



Dear Members/Directors/Auditors',

You are cordially invited to attend the Extra-ordinary General Meeting (the 'EGM') of the members of INDU ENGINEERING AND TEXTILES LIMITED (the Company') to be held on Wednesday 20th day of December, 2017, at 04:00 P.M. at the Registered Office of the Company at 12/16 A NAWALGANJ NUNHAI AGRA Agra UP 282006 IN.

The Notice of the meeting, containing the business to be transacted, is enclosed herewith.

Thanking You,

For and on behalf of

INDU ENGINEERING AND TEXTILES LIMITED

For INDU ENGINEERING & TEXTILES LTD.

  
(AJAY KUMAR AGARWAL) Director

Chairman

DIN: 01193695

Add: SITARAM COLONY, BALKESHWAR Agra 282005 UP IN

For INDU ENGINEERING & TEXTILES LTD.

  
Director

**Enclosures:**

1. Notice of the AGM
2. Attendance slip
3. Proxy form
4. Postal Ballot Form

IETL

**POSTAL BALLOT NOTICE****NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (PASSING OF THE RESOLUTION BY POSTAL BALLOT) RULES, 2011 AND COMPANIES (MANAGEMENT & ADMINISTRATION) RULES, 2014**

Dear Shareholders,

Notice is hereby given that the following resolutions is proposed to be passed by Postal Ballot in accordance with the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Passing of the Resolutions by Postal Ballot) Rules, 2011 & Companies (Management & Administration) Rules, 2014 as amended from time to time.

The resolutions proposed to be passed and the Explanatory Statement pertaining thereto stating all material facts and the reasons for the proposed resolutions & a Postal Ballot Form is appended herewith for consideration of the Shareholders. The attached Postal Ballot Form is to be used by the Shareholders for the purpose of exercising vote in respect of the said resolutions.

Members may note that the Company is providing voting through Postal Ballot. Only shareholders entitled to vote are entitled to fill in the Postal Ballot form and send it to the Scrutinizer or vote through the e-voting facility offered by the Company. Any other recipient of the Notice who has no voting rights should treat this Notice as intimation only.

If you are voting through Postal Ballot Form, you are requested to carefully read the instructions in the accompanied Postal Ballot form and return the same along with Assent (FOR) OR Dissent (AGAINST) in the attached self-addressed, pre-paid postage envelopes so as to reach the Scrutinizer on or before the close of business hours on 20.12.2017 Postal Ballot Forms received after this date will be strictly treated as if the reply from the concerned Shareholder has not been received.

**E-Voting:**


The Company is pleased to offer e-voting facility, in terms of Sec.108 of the Companies Act and the Rules, as an alternate for its members, which would enable them to cast votes electronically, instead of dispatching Postal Ballots. E-voting is optional. The Company has engaged the services of Central Depository Services Limited for providing e-voting facility to the members. Please read and follow the instructions on e-voting enumerated in the notes to the Notice.

The Board of Directors of the Company has appointed Mr. Anuj Ashok, a Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot voting process. After completion of his scrutiny, he will submit his report to the Managing Director and in his absence to the Director of the Company. The results of the Postal Ballot will be declared by the Managing Director/ Director on 20.12.2017 at the Registered Office of the Company and will be communicated, to the Calcutta Stock Exchange Limited and Metropolitan Stock exchange of India Limited, the Stock Exchanges where the equity

For INDU ENGINEERING &amp; TEXTILES LTD.

Registered Office: 12/16-A, Nawalganj, Nunhal, AGRA - 282006

For INDU ENGINEERING &amp; TEXTILES LTD.



Director



Director





shares of the Company are listed, and will be published in the newspaper(s). The Company proposes to provide voting on the resolutions through the Postal Ballot mode and through Electronic mode.

The date of declaration of the result shall be deemed to be the date of passing of the said resolutions and the Special/Ordinary Resolutions shall be declared as passed if the votes cast in its favor are three times or more in number as against the votes cast in against the respective resolution.

