Tilak Chitta (Din No 06537054)	-
Smt. Sanjali Shrimati Jain (Din No. 06909199)	-

Except Mr. Virendra Kumar Jain and Mrs. Astha Jain, no directors and their relatives hold any share in the Company.

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

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.

**(ix) 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. As required under Section 177 of the Companies Act, 2013 ("the Act") read with the provisions of Clause 49 of the Listing Agreement(s), the Board has Re-constituted an Audit Committee consisting of Smt. Astha Jain (Non Executive Director) & Shri Tilak Chitta and Smt. Sanjali Shrimati Jain are independent Directors. All the members of the committee including chairman (except Smt. Astha Jain), are independent director. All the members of the committee are financial literate.

**(i) Meeting and Composition**

The Composition of Audit Committee as on 31.03.2015 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	Member	4	4
*Shri Shashikant Jain (Din No. 00009560)	Non executive Independent Director	Member	1	1
*Shri Shantilal Gupta (Din No. 00422487)	Non executive Independent Director	Member	1	-
*Tilak Chitta (Din No 06537054)	Non executive Independent Director	Member	3	3
*Sanjali Shrimati Jain (Din No. 06909199)	Non executive Independent Director	Chairman	3	3

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

\* Further Shri Tilak Chitta and Smt. Sanjali Shrimati Jain were appointed as Independent Directors of the company w.e.f. 05<sup>th</sup> June, 2014 & 26<sup>th</sup> June 2014 respectively.

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

29/05/2014	14/08/2014	14/11/2014	14/02/2015
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As mandated by clause 49 of the Listing agreement

1. The representatives of statutory and internal auditors of the company are also invited in the audit committee meetings.
2. The gap between two audit committee meetings was not more than 120 days.
3. The Chairman of the Audit Committee was present at the last Annual General Meeting of the Company.

**(ii) Terms of reference of the Audit Committee**

The terms of reference of Audit Committee are as under:

- ◆ Examination of Financial statement and statutory Auditor's Report thereon and discussion of any related issues with the internal Auditor's Report & statutory Auditors and the management of the Company.
- ◆ Review of Financial statement before their submission to the Board, including Director's Responsibility statement, changes in accounting policies and practices, statutory compliances and qualification in draft audit report.
- ◆ Approval or any subsequent modification of transactions of the Company with related parties.
- ◆ Recommending the appointment and removal of external auditor, fixation of audit fee and approval of payment of any other services:
- ◆ Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- ◆ 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 134(3)(c) of the Companies Act, 2013.
  - 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. Significant adjustments made in the financial statements arising out of audit findings.
  - d. Compliance with listing and other legal requirements relating to financial statements.
  - e. Disclosure of any related party transactions & Approval or any subsequent modification of transactions of the company with related parties.
- ◆ 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 the Company's financial and risk management policies;
- ◆ Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- ◆ Scrutiny of inter-corporate loans and investments;

- ◆ Valuation of undertakings or assets of the company, wherever it is necessary; Evaluation of internal financial controls and risk management systems;
- ◆ Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- ◆ Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- ◆ Discussion with internal auditors of any significant findings and follow up there on;
- ◆ Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- ◆ Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- ◆ To review the functioning of the Whistle Blower mechanism;
- ◆ Approval of appointment of CFO or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- ◆ Undertake such other functions as may be entrusted to it by the Board from time to time.
- ◆ The Chairman of the Committee to attend the Annual General Meeting to respond to the queries of shareholders.

#### (II) Stakeholders' Relationship Committee.

As required under Section 178(5) of the Companies Act, 2013 ("the Act") read with the provisions of Clause 49 of the Listing Agreement(s), the Board has re-constituted Stakeholders Relationship Committee which comprises of three Directors of Smt. Astha Jain (Non Executive Director) & Shri Tilak Chitta and Smt. Sanjali Shrimati Jain are independent Directors. The constitution and terms of reference of Stakeholders' Relationship Committee of the Company are in compliance with provisions of Companies Act, 2013 and the Listing Agreement.

##### (i) Meeting and Composition

The Composition of Committee as on 31.03.2015 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	Member	3	3
*Tilak Chitta (DIN. 06537054)	Non executive Independent Director	Member	3	3
*Sanjali Shrimati Jain (Din No. 06909199)	Non executive Independent Director	Chairman	3	3

\* Shri Shashikant Jain and Shri Shantilal Gupta Ceased from Directorship of the Company w.e.f. 29<sup>th</sup> May, 2014 & 05<sup>th</sup> June, 2014 respectively. Accordingly they also ceased as member of the Stakeholders' Relationship Committee from respective dates.

\* Further Shri Tilak Chitta and Smt.Sanjali Shrimati Jain were appointed as Independent Directors of the company w.e.f. 05<sup>th</sup> June, 2014 & 26<sup>th</sup> June 2014 respectively.

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

14/08/2014	14/11/2014	14/02/2015
------------	------------	------------

(ii) During the year under review no complaints were received from shareholders, there were no complaints pending unresolved as at the end of the year.

(iii) Share transfer in physical form are registered by the Registrar and returned to respective Transferee/person within a period ranging from one to two weeks provided the documents lodged with Registrar /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](mailto:shriindra@gmail.com), [info@indraindustries.in](mailto:info@indraindustries.in)

Tele: 0731-2553791-93

Fax No. 0731-2553791

#### Terms of Reference:

The Board has clearly defined the terms of reference for this committee, which meets in regular intervals and looks into the matters of shareholders/investors grievances along with other matter listed below:

- ◆ Approval of transfer of shares and issue of duplicate/split/consolidation/sub-division of shares certificates.
- ◆ 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.

Continuous efforts are made to ensure that grievances are more expeditiously redressed to the complete satisfaction of the investors. Shareholders are requested to furnish their telephone numbers and e-mail addresses to facilitate prompt action.

#### (III) Nomination and Remuneration Committee

Pursuant to Clause 49 of the Listing Agreement and Section 178 of the Act, the Board has re-constituted and renamed the Remuneration Committee as Nomination and Remuneration Committee and adopted new terms of reference.

The terms of reference for the Nomination and Remuneration Committee includes:

- To formulate a Nomination and Remuneration Policy on:
  - determining qualifications, positive attributes and independence of a director.
  - guiding remuneration of Directors, Key Managerial Personnel (“KMP”) and other employees and Board diversity.
- Recommend Nomination and Remuneration Policy to the Board.
- Identify candidates who are qualified to become Directors.
- Identify persons who are qualified to become Senior Management (Senior Management of the Company means employees of the Company who are Divisional Heads and Corporate Functional Heads).
- Recommend to the Board the appointment and removal of Directors and Senior Management.
  - Lay down the process for evaluation of the performance of every Director on the Board.
- The Chairman of the Committee to attend the General Meeting to respond to the queries of shareholders.

During the period under review, the Nomination and Remuneration Committee met two times on 29<sup>th</sup> May , 2014 & 14<sup>th</sup> November, 2014. Constitution of the Nomination and Remuneration Committee and attendance details during the financial year ended March 31, 2015 are given below:

Name of the Member	Category	Status	No. of meetings attended	
			Held during tenure	Attended
Sanjali Shrimati Jain (Din No. 06909199)	Non executive Independent Director	Chairman	1	1
Tilak Chitta (Din No 06537054)	Non executive Independent Director	Member	1	1
Smt. Astha Devi jain (Din No. 00408555)	Non executive Director	Member	2	2
*Shri Shashikant Jain (Din No. 00009560)	Non executive Independent Director	Member	1	1

#### **Remuneration of directors**

Remuneration paid or payable to Directors during the year 2014-15

Name of Director	Sitting Fees	Commission on Profit	Salary & Allowance	Contribution to PF	Perquisites	Total
Virendra Kumar Jain	-	-	864000	36000	-	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.

The Nomination and Remuneration Committee at its meeting held on 14<sup>th</sup> August 2014 approved the Nomination and Remuneration Policy and the methodology for conducting the performance appraisal of the Board, the Board Committees and the Directors. The details of Nomination and Remuneration Policy and methodology for conducting the performance appraisal of the Board, the Board Committee and the Directors is given below:

### **Appointment and removal of Director, Key Managerial Personnel and Senior Management**

1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
2. A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.
3. The Company shall not appoint or continue the employment of any person as Managing Director/Whole-time Director/Manager who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

#### **• Term/Tenure:**

#### **1. Managing Director/Whole-time Director/Manager (Managerial Person): -**

The Company shall appoint or re-appoint any person as its Managerial Person for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

#### **2. Independent Director: -**

- An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for reappointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.
- No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

- Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. However, if a person who has already served as an Independent Director for 5

years or more in the Company as on 1 October, 2014 or such other date as may be determined by the Committee as per regulatory requirement, he / she shall be eligible for appointment for one more term of 5 years only.

- At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company.

### **Provisions relating to remuneration of Managerial Person, KMP and Senior Management**

#### **• General:**

- a. The remuneration / compensation / commission etc. to Managerial Person, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
- b. The remuneration and commission to be paid to Managerial Person shall be as per the statutory provisions of the Companies Act, 2013, and the rules made there under for the time being in force.
- c. Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Managerial Person.
- d. Where any insurance is taken by the Company on behalf of its Managerial Person, KMP and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

#### **• Remuneration to Managerial Person, KMP and Senior Management:**

##### **1. Fixed pay:**

Managerial Person, KMP and Senior Management shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee in accordance with the statutory provisions of the Companies Act, 2013, and the rules made there under for the time being in force. The break-up of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

##### **2. Minimum Remuneration:**

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managerial Person in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the prior approval of the Central Government.

**3. Provisions for excess remuneration:**

If any Managerial Person draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

**• Remuneration to Non-Executive / Independent Director:****1. Remuneration / Commission:**

The remuneration / commission shall be in accordance with the statutory provisions of the Companies Act, 2013, and the rules made there under for the time being in force.

**2. Sitting Fees:**

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

**3. Limit of Remuneration /Commission:**

Remuneration /Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the net profits of the Company computed as per the applicable provisions of the Companies Act, 2013.

**4. Stock Options:**

An Independent Director shall not be entitled to any stock option of the Company.

**MANAGEMENT****A. The Management discussion and analysis report**

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

**B. 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 following non-mandatory requirements have been adopted by the Company:

- (a) Half yearly financial result including summary of the significant events are presently not being sent to the shareholders of the company.
- (b) Auditor's Report does not contain any qualifications.

- (c) The Company has appointed Mr. Virendra Jain to the posts of Chairman and Managing Director.
- (d) The Internal Auditors report directly to the Audit Committee.

## 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 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, 2013, 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. During the last three years, there were no strictures or penalties imposed on the company by the stock exchange or SEBI or any statutory authority, on any matter related to capital markets.
- 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. Pursuant to section 177(9) and (10) of the Companies Act, 2013 and clause 49 of the listing agreement, the Company has formulated Whistle Blower policy for vigil mechanism for directors and employees to report to the management about the unethical behavior, fraud or violation of company code of conduct.
- I. Business risk evaluation and management is an ongoing process within the company. The assessment is periodically examined by the Board.
- J. The Company has in place an Anti Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. An Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. During the year no complaints of sexual harassment were received.
- K. As per clause 5AII 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 is 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 approved financial results are forthwith send to the Stock exchanges and also posted on website of the Company.

The Company's financial results and official press releases, shareholding patterns, and all other corporate communication are displayed on company's website [www.indraindustries.in](http://www.indraindustries.in) and same has been send to stock exchanges for their up gradation

A separate dedicated section under "Investor Relations" on the Companies Website gives the information on unclaimed dividends, quarterly Compliances with stock exchange and other relevant information of interest to the investor's public.

Sections 20 & 129 of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014 permit companies to service delivery of documents electronically on the registered members'/ shareholders' email addresses. The Company, during the year under review sent documents, such as notice calling the general meeting, audited financial statements, Board's Report, Auditors' Report etc. in electronic form at the email addresses provided by the shareholders and made available by them to the Company through the depositories. Shareholders desiring to receive the said documents in physical form continued to get the same in physical form, upon request.

The Company also files the following information, statements, reports on websites specified by Bombay Stock Exchange Limited.

- ◆ Full version of the Annual Report including the Balance Sheet, Statement of Profit and Loss,
- ◆ Board's Report and Auditors' Report, Cash Flow Statement and quarterly financial statements.
- ◆ Corporate Governance Report.
- ◆ Shareholding pattern.

#### GENERAL BODY MEETINGS

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

Meeting	Date	Time	Venue
30 <sup>th</sup> Annual General Meeting 2013-14	26 <sup>th</sup> September 2014	10 a.m.	Registered Office of Company at 406 , Airen Heights , Scheme No. 54, A. B. Road, Indore M.P. 452010
29 <sup>th</sup> Annual General Meeting 2012-2013	30 <sup>th</sup> 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 <sup>th</sup> Annual General Meeting 2011-2012	28 <sup>th</sup> September 2012	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.

Following special resolutions were passed in last three Annual General Meetings.

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 in annual general meeting held on 26.09.2014.

Authority to obtain loan/borrowings under Section 180(1)(c) and (2) of the Companies Act, 2013 in annual general meeting held on 26.09.2014.

No Extra Ordinary General Meeting was held during the financial year 2014-15.

**GENERAL SHAREHOLDER INFORMATION**

AGM: Date, Time and Venue	Wednesday 30 <sup>th</sup> September 2015 at 11.30 A.M.  Venue of the meeting: 406,Airen Heights, Scheme No. 54, A. B. Road, Indore M.P. 452001  Last date for receipt of proxy forms: 28 <sup>rd</sup> September, 2015
Financial reporting for 2015-16:-- 1 <sup>st</sup> Quarter ending 30 <sup>th</sup> June, 2015  2 <sup>nd</sup> Quarter ending 30 <sup>th</sup> September, 2015  3 <sup>rd</sup> Quarter ending 31 <sup>st</sup> December 2015  4 <sup>th</sup> Quarter ending 31 <sup>st</sup> March, 2016	Second fortnight of August, 2015  Second fortnight of November, 2015  Second fortnight of February , 2016  Before 30 <sup>th</sup> May, 2016
Date of Book Closure	Saturday 26 <sup>th</sup> September 2015 to 30 <sup>th</sup> September 2015 [Both days inclusive]
Listing on Stock Exchanges	Bombay Stock Exchange Ltd, Mumbai w.e.f. 05 <sup>th</sup> June 2015  *MP Stock Exchange Limited (Derecognized w.e. f. 9 <sup>th</sup> June, 2015)
Dividend Payment Date	No Dividend was recommended by the board of the Directors for financial year 31 <sup>st</sup> March, 2015.

Stock Code – ISIN Code- CIN No.-	Bombay Stock Exchange Limited (539175)  INE924N01016  L74140MP1984PLC002592
Registrar and Transfer Agents	<b>Purva Sharegistry (India) Private Limited,</b> <b>9, Shiv Shakti Industrial Estate, Ground Floor,</b> <b>J.R.Boricha Marg, Opp.Kasturba Hospital, Lower</b> <b>Parel, Mumbai (M.H.) Tele No. : 022-23016761</b> <b>23010771 , 23012518</b> Email id- <a href="mailto:busicomp@vsnl.com">busicomp@vsnl.com</a> Website- <a href="http://www.purvashare.com">www.purvashare.com</a>
Share Transfer System	All the transfer received are processed by the Registrar and transfer Agent
Distribution of shareholding as on 31.03.2015	Please see Annexure 'A'
Shareholding pattern as on 31.03.2015	Please see Annexure 'B'
Market Rate *	Not Available due to infrequent trading : Trading platform was not available at M.P. Stock Exchange
Outstanding GDRs/ADRs/Warrants or any convertible instruments , Conversion date and likely impact on equity	The Company has not issued any GDRs/ADRs/Warrants or any convertible Instruments.
Address for correspondence	Shareholders correspondence should be addressed to:  <b>Registered Office: 406,Airen Heights, Scheme No. 54, A. B. Road, Indore M.P. 452010</b>  <a href="mailto:info@indraindustries.in">info@indraindustries.in</a>  <a href="http://www.indraindustries.in">www.indraindustries.in</a>
Plant Location	Fertilizer Plant : Village Sandla, Tehsil Badnawar Dist. Dhar (M. P.)  Polymer Plant : Industrial Area , Dewas (Madhya Pradesh )

\* Market Rate for BSE is not available for year 2015, as company got listed on BSE as on 05.06.2015.

#### WHISTLE BLOWER POLICY/VIGIL MECHANISM

Pursuant to section 177(9) of Companies Act, 2013 and clause 49 of Listing Agreement, the Company has a Board approved whistle blower policy/vigil mechanism to enable directors and employees to report to the Management their concerns about unethical behavior, actual or suspected fraud or

violation of Company's code of conduct or ethics policy. This mechanism provides safeguards against victimization of directors/employees who avail of the mechanism and provides for direct access to the Chairman of the Audit Committee in exceptional cases. The policy/vigil mechanism has been appropriately communicated to the employees within the organization and has been put on the Company's website [www.indraindustries.in](http://www.indraindustries.in).

None of the employees has been denied access to the Audit Committee under this policy during the year under review

#### **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 31<sup>st</sup> March 2015, 79.62% of shares were held in dematerialized form and rest 20.38% in physical form.

#### **CODE OF CONDUCT**

The Board of Directors has laid down the Code of Conduct for all the Board Members and members of the senior management. The Code is also placed on the Company's website - [www.indraindustries.in](http://www.indraindustries.in). A certificate from the Managing Director, affirming compliance of the said Code by all the Board Members and members of the senior management to whom the Code is applicable, is annexed separately to this report.

Further, the Directors and the Senior Management of the Company has submitted disclosure to the Board that they do not have any material financial and commercial transactions that may have a potential conflict with the interest of the Company at large.

#### **CODE FOR PREVENTION OF INSIDER TRADING PRACTICES**

Securities and Exchange Board of India has notified on 15<sup>th</sup> January 2015 new regulations for prohibition of insider trading (effective from 15<sup>th</sup> May 2015) repealing the regulations issued in 1992. In Compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended till date on prohibition of insider trading, the Company has comprehensive Code of Fair Disclosure and Code of Conduct for prevention of Insider Trading, 2015 strictly adhered to by its management, staff and relevant business associates and the same is being uploaded on website. 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.

#### **CEO/CFO CERTIFICATION**

The Managing Director and the Chief Financial Officer of the Company give annual certification on financial reporting and internal controls to the Board in terms of Clause 49 of the Listing Agreement. The Managing Director and the Chief Financial Officer also give quarterly certification on financial results to the Board in terms of Clause 41 of the Listing Agreement.

**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 farm part of the Corporate Governance Report for the year 2014-15. 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**

I Virendra Jain, Managing Director of the M/s Indra Industries Limited declared that all the members of Board of Directors and senior management personnel have affirmed compliance with the code of conduct for the financial year ended on 31<sup>st</sup> March 2015.

Place: Indore  
Date : 12.08.2015

For Indra Industries Limited

Virendra Kumar Jain  
(DIN: 00326050)  
Managing Director

CEO/CFO CERTIFICATE

We hereby certify to the Board of Directors of **INDRA INDUSTRIES LIMITED** that:-

- a. We have reviewed financial statements and the cash flow statement for the year ended on 31/03/2015 and that to the best of our 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 our 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. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We 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 we 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 : 12.08.2015

FOR INDRA INDUSTRIES LIMITED

Deepak Kumar Joshi  
Chief Financial Officer

Virendra Kumar Jain (00326050)  
Managing Director

**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 31<sup>st</sup> March, 2015, 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 based on 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 further state that in respect of investor grievances received during the year ended 31<sup>st</sup> March, 2015, the Registrars of the Company have certified that as at 31<sup>st</sup> March, 2015, 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

Place : Indore  
Date : 12.08.2015

P.K.Shishodiya  
(Partner)  
Membership No.036015  
F.R. No. 03233C

**ANNEXURE A**Distribution of Shareholding by size as on 31<sup>st</sup> March 2015:

Share or Debenture holding of nominal value of Rs.	Shares/Debenture holders		Shares/Debentures Amount	
	Number	% of total number	Rs.	% of Total Amount
Upto -5000	1551	89.09	7743400	11.96
5001-10000	17	0.98	145100	0.22
10001-20000	65	3.73	1161000	1.79
20001-30000	19	1.09	513000	0.79
30001-40000	54	3.10	1929000	2.98
40001-50000	1	0.06	46000	0.07
50001-100000	24	1.38	1667000	2.57
100001 and Above	10	0.57	51566200	79.61
Total	1741	100	64770700	100

**ANNEXURE B****SHAREHOLDING PATTERN AS AT 31<sup>ST</sup> MARCH 2015****[SHAREHOLDING PATTERN]**

	Category	No. of Share held	Percentage of Shareholding
A	<b>Promoters Holding</b>		
1.	Promoters		
	Indian Promoters:	2417600	37.32
	Foreign Promoters:		
2.	Persons acting in concert		
	<b>Sub Total</b>	<b>2417600</b>	<b>37.32</b>
B.	<b>Non-Promoters Holding</b>	-	-
1.	Institutional Investors	-	-
2.	Mutual Funds and UTI	-	-

3.	Banks, Financial Institutions, Insurance Companies [Central/ State Govt. Institutions, Non- Government Institutions]	-	-
4.	Flls	-	-
5.	Sub-Total	-	-
6.	Others	-	-
	Private Corporate Bodies	2740820	42.32
7.	Individuals		
	Holding up to Rs. 1.00 lacs	1308650	20.20
	Holding excess Rs. 1.00 lacs	-	-
8.	NRIs/OCBs	-	-
9.	Any other {HUF}	10000	0.16
	Sub-Total	4059470	62.68
	<b>Grand Total</b>	<b>6477070</b>	<b>100.00</b>

## ANNEXURE-1

## Form No. MGT-9

## EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31<sup>st</sup> March, 2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I.	<b>REGISTRATION AND OTHER DETAILS:</b>	
	i) CIN:-	L74140MP1984PLC002592
	ii) Registration Date	21/09/1984
	iii) Name of the Company	INDRA INDUSTRIES LIMITED
	iv) Category / Sub-Category of the Company	Public Company limited by shares/Indian Non-government Company
	v) Address of the Registered office and contact details	406, Airen Heights, Opp.Orbit Mall, Scheme No.54, Vijay Nagar, A.B.Road, Indore, Madhya Pradesh INDIA - 452010 Tel No: 0731-2553791, 2553792, 2553793 Email id: <a href="mailto:info@indraindustires.in">info@indraindustires.in</a> Web:- <a href="http://www.indraindustries.in">www.indraindustries.in</a>
	vi) Whether listed company Yes / No	Yes
	vii) Name, Address and Contact details of Registrar and Transfer Agent, if any	<b>Purva Sharegistry (India) Private Limited,</b> 9, Shiv Shakti Industrial Estate, Ground Floor, J.R. Boricha Marg, Opp.Kasturba Hospital, Lower Parel, Mumbai (M.H.) Tele No. : 022-23016761 / 23010771 022 -23012518 Email id- <a href="mailto:busicomp@vsnl.com">busicomp@vsnl.com</a> Website- <a href="http://www.purvashare.com">www.purvashare.com</a>

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sl.No.	Name and Description of Main Products/Services	NIC Code of The Product/service	% total turnover of the company
1	Manufacture Of Single Super Phosphate	24122	66.33
2	Manufacture Of Woven Sack	25209	33.67

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl.No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary /Associate	% of shares held	Applicable Section
Nil	Nil	Nil	Nil	Nil	Nil

## IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

## i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (As on 01 <sup>st</sup> April 2014)				No. of Shares held at the end of the year (As on 31 <sup>st</sup> March, 2015)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/HUF	2417600	0	2417600	35.21%	2417600	0	2417600	37.32%	2.11%
b) Central Govt									
c) State Govt(s)									
d) Bodies Corp.									
e) Banks / FI									
f) Any Other									
<b>Sub-total (A) (1):-</b>	<b>2417600</b>	<b>0</b>	<b>2417600</b>	<b>35.21%</b>	<b>2417600</b>	<b>0</b>	<b>2417600</b>	<b>37.32%</b>	<b>2.11%</b>
(2) Foreign									
a) NRIs - Individuals									
b) Other- Individuals									
c) Bodies Corp.									
d) Banks / FI									
e) Any Other									
<b>Sub-total (A) (2):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>2417600</b>	<b>0</b>	<b>2417600</b>	<b>35.21%</b>	<b>2417600</b>	<b>0</b>	<b>2417600</b>	<b>37.32%</b>	<b>2.11%</b>
<b>B. Public Shareholding</b>									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI									
c) Central Govt									
d) State Govt(s)									
e) Venture Capital Funds									
f) Insurance Companies									
g) FIs									
h) Foreign Venture Capital Funds									
i) Others (specify)									
<b>Sub-total (B)(1):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

<b>2. Non-Institutions</b>									
a) Bodies Corp.	2739020	3800	2742820	39.95%	2739020	1800	2740820	42.32%	2.37%
i) Indian									
ii) Overseas									
b) Individuals	500	1705150	1705650	24.84%	500	1308150	1308650	20.20%	(4.64%)
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh									
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	0	0	0	0.00	0	10000	10000	0.16%	0.16%
c) Others (HUF)									
<b>Sub-total (B)(2):-</b>	<b>2739520</b>	<b>1708950</b>	<b>4448470</b>	<b>64.69%</b>	<b>2739520</b>	<b>1319950</b>	<b>4059470</b>	<b>62.68%</b>	<b>(2.15%)</b>
Total Public Shareholding (B)=(B)(1)+ (B)(2)	2739520	1708950	4448470	64.69%	2739520	1319950	4059470	62.68%	(2.15%)
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
<b>Grand Total (A+B+C)</b>	<b>5157120</b>	<b>1708950</b>	<b>6866070</b>	<b>100%</b>	<b>5157120</b>	<b>1319950</b>	<b>6477070</b>	<b>100%</b>	<b>0</b>

Note:- Increase in percentage of promoters holding due to forfeiture of 389000 partly paid up shares dated 22<sup>nd</sup> November 2014.

#### (ii) Shareholding of Promoters

S. N	Shareholder's Name	Shareholding at the beginning of the year (As on 01 <sup>st</sup> April 2014)			Share holding at the end of the year (As on 31 <sup>st</sup> March, 2015)			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Astha Devi Jain	658000	9.58	0	658000	10.16	0	0.58%
2	Virendra Kumar Jain	626300	9.12	0	626300	9.67	0	0.55%
3	Kovid Jain	342000	4.98	0	342000	5.28	0	0.30%
4	Nilay Jain	336000	4.89	0	336000	5.19	0	0.30%
5	Mohan Bai Pokarana	222100	3.24	0	222100	3.43	0	0.19%
6	Shrenik Pokharna	140000	2.04	0	140000	2.16	0	0.12%
7	Alka Jain	93200	1.36	0	93200	1.43	0	0.07%
	<b>Total</b>	<b>2417600</b>	<b>35.21</b>	<b>0</b>	<b>2417600</b>	<b>37.32</b>	<b>0</b>	<b>2.11%</b>

Note:- Increase in percentage of promoters holding due to forfeiture of 389000 partly paid up shares dated 22<sup>nd</sup> November 2014.

(iii) **Change in Promoters' Shareholding (please specify, if there is no change)**

Sl. No.		Shareholding at the beginning of the year (As on 01 <sup>st</sup> April 2014)		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	2417600	35.21	2417600	35.21
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0	0	0
	At the End of the year	2417600	37.32	2417600	37.32

Note:- Increase in percentage of promoters holding due to forfeiture of 389000 partly paid up shares dated 22<sup>nd</sup> November 2014.

(iv) **Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

Sl. No.		Shareholding at the beginning of the year (As on 01 <sup>st</sup> April 2014)		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	<b>For Each of the Top 10 Shareholders</b>				
01	<b>PRATAP BIOTECH PVT. LTD.</b>				
	At the beginning of the year	950000	13.83%	950000	13.83%
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	Nil	0.00%	Nil	0.00%
	At the End of the year ( or on the date of separation, if separated during the year)	950000	14.66%	950000	14.66%
02	<b>ADITYA FINCOM PRIVATE LTD.</b>				
	At the beginning of the year	908570	13.23%	908570	13.23%

	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	Nil	0.00	Nil	0.00
	At the End of the year ( or on the date of separation, if separated during the year)	908570	14.02%	908570	14.02%
03	<b>ROSHANI HERBAL AGRO PRIVATE LTD.</b>				
	At the beginning of the year	880450	12.82%	880450	12.82%
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	Nil	0.00%	Nil	0.00%
	At the End of the year ( or on the date of separation, if separated during the year)	880450	13.59%	880450	13.59%
04	<b>VINODKUMAR AGARAWAL HUF</b>				
	At the beginning of the year	10000	0.14%	10000	0.14%
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	Nil	0.00%	Nil	0.00%
	At the End of the year ( or on the date of separation, if separated during the year)	10000	0.15%	10000	0.15%
05	<b>KAILASH GOYAL</b>				
	At the beginning of the year	10000	0.14%	10000	0.14%
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	Nil	0.00%	Nil	0.00%

	At the End of the year ( or on the date of separation, if separated during the year)	10000	0.15%	10000	0.15%
06	<b>GEETA BHANSALI</b>				
	At the beginning of the year	8800	0.12%	8800	0.12%
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	Nil	0.00%	Nil	0.00%
	At the End of the year ( or on the date of separation, if separated during the year)	8800	0.13%	8800	0.13%
07	<b>PRAGIL BHANSALI</b>				
	At the beginning of the year	8800	0.12%	8800	0.12%
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	Nil	0.00%	Nil	0.00%
	At the End of the year ( or on the date of separation, if separated during the year)	8800	0.13%	8800	0.13%
08	<b>C.T.VARGHESE</b>				
	At the beginning of the year	8800	0.12%	8800	0.12%
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	Nil	0.00%	Nil	0.00%
	At the End of the year ( or on the date of separation, if separated during the year)	8800	0.13%	8800	0.13%
09	<b>DILIP JAIN</b>				
	At the beginning of the year	8800	0.12%	8800	0.12%
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	Nil	0.00%	Nil	0.00%

	At the End of the year ( or on the date of separation, if separated during the year)	8800	0.13%	8800	0.13%
10	<b>AJIT KUMAR BARGRECHA</b>				
	At the beginning of the year	8800	0.12%	8800	0.12%
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	Nil	0.00%	Nil	0.00%
	At the End of the year ( or on the date of separation, if separated during the year)	8800	0.13%	8800	0.13%

Note:- Increase in percentage of holding due to forfeiture of 389000 partly paid up shares dated 22<sup>nd</sup> November 2014.

**(v) Shareholding of Directors and Key Managerial Personnel:**

Sl. No.		Shareholding at the beginning of the year (As on 01 <sup>st</sup> April 2014)		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
01	<b>VIRENDRA KUMAR JAIN (Managing Director)</b>				
	At the beginning of the year	626300	9.12%	626300	9.12%
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer/ bonus/ sweat equity etc.	0	0	0	0
	At the End of the year	626300	9.66%	626300	9.66%

Note:- Increase in percentage of holding due to forfeiture of 389000 partly paid up shares dated 22<sup>nd</sup> November 2014.

Sl. No.		Shareholding at the beginning of the year (As on 01 <sup>st</sup> April 2014)		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the company
02	<b>ASTHA DEVI JAIN (Director)</b>				
	At the beginning of the year	658000	9.58%	658000	9.58%
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer/ bonus/ sweat equity etc.	0	0	0	0
	At the End of the year	658000	10.15%	658000	10.15%

Note:- Increase in percentage of holding due to forfeiture of 389000 partly paid up shares dated 22<sup>nd</sup> Nov. 2014.

Sl. No.		Shareholding at the beginning of the year (As on 01 <sup>st</sup> April 2014)		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the company
<b>03</b>	<b>TILAK CHITTA (Independent Director)</b>				
	At the beginning of the year	0	0%	0	0%
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer/ bonus/ sweat equity etc.	0	0	0	0
	At the End of the year	0	0%	0	0%

Sl. No.		Shareholding at the beginning of the year (As on 01 <sup>st</sup> April 2014)		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the company
<b>04</b>	<b>SANJALI SHRIMATI JAIN (Independent Director)</b>				
	At the beginning of the year	0	0%	0	0%
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer/ bonus/ sweat equity etc.	0	0	0	0
	At the End of the year	0	0%	0	0%

Sl. No.		Shareholding at the beginning of the year (As on 01 <sup>st</sup> April 2014)		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the company
<b>05</b>	<b>DILIP PATIDAR (Company Secretary)</b>				
	At the beginning of the year	0	0%	0	0%
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer/ bonus/ sweat equity etc.	0	0	0	0
	At the End of the year	0	0%	0	0%

Sl. No.		Shareholding at the beginning of the year (As on 01 <sup>st</sup> April 2014)		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the company
06	<b>SHAMMI KUMAR JHANWAR (Chief Financial Officer)</b>				
	At the beginning of the year	0	0%	0	0%
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer/ bonus/ sweat equity etc.	0	0	0	0
	At the End of the year	0	0%	0	0%

## V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	89212231	74405859	0	163618090
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	1065377	0	0	1065377
<b>Total (i+ii+iii)</b>	<b>90277608</b>	<b>74405859</b>	<b>0</b>	<b>164683467</b>
<b>Change in Indebtedness during the financial year</b>				
· Addition	22301150	222203355	0	244504505
· Reduction	-28148287	-236765812	0	-264914099
<b>Net Change</b>	<b>-5847137</b>	<b>-14562457</b>	<b>0</b>	<b>-20409594</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	82751339	59843402	0	142594741
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	1679132	0	0	1679132
<b>Total (i+ii+iii)</b>	<b>84430471</b>	<b>59843402</b>	<b>0</b>	<b>144273873</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL***A. Remuneration to Managing Director, Whole-time Directors and/or Manager:*

Sl. no.	Particulars of Remuneration	Name of MD/WTD/ Manager (Virendra Kumar Jain Managing Director)	Total Amount
1.	Gross salary  (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961  (b) Value of perquisites u/s 17(2) Income-tax Act, 1961	9,00,000/-	9,00,000/-
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission  - as % of profit	-	-
5.	Others, please specify	-	-
	Total (A)	9,00,000/-	9,00,000/-
	Ceiling as per the Act (Schedule XIII of C.A.	15,00,000/-	15,00,000/-

*B. Remuneration to other directors:*

Sl. no.	Particulars of Remuneration	Name of Directors			Total Amount
		Astha Jain	Sanjali Shrimati Jain	Tilak Chitta	
	1. Independent Directors				
	- Fee for attending board committee meetings	-	-	-	-
	- Commission	-	-	-	-
	Total (1)	-	-	-	-
	2. Other Non-Executive Directors				
	- Fee for attending board committee meetings				
	- Commission				
	- Others, please specify				
	Total (2)	-	-	-	-
	Total (B)=(1+2)	-	-	-	-
	Total Managerial	-	-	-	-
	Overall Ceiling as per the Act	-	-	-	-

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD.**

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary  (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961  (b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	180000	306300	486300
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission  - as % of profit	-	-	-	-
5.	Others, please specify	-	-	-	-
	Total	-	180000	306300	486300

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL**

Place Indore  
Date 12<sup>th</sup> August, 2015

For and on behalf of the Board of Directors  
INDRA INDUSTRIES LIMITED

Virendra Kumar Jain  
Managing Director  
DIN. 00326050

Astha Devi Jain  
Director  
DIN..00408555

## ANNEXURE-2

Information required under Section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

(I). The Ratio of remuneration of each Director to the median remuneration of all the employees of the Company for the financial year :

S.No	Name of Director	Ratio to median Remuneration
01	Shri. Virendra Kumar Jain	3.75:1

(II) The percentage increase in the remuneration of each Director, CFO & Company Secretary in the financial year 2014-15 is as follows:

(Amount in Rs.)

S.No	Name of Person	Designation	%Increase increased in Remuneration
1	Shri.Virendra Kumar Jain	Managing Director	No Change
2	Mr. Shammi Kumar Jhanwar	CFO *	-
3	Mr. Dilip Patidar	CS *	-

Note: This is the first year of appointment of CFO, hence % increase in the remuneration is not reported.

\*CS was appointed at the end of previous financial year 2014 hence % increase in the remuneration in comparison to previous year is not reported.

(III). The Percentage increase in the median remuneration of all employees in the financial year: 3.00 %

(IV) The Number of permanent employees on the rolls of the Company :

Total Number of employees : 23 (Twenty Three)

(V). The explanation on the relationship between average increase in remuneration and Company Performance:

During the financial year Company incurred losses hence there has been decrease in the remuneration of employees in comparison to last financial year.

(VI). Comparison of the remuneration of the Key Managerial Personnel against the performance of your Company:

(Amount in Rs.)

Particulars	Amount
Remuneration of KMP during the financial year 2014-15 (aggregated)	13,86,300
Revenue from operations	33,73,77,100
Remuneration (as % of revenue)	0.41%
Profit before tax (PBT)	(-33,471,177)
Remuneration (as % of PBT)	(-4.14%)

(VII). Variation in the market capitalization of the company, price earnings ratio as at the closing date of the current financial year and previous financial year.

(Amount in Rs.)

Particulars	As at 31 <sup>st</sup> March 2015	As at 31 <sup>st</sup> March 2014	Variation %
Closing rate of share (Rs)	Not available	Not Available	Not Available
EPS (Rs)	(3.41)	0.52	
Market capitalization (Rs in lacs)	Not available	Not Available	Not Available
Price earning Ratio	Not available	Not Available	Not Available

Percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with last public offer: Not available\*

**Note:-** As on 31<sup>st</sup> March, 2015 the shares of the company listed on Madhya Pradesh Stock Exchange, where trading plate form is not available. Hence calculation of Closing rate of shares, market capitalization & Price earning ratio is not available.

**(VIII) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.**

The average decrease in salaries of employees other than managerial person in 2014-15 was 30.66%. There was no change in remuneration of managerial remuneration for the year ended 31<sup>st</sup> March, 2015.

**(IX) Comparison of each remuneration of the Key Managerial Personnel against the performance of the company**

(Amount in Rs.)

Particulars	Whole Time Director	Chief Financial officer	Company Secretary
Remuneration	900000	306300	180000
Revenue	337377100	337377100	337377100
Remuneration (as % of revenue)	0.27%	0.09%	0.05%
Profits before tax (PBT)	(-33471177)	(-33471177)	(-33471177)
Remuneration (as % of PBT)	(-2.68%)	(-0.91%)	(-0.53%)

**(X) The key parameters for any variable component of remuneration availed by the directors; Not applicable**

**(XI) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year; None**

**(XII) Affirmation:**

The Company affirms remuneration is as per remuneration policy of the Company.

For and on behalf of the Board of Directors

Place Indore  
Date 12<sup>th</sup> August, 2015

INDRA INDUSTRIES LIMITED

Virendra Kumar Jain  
Managing Director  
DIN. 00326050

Astha Devi Jain  
Director  
DIN.00408555

## SECRETARIAL AUDIT REPORT

## ANNEXURE - 3

## Form No. MR-3

For the financial year ended on 31st March, 2015

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,  
The Members,  
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

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Indra Industries Limited** (hereinafter called the company) Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on **31<sup>st</sup> March, 2015** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **Indra Industries Limited** for the financial year ended on 31 March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under and Companies Act, 1956 and rules made there under to the extent applicable;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under.
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; *(not applicable to the company during the audit period)* ;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; *(not applicable to the company during the audit period)* ;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; *(not applicable to the company during the audit period)*;
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 *(not applicable to the company during the audit period)*;
- (vi) I have relied on the representation made by the Company and its officers for systems and mechanism formed by the Company for compliances under other applicable Acts, laws and Regulations to the Company. The following laws, regulations, directions, orders applicable specifically to the Company:
- a) Fertilizers(Control) Order, 1985
  - b) Hazardous Waste (Management and Handling)Rules 1989

I have also examined compliance with the applicable clauses of the following:

- (i) The compliance of Secretarial Standards does not arise as the same has not been notified under Section 118 of the Companies Act, 2013 for being applicable during the period covered under the Audit.
- (ii) The Listing Agreements entered into by the Company with Stock Exchanges.

I further report that I have not reviewed the applicable financial laws (direct and indirect tax laws) since the same have been subject to review and audit by the Statutory Auditors of the Company

During the period under review the Company has materially complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

**I further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all the directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through and there were no dissenting views by any members of the Board during the period under review.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, there were no instances of:

(i) Public/Rights/Preferential issue of Shares/debentures/ sweat equity.

(ii) Redemption/buy-back of securities.

(iii) Merger/ amalgamation/ reconstruction etc.

(iv) Foreign technical collaborations.

I further report that during the year company had forfeited 389000 partly paid up equity shares on 22nd November 2014.

For L.N. Joshi & Company

Company Secretaries

Place: Indore

L.N. Joshi

Dated: 12<sup>th</sup> August, 2015

Proprietor

FCS: 5201; C P No 4216

Note: This report is to be read with our letter of even date which is annexed as Annexure herewith and forms and integral part of this report.

## ANNEXURE TO SECRETARIAL AUDIT REPORT

To,  
The Members,  
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

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For L.N. Joshi & Company  
Company Secretaries

L.N. Joshi

Proprietor

FCS: 5201; C P No 4216

Place : Indore

Dated : 12th August, 2015

**INDEPENDENT AUDITOR'S REPORT**

To the Members of Indra Industries Limited

**Report on the Standalone Financial Statements**

We have audited the accompanying financial statements of Indra Industries Limited, which comprise the Balance Sheet as at March 31, 2015, and the Statement of Profit and Loss for the year ended, 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**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, and financial performance of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, 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 standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. 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 the 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 financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of

the accounting estimates made by the Company's Directors, 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 on the standalone financial statements.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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, 2015;
- (b) In the case of the Profit and Loss Account, of the loss 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, 2015 issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (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 aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - e) On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.

For P. K. Shishodiya & Co.  
Chartered Accountants

Abhilasha Bhagat  
Partner  
M. No. 418027  
FR No. 03233C  
INDORE: 30<sup>th</sup> May, 2015

**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 31<sup>st</sup> MARCH, 2015**

- 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 program 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.
- 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 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 The company has not granted any unsecured loans to any companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
4. 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. 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 73 to 76 of the Companies Act, 2013 or any other relevant provisions of the Act and the rules framed there under.
6. The company is covered under the clause regarding maintenance of cost records as prescribed by the Central Government under section 148 (1) of the Companies Act, 2013 and as certified by the cost auditor, the company has maintained proper accounts and records for the same.
7. (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, it has not deposited the following dues on account of any dispute:

Particulars	Amount	Appeal filed
VAT – 2010-11	6,64,035	Deputy commissioner of Commercial Tax Department-3
VAT – 2011-12	1,11,94,763	Deputy commissioner of Commercial Tax Department-3

- (c) The company is not required to transfer any amount to Investor Education and Protection fund in accordance with the relevant provision of The Companies Act, 1956 (1 of 1956) and rules made there under.
8. The company has accumulated losses at the end of the year. However, it is less than fifty per cent of its net worth. It has incurred cash losses of Rs. 2.39 crores during the current financial year.
9. According to information and explanation given to us the company has not defaulted in repayment of dues to any financial institution or bank. The company has not issued any debentures.
10. The company has not given any guarantee for any loans taken by others from any bank or financial institution.
11. The term loans have been applied for the purpose for which they were raised.
12. No fraud on or by the company has been noticed or reported during the year.

For P.K. Shishodiya & Co.  
Chartered Accountants

Abhilasha Bhagat  
Partner  
M.No. 418027  
FR. No 03233C  
INDORE: 30<sup>th</sup> May, 2015

**INDRA INDUSTRIES LIMITED**  
**BALANCE SHEET AS AT 31.03.2015**  
**L74140MP1984PLC002592**

	Note No.	31.03.2015 (Rupees)	31.03.2014 (Rupees)
<b>I. EQUITY &amp; LIABILITIES</b>			
<b>(1) Shareholders' funds</b>			
(a) Share Capital	1	64,770,700	65,743,200
(b) Reserves & Surplus	2	(9,868,289)	12,083,880
<b>(2) Share application money pending allotment</b>			
-			
<b>(3) Non-current Liabilities</b>			
(a) Long-term borrowings	3	112,759,192	148,218,090
(b) Deferred tax liabilities (Net)		534,622	11,105,267
(c) Long term provisions	4	133,731	127,154
<b>(4) Current Liabilities</b>			
(a) Short Term borrowings	5	104,957,261	87,031,434
(b) Trade payables	6	99,212,270	62,294,733
(c) Other current liabilities	7	41,481,641	23,878,398
(d) Short-term provisions	8	2,535,515	2,609,968
<b>Total</b>		<b>416,516,644</b>	<b>413,092,124</b>
<b>II. ASSETS</b>			
<b>(1) Non-current assets</b>			
<b>(a) Fixed assets</b>			
(i) Tangible assets	9	136,200,451	143,344,471
(ii) Capital Work in Progress		43,352,134	31,918,460
(b) Non-current investments	10	2,580,000	2,480,000
(c) Long term loans and advances		3,397,271	3,575,283
(d) Other Non current assets		500,000	-
<b>(2) Current assets</b>			
(a) Inventories	11	183,727,836	162,540,167
(b) Trade receivables	12	28,196,310	32,339,509
(c) Cash & cash equivalents	13	10,893,147	27,279,635
(d) Short term loans and advances	14	7,669,495	9,614,599
<b>Total</b>		<b>416,516,644</b>	<b>413,092,124</b>

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

Abhilasha Bhagat  
Partner  
M. No. 418027  
FR No. 03233C

Virendra Jain  
Director  
DIN-00326050

Astha Jain  
Director  
DIN-00408555

INDORE: 30th May, 2015.

Dilip Patidar      Deepak Kumar Joshi  
Company Secretary      Chief Financial Officer

**L74140MP1984PLC002592**  
**INDRA INDUSTRIES LIMITED**  
**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31.03.2015**

Particulars	Note No.	2015 (Rupees)	2014 (Rupees)
<b>INCOME :</b>			
I. Revenue from operations	15	337,377,100	419,048,864
II. Other Income	16	2,380,057	2,448,213
III. Total Revenue		<b>339,757,157</b>	<b>421,497,077</b>
<b>IV. EXPENSES :</b>			
Cost of materials consumed	17	281,482,228	318,557,270
Changes in inventories of finished goods and work-in-progress	18	(27,817,399)	(20,520,595)
Employee benefit expenses	19	18,331,573	21,377,170
Finance cost	20	40,534,399	31,864,100
Depreciation	9	9,624,346	8,662,150
Other expenses	21	53,036,385	58,154,535
Total expenses		<b>375,191,531</b>	<b>418,094,630</b>
V. Profit before exceptional and extraordinary items and tax		(35,434,374)	3,402,447
VI. Exceptional Items	22	(1,963,197)	-
VII. Profit before extraordinary items and tax		(33,471,177)	3,402,447
VIII. Extraordinary Items		-	-
IX. Profit before tax		(33,471,177)	3,402,447
X. Tax expense:	23		
(1) Current tax		-	677,585
(2) Deferred tax		(10,570,645)	(878,530)
(3) Earlier year tax		24,137	-
XI Profit/(Loss) for the year		<b>(22,924,669)</b>	<b>3,603,392</b>
XII Earning per equity share:			
(1) Basic		(3.41)	0.52
(2) Diluted		(3.41)	0.52

**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

Abhilasha Bhagat  
Partner  
M. No. 418027  
FR No. 03233C

Virendra Jain                      Astha Jain  
Director                              Director  
DIN-00326050                      DIN-00408555

INDORE: 30th May, 2015.

Dilip Patidar                      Deepak Kumar Joshi  
Company Secretary              Chief Financial Officer

**INDRA INDUSTRIES LIMITED**  
**L74140MP1984PLC002592**

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2015**

Particulars	Year Ended 31.03.2015 (Rupees)	Year Ended 31.03.2014 (Rupees)
<b>A. Cash flow from operating activities</b>		
Net profit before tax & extraordinary items	(33,471,177)	3,402,446
Adjustment for :		
Depreciation	9,624,346	8,662,150
(Profit) / loss on sale of Fixed Assets	5,228	74,014
(Profit) / loss on sale of Investment	(146,364)	
Interest paid	39,681,141	31,233,775
Less : Interest received	(2,001,979)	(2,325,338)
Operating profit before working capital changes	13,691,195	41,047,047
Adjustment for :		
Trade and Other Receivables	4,143,199	3,985,094
Inventories	(21,187,669)	16,779,745
Trade Payables	54,452,904	(18,136,808)
Cash generated from operations	51,099,629	43,675,078
Income Tax paid	(24,137)	(677,585)
Cash flow before extraordinary items	51,075,492	42,997,493
Extraordinary items	-	-
Net cash from operating activities	51,075,492	42,997,493
<b>B. Cash flow from investment activities</b>		
Sale of Fixed assets	8,000	209,028
Sale of Investment	646,364	-
Purchase of Investment	(600,000)	-
Purchase of Fixed Assets	(2,493,554)	(1,678,829)
Capital WIP, Cap. Adv. & Pre-op. Exps.	(11,433,674)	(28,180,372)
Interest received	2,001,979	2,325,338
Loan to others	1,623,117	(1,290,651)
Net cash from investment activities	(10,247,768)	(28,615,487)
<b>C. Cash flow from financing activities</b>		
Proceeds from Share Capital	-	1,687,500
Proceeds from borrowings	-	18,530,635
Repayment of borrowings	(17,533,070)	-
Interest paid	(39,681,141)	(31,233,775)
Net cash from financing activities	(57,214,211)	(11,015,641)
Net increase in cash and cash equivalents	(16,386,488)	3,366,365
Cash and cash equivalents opening balance		
Cash & Bank balance	27,279,635	23,913,270
Cash and cash equivalents closing balance		
Cash & Bank balance	10,893,147	27,279,635

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

Abhilasha Bhagat  
Partner  
M. No. 418027  
FR No. 03233C

Virendra Jain  
Director  
DIN-00326050

Astha Jain  
Director  
DIN-00408555

INDORE: 30th May, 2015.

Dilip Patidar  
Company Secretary

Deepak Kumar Joshi  
Chief Financial Officer

**Notes to the Financial statements**

	31.03.2015	31.03.2014
<b><u>Note no. 1 : Share Capital</u></b>		
<b>(a) Authorised</b>		
75,00,000 Equity Shares of Rs. 10/- each	<b>75,000,000</b>	<b>75,000,000</b>
<b>(b) Issued, Subscribed and Paid-up</b>		
64,77,070 Equity Shares of Rs. 10/- each		
paid up in cash	64,770,700	68,660,700
(Previous year 68,66,070 Equity Shares of of Rs. 10/- each paid up in cash )		
Less : Calls in arrears	-	2,917,500
	<b>64,770,700</b>	<b>65,743,200</b>
<b>(c) Reconciliation of no. of shares outstanding as at 31.03.2015 and 31.03.2014</b>		
No. of shares at the beginning of the year	6,866,070	6,866,070
Add: Shares issued	-	-
Less: Shares forfeited	389,000	-
No. of shares at the end of the year	<b>6,477,070</b>	<b>6,866,070</b>
<b>(d) Shareholders Holding more than 5% Shares</b>		
<b>Name of the shareholder</b>	<b>No. of shares held</b>	<b>% of shareholding</b>
Pratap Biotech Pvt. Ltd.	950,000	14.67%
Aditya Fincom Pvt. Ltd.	908,570	14.03%
Roshni Herbal Agro Pvt. Ltd.	880,450	13.59%
Astha Jain	658,000	10.16%
Virendra Jain	626,300	9.67%
Kovid Jain	342,000	5.28%
Nilay Jain	336,000	5.19%
Total	<b>4,701,320</b>	<b>72.58%</b>
<b><u>Note No. 2 : Reserve &amp; Surplus</u></b>		
Capital Subsidy	1,500,000	1,500,000
Capital Reserve (on share forfeiture)	972,500	-
Surplus :		
Balance B/F	10,583,880	6,980,489
Add/Less : Profit / (loss) during the year	(22,924,669)	3,603,392
	<b>(9,868,289)</b>	<b>12,083,880</b>
<b><u>Note No. 3 : Long term borrowings</u></b>		
<b>(a) Secured Loans :</b>		
(A) Term loan - Badnawar Unit	13,800,535	24,800,001
-Dewas Unit	39,073,270	48,877,287
(B) Car Loan	41,985	134,943
	<b>52,915,790</b>	<b>73,812,231</b>

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	52,325,532	73,314,389
Related Parties - Directors	7,517,870	968,310
Others	-	123,160
	<b>B</b>	
	<b>59,843,402</b>	<b>74,405,859</b>
	<hr/>	
Total	<b>(A+B)</b>	
	<b>112,759,192</b>	<b>148,218,090</b>
	<hr/>	

**Note No. 4 : Long Term Provisions**

Provisions	<b>133,731</b>	<b>127,154</b>
	<hr/>	

**Note No. 5 : Short term borrowings**

Working capital from Bank	<b>104,957,261</b>	<b>87,031,434</b>
	<hr/>	

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	84,201,364	42,583,523
- Capital goods	46,390	376,151
- Others	14,964,516	19,335,059
	<b>99,212,270</b>	<b>62,294,733</b>
	<hr/>	

**Note No. 7 : Other Current Liabilities**

Current maturities of long term debt	29,835,549	15,400,000
Advance from customers	643,489	357,093
Other Liabilities	746,044	468,901
Statutory Dues	6,347,594	3,280,536
Interest accrued but not due	1,679,132	1,065,377
Excise duty on closing stock	2,229,833	3,306,491
	<b>41,481,641</b>	<b>23,878,398</b>
	<hr/>	

**Note No. 8 : Short term provisions**

Income Tax	-	677,585
Less :Advance tax and TDS	-	(233,464)
	-	444,121
Provision for employee expenses	2,199,162	1,779,327
Provision for expenses	336,353	386,520
	<b>2,535,515</b>	<b>2,609,968</b>
	<hr/>	

**Note No. 9 : Fixed Assets**

Description	Gross Block (At cost)			Depreciation			Net Block		
	As on 01.04.14	Addition	Deletion	As on 31.03.15	As on 01.04.14	For the year	Deletion	As on 31.03.15	As on 31.03.14
Land	718,150	-	-	718,150	-	-	-	718,150	718,150
Lease hold land	590,874	-	-	590,874	-	-	-	590,874	590,874
Site Development	6,846,198	-	-	6,846,198	941,787	244,515	-	5,659,896	5,904,411
Factory Building	61,954,168	-	-	61,954,168	9,681,397	1,881,284	-	50,391,486	52,272,770
Office Premises	165,354	-	-	165,354	67,906	1,982	-	95,466	97,448
Plant & Machinery	107,762,181	2,377,054	-	110,139,235	33,357,271	6,426,073	-	70,355,891	74,404,911
Misc Assets	1,252,490	-	-	1,252,490	186,258	83,634	-	982,598	1,066,232
Electrical Installation	3,981,786	-	-	3,981,786	567,595	266,956	-	3,147,235	3,414,191
Furniture & Fixture	5,146,930	39,200	-	5,186,130	2,233,195	376,601	-	2,576,335	2,913,735
Vehicle	2,765,044	-	41,417	2,723,627	877,332	323,029	28,189	1,551,455	1,887,712
Computer	1,200,233	77,300	-	1,277,533	1,126,195	20,273	-	131,065	74,038
<b>Total</b>	<b>192,383,409</b>	<b>2,493,554</b>	<b>41,417</b>	<b>194,835,546</b>	<b>49,038,938</b>	<b>9,624,346</b>	<b>28,189</b>	<b>136,200,451</b>	<b>143,344,471</b>
Previous Year	180,029,503	12,894,811	540,905	192,383,409	40,634,651	8,662,150	257,863	43,352,134	31,918,460
								<b>179,552,585</b>	<b>175,262,931</b>

Add : Capital Work in progress, Capital Advances &amp; Pre-operative exps.

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

80,000 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	147200	126400	

53610.366 units of Union KBC Mutual Fund NAV Rs. 6,57,263		600,000	500,000
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**(B) UNQUOTED :**

10,000 Nagarjuna Fertilizer & Chemicals Ltd. of Rs. 10/- each		160,000	160,000
	Current Year	Previous Year	
Qty Nos.	10000	10000	
Face Value Rs.	100000	100000	

<b>2,580,000</b>	<b>2,480,000</b>
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**Note No. 11 : Inventories**

Raw Materials	49,420,828	55,285,452
Work in progress	55,768,725	32,524,650
Finished goods	57,891,020	55,544,520
Goods in Transit	17,490,630	15,031,237
Packing Material	43,198	35,566
Stores, Tools, Jigs & Spares	873,470	799,110
Scrap	10,133	13,141
Excise duty on closing stock	2,229,833	3,306,491
	<b>183,727,836</b>	<b>162,540,167</b>

**Note No. 12 : Trade receivables**

(Unsecured, Considered good)

**Subsidy :**

Outstanding for a period exceeding six months	-	3,623,035
Others	274,719	-

**Other Debts :**

Outstanding for a period exceeding six months	6,885,632	4,157,667
Others	21,035,960	24,558,807
	<b>28,196,310</b>	<b>32,339,509</b>

**Note No. 13 : Cash and cash equivalents**

Cash in hand	1,470,811	1,756,155
Balance with Banks :		
(i) On Current accounts	113,305	190,368
(ii) On Deposit accounts	6,155,783	21,582,313
(iii) Interest Accrued on FDR	3,153,248	3,750,798
	<b>10,893,147</b>	<b>27,279,635</b>

(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)	730,878	2,536,505
Advance to Suppliers	4,782,046	4,062,689
Security Deposits	75,000	179,185
Prepaid Expenses	193,970	211,309
VAT	1,364,653	422,215
TDS	209,954	10,684
Cenvat Credit	312,994	2,192,012
	<b>7,669,495</b>	<b>9,614,599</b>

**Note No. 15 : Revenue from operations**

Sales of Mfg. Goods	336,620,881	417,869,042
Sale of scrap	617,966	1,103,662
	<b>337,238,847</b>	<b>418,972,704</b>
Less: Excise Duty	-	-
Job Work	138,253	76,160
	<b>337,377,100</b>	<b>419,048,864</b>

**Note No. 16 : Other Income**

Interest	2,001,979	2,325,338
Profit on Sale of Investment	146,364	-
Foreign exchange fluctuation gain	190,121	70,467
Miscellaneous income	41,593	52,408
	<b>2,380,057</b>	<b>2,448,213</b>

**Note No. 17 : Cost of materials consumed**

(A) Raw materials consumption

Opening Stock	70,316,689	108,344,245
Add : Purchases	270,091,591	271,117,671
	<b>340,408,280</b>	<b>379,461,916</b>
Less : Closing Stock	(A) 66,911,458	70,316,689
	<b>273,496,823</b>	<b>309,145,227</b>

(B) Packing Material

Opening Stock	35,565	1,335,892
Add : Purchases	7,993,039	8,111,716
	<b>8,028,604</b>	<b>9,447,608</b>
Less : Closing Stock	43,198	35,565
	(B) <b>7,985,405</b>	<b>9,412,043</b>

Total	(A)+(B)	<b>281,482,228</b>	<b>318,557,270</b>
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**Note No. 18 : Changes in inventories****Opening Stock :**

Finished Goods	55,544,520	42,250,386
Work In Progress	32,524,650	25,283,630
Scrap	13,141	27,700
	<b>88,082,311</b>	<b>67,561,716</b>

**Closing Stock :**

Finished Goods	57,891,020	55,544,520
Work In Progress	55,768,725	32,524,650
Scrap	10,133	13,141
Excise duty on closing stock	2,229,833	-
	<b>115,899,710</b>	<b>88,082,311</b>

(Increase)/ Decrease

**(27,817,399)**      **(20,520,595)****Note No. 19 : Employee benefit expenses**

Salary, Wages, Bonus & Allowances	17,319,634	20,062,446
Contribution to welfare funds	385,447	176,745
Staff & Labour welfare & Hospitality	429,915	850,705
Bonus & Leave Encashment	190,000	251,388
Gratuity	6,577	35,886
	<b>18,331,573</b>	<b>21,377,170</b>

**Note No. 20 : Finance Cost**

## Interest :

Bank	14,403,102	11,834,743
Institutions	7,026,888	9,099,218
Other borrowing cost	18,251,151	10,299,814
Bank Charges	853,258	630,326
	<b>40,534,399</b>	<b>31,864,100</b>

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

Consumption of stores	2,311,803	2,407,920
Power & Fuel	11,313,512	13,044,283
Printing & Processing Charges	1,750,083	2,531,229
Entry tax	1,956,520	1,399,058
Insurance charges	982,358	909,551
Repair to Building	147,194	337,330
Repair to Plant & Machinery	689,328	1,312,537
Packing Material	122,501	124,377
Testing & Laboratory	128,052	58,989
Job Work Charges	80,530	183,795
Water Charges	68,761	842,227
Other Factory Expenses	607,207	2,275,742
Excise Duty on Closing Stock	2,229,833	-

**(b) Office & Administrative exp.**

Rent	900,000	900,000
Vehicle Repairs & Maintenance	378,336	395,043
Conveyance	259,217	131,104
Travelling Expenses	536,370	982,367
Legal & Professional Charges	802,294	757,076
Printing & Stationery	123,072	115,535
Telephone	242,274	231,958
Rates & Taxes	1,800,122	2,069,301
Security Charges	1,817,071	1,656,473
Electricity Expenses	130,200	127,333
Computer Charges	90,111	68,704
Repairs to Others	183,343	122,766
Listing fees	33,708	22,472
Membership & Subscription	44,560	55,056
Postage & Telegram	23,720	19,359
Misc. Expenses	685,594	670,181

**(c) Selling & Distribution expenses**

Packing, forwarding & freight	18,335,268	19,096,913
Warehouse Charges	1,545,343	2,070,153
Commission	150,708	700,000
Clearing & Forwarding Expenses	379,295	202,954
Advertisements	71,610	14,960
Business Promotion expenses	61,170	38,309
Other Selling expenses	-	9,027

**(d) Other Expenses**

Auditors' Remuneration :		
Audit	100,000	85,000
Tax Audit	25,000	20,000
Other services	24,500	10,000
Cost Audit fee	500	19,000
Demand of CST and ET	701,471	722,019
Directors' remuneration	900,000	900,000
Directors' Expenses :		
Travelling & Other Expenses	298,620	440,420
Loss on sale of asset	5,228	74,014
	<b>53,036,385</b>	<b>58,154,535</b>

**Note No. 22 : Exceptional Items**

Prior Period Expense / (Income)

**(1,963,197)****-**

**Note No. 23 : Tax Expense**

## (a) Current tax :

Provision for Income tax	-	677,585
Earlier year taxes	24,137	-

## (b) Deferred Tax :

	(10,570,645)	(878,530)
	<b>(10,546,508)</b>	<b>(200,945)</b>

Particulars	Transitional Adjustment as at 31/03/2014	Arising during the year	Balance carried as at 31/03/2015
Deferred Tax Liability			
On account of timing difference			
A. Depreciation	14,595,151	1,682,450	16,277,601
	-	-	-
B. Deferred Revenue Exp.	-	-	-
Total	14,595,151	1,682,450	16,277,601
Deferred Tax Assets			
On account of timing difference			
A. Unabsorbed Losses	3478241	12,192,353	15,670,594
	-	-	-
B. U/S 43B dis-allowance	11643	60,742	72,385
Total	3,489,884	12,253,095	15,742,979
Net	<b>11,105,267</b>	<b>(10,570,645)</b>	<b>534,623</b>

**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.**  
There is no change in accounting policies followed by the company. As regards prior period items, those have been earmarked.
5. **Accounting Standard 6 – Depreciation**  
Fixed Assets are depreciated on Straight line Value Method. Depreciation is provided for as per the useful life specified in Schedule – II to the Companies Act, 2013.  
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 accrual basis 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>(Amount In Lacs)</u>			
	2015		2014	
	In \$	In INR	In \$	In INR
Earning in foreign currency	2.46	156.26	2.01	122.46
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**

	Fertilizers	Polymers	Unallocated	Total
<b><u>REVENUE</u></b>				
External Sales/ Revenue	223,771,806	113,605,294		337,377,100
Other Income	1,712,106	667,951		2,380,057
<b>Total Revenue</b>	<b>225,483,912</b>	<b>114,273,246</b>		<b>339,757,157</b>
<b><u>EXPENDITURE</u></b>				
Consumption of Material	190,320,712	91,161,515		281,482,228
Expenditure	43,239,868	28,128,089		71,367,958
Depreciation	3,826,317	5,798,029		9,624,346
(Increase)/ Decrease in Stock	(23,210,434)	(4,606,965)		(27,817,399)
<b>Segment results before Interest &amp; Tax</b>	<b>11,307,448</b>	<b>(6,207,423)</b>		<b>5,100,025</b>
Less: Exceptional Item	(1,963,197)	-		(1,963,197)
Less: Interest	26,525,111	14,009,288		40,534,399
<b>Profit before Tax</b>	<b>(13,253,466)</b>	<b>(20,217,711)</b>		<b>(33,471,177)</b>
Less: Taxes	(10,546,508)	-		(10,546,508)
<b>Net Profit</b>	<b>(2,707,958)</b>	<b>(20,217,711)</b>		<b>(22,924,669)</b>
<b>SEGMENT ASSETS</b>	<b>251,046,088</b>	<b>165,260,602</b>	<b>209,954</b>	<b>416,516,644</b>
<b>SEGMENTS LIABILITIES</b>	<b>230,075,853</b>	<b>128,444,256</b>	<b>3,094,123</b>	<b>361,614,233</b>

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	Mr. Kovid Jain (Son)	
Smt. Astha Jain		

b) Related Party transaction

(Rs. in lacs)

<u>Nature of Transaction</u>	<u>Directors</u>	<u>Relative</u>	<u>Other related parties</u>
Directors' Remuneration	9.00	--	--
Expenses	2.98	--	--
Rent	4.50	4.50	--
Interest on loan	4.44	--	--
Loan taken	64.50	--	--

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>2014-15</u>	<u>2013-14</u>
Weighted average number of shares at the beginning and end of the year	67,27,522	6,866,070
Net Profit after tax available for equity shares holders	(22,924,669)	3,603,391
Basic and diluted earnings per shares	(3.41)	0.52

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 &amp; Contingent Assets

		(Rs. in lacs)
<u>Contingent Liabilities</u>	<u>2015</u>	<u>2014</u>
Bank guarantee	29.64	26.82
Cases in appeal-VAT	118.58	14.03
Letter of Credit	--	19.75
Contingent liabilities are generally not provided for in the books of account and Contingent assets are not recognised.		

## 22 Capital Commitment

	<u>2015</u>	<u>2014</u>
Estimated amount of contracts remaining to be executed on Capital Account and not provided for	46.82	46.82

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

	Licensed Capacity	Installed Capacity	Production 2015	2014
Single Super Phosphate (SSP)			27,708.00	32,007.00
As per DTIC	1,20,000	66,000		
As per PDIL	65,000	65,000		
Woven Sack / Fabric	3,000	3,000	953.03	1,345.78

## 24 Opening Stock, Closing Stock &amp; Sales (Goods Manufactured)

Quantity – In M.T.

Value - Rs. In Lacs

Class	of	Opening Stock		Closing Stock		Sales	
Goods		Qty	Value	Qty	Value	Qty	Value
SSP		3816.50	309.00	5109.95	402.82	26414.55	2237.71
		(5798.85)	(391.98)	(3816.50)	(309.00)	(33989.35)	(2751.61)
Woven		198.91	246.44	152.56	176.09	999.38	1128.49
Sack/Fabric		(29.05)	(30.53)	(198.91)	(246.44)	(1175.92)	(1427.08)

## 25. Raw Material Consumed:

		<u>2015</u>		<u>2014</u>	
		<u>MTS</u>	<u>Value</u>	<u>MTS</u>	<u>Value</u>
Rock Phosphate	16797.09	1474.27	19032.42	1504.20	
Spent & Sulphuric Acid	11525.09	349.08	12197.57	331.53	
PP Granule & Others	1080.04	911.61	1229.55	1255.72	

Notes to Quantitative Details

- Sale is inclusive of shortage if any

## 26. In the opinion of the Board current assets, loans &amp; 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 :-
- ◆ Varsha Printing Inks Mfg. co.
  - ◆ Asiatic Marketing Company
  - ◆ Ganesh Polygraph
  - ◆ Gandhar Oil Refinery India Ltd
  - ◆ Ani Agencies
  - ◆ Jaicorp Limited
29. Previous year figures have been regrouped and rearranged wherever considered necessary.

For P.K. Shishodiya & Co.  
Chartered Accountants

For Indra Industries Limited

Abhilasha Bhagat  
Partner  
M. No. 418027  
FR No. 03233C  
INDORE: 30<sup>th</sup> May, 2015

Virendra Jain  
Director

Astha Jain  
Director

Dilip Patidar  
Company Secretary

Deepak Kumar Joshi  
Chief Financial Officer

**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 M.P.

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 31<sup>st</sup> Annual general meeting of the company, to be held on the Wednesday 30<sup>th</sup> September, 2015 At the Registered Office at 406, Airen Heights, Opp. Orbit Mall, Scheme No.54, Vijay Nagar, A.B. Road, Indore-452010 M.P. at 10.00 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

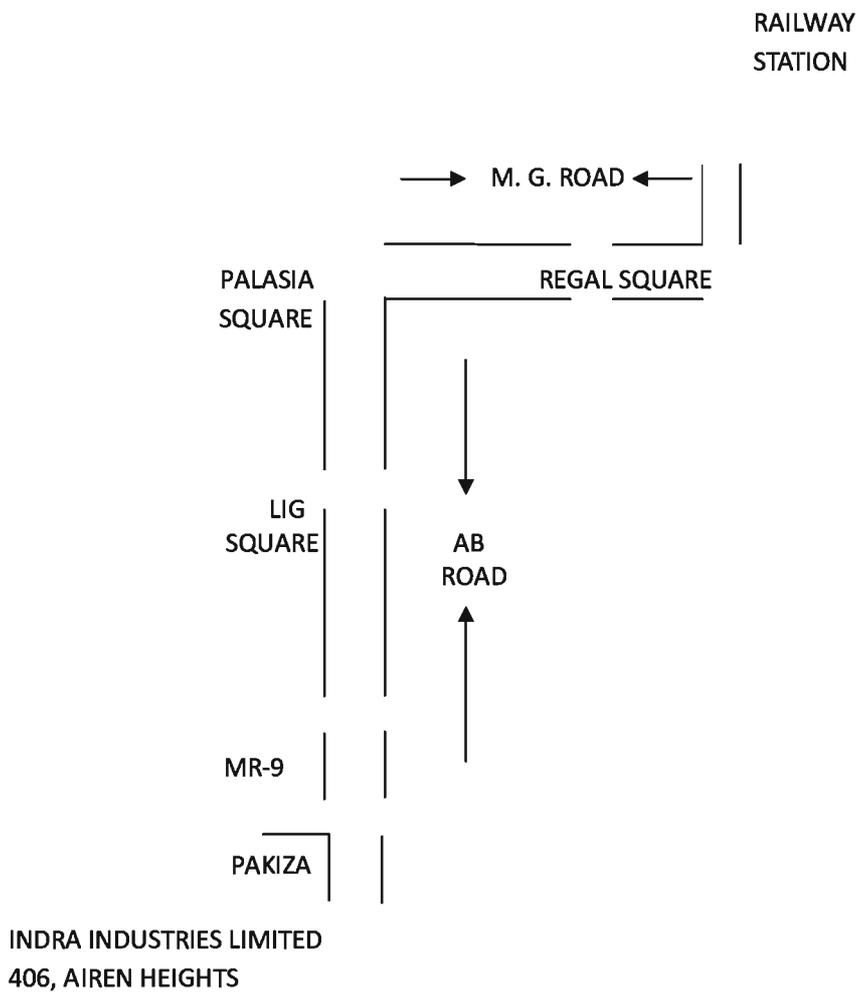
Resolutions		For	Against
1.	Receive, Consider and adopt Audited Financial Statement, reports of the Board of Directors and Auditor.		
2.	Appoint a Director in place of Mrs. Astha Devi Jain, who retires by rotation and being eligible offers herself for re-appointment		
3.	Ratification of appointment of M/s. P.K. Shishodiya & Co. Chartered Accountant as Statutory Auditor and to fix their remuneration		
4.	Ratification of Remuneration payable to Cost Auditor of the Company for the year 2015-16		
5.	Adoption of new sets of Article of Association of the Company.		

Signed this..... day of..... 2015  
Signature of shareholder  
Signature of Proxy holder(s)

**Note:**

1. 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.
2. A proxy need not to be member of the company

**Route Map of venue of AGM**



**ATTENDANCE SLIP**  
**31<sup>ST</sup> ANNUAL GENERAL MEETING ON WEDNESDAY 30<sup>TH</sup> SEPTEMBER 2015**

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 31<sup>st</sup> Annual General meeting of the company at the registered office of the company on Wednesday 30<sup>th</sup> September, 2015.

(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.