**SPECIAL BUSINESS:-****1. Authorization for Increase In Authorized Share Capital and amendment to the Memorandum of Association of the Company:**

To consider and, if thought fit, to pass with or without modifications, the following resolution as an Ordinary resolution:-

**“RESOLVED THAT** pursuant to Section 61(1)(a) of the Companies Act, 2013 and subject to the approval of shareholders and intimation to Registrar of Companies, Clause V of the Memorandum of Association be and is hereby altered by increasing the Authorized Share Capital of the Company increased from existing Rs. 50,000,000/- (Rupees Five Crore Only) divided into 50,00,000 (Fifty Lakh) Equity shares of Rs. 10/- (Rupees Ten) each to Rs. 5,25,00,000/- (Rupees Five Crore Twenty Five Lakh Only) divided into 52,50,000 (Fifty Two Lakh Fifty Thousand) Equity shares of Rs. 10/- (Rupees Ten) each by creation of 2,50,000 (Two Lakh Fifty Thousand) further equity shares of Rs. 10/- (Rupees Ten) each ranking pari-passu with the existing equity shares

**“RESOLVED FURTHER THAT** the Clause V of the Memorandum of Association of the Company be and are hereby amended by substituting in its place, the following clause:-


CLAUSE V The Authorized share capital of the Company is Rs. 5,25,00,000/- (Rupees Five Crore Twenty Five Lakh Only) divided into 52,50,000 (Fifty Two Lakh Fifty Thousand) equity shares of Rs. 10/- (Rupees Ten) each

**“RESOLVED FURTHER THAT** AJAY KUMAR AGARWAL, Director of the Company be and is hereby authorized by the Company to take all such steps and actions and give such directions and delegate such authorities, as it may in its absolute discretion, deem appropriate and to sign, submit, execute, fill and file the documents as required with the authorities for the said purposes.”

**“RESOLVED FURTHER THAT** AJAY KUMAR AGARWAL, Director of the Company be and is hereby authorized to issue Notice to convene Extra Ordinary General Meeting and to do all the necessary and incidental activities regarding the above said matter.”

**2. Authorization for further issue of Bonus equity shares to the existing members of the company:-**

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

For INDU ENGINEERING & TEXTILES LTD.  


For INDU ENGINEERING & TEXTILES LTD.





**“RESOLVED THAT** pursuant to the provision of Articles of Association read with the Section 63 of the Companies Act, 2013; and subject to such approvals, permissions and sanctions as may be necessary and also subject to such terms, conditions and modifications as may be prescribed in granting approvals, permissions and sanctions by appropriate authority or authorities and agreed to by the Board of Directors of the Company (hereinafter called the Board, which term shall be construed as to include any committee which the Board may have constituted or may hereafter constitute to exercise the powers including the powers conferred vide this resolution), the consent of the members of the company be and is hereby accorded to capitalize a sum of Rs. **24,52,900/-** out of the reserve standing to the credit of the Company's General Reserves Account, Rs. **24,52,900/- (Rs. Twenty Four Lakh Fifty Two Thousand Nine Hundred Only)** be Capitalized out of the General reserves account of the Company set free for distribution among the Equity shareholders of the company and that the said sum be accordingly set free for distribution not by way of payment in cash but applied in paying up in full **2,45,290** no of equity shares in the company of the face value of Rs 10/- each to be allotted and distributed and credited as fully paid up to and amongst such members in the proportion of 100: 5 No of bonus shares i.e by issue of **2,45,290 (Two Lakh Forty Five Thousand Two Hundred and Ninety)** Equity Share of Rs. 10/- each i.e Five Equity Shares for every Hundred Equity share held by them as on **10<sup>th</sup> November, 2017** and together with an additional 1 Equity Shares to each shareholder along with the fractional figure as Rs. ½ being rounded off to the nearest one that such new shares, as and when issued and fully paid.

That such new equity shares distributed as bonus shares shall rank pari passu in all respect with the existing equity shares of the company and the new equity shares shall be allotted in accordance with the provisions of Articles of Association of the Company.

That for the purpose of giving effect to this resolution, the Board of Directors of the company be and are hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary or desirable and to settle any question difficulty doubt that may arise in regard to the issue and the allotment of the new equity shares or as they may think fit.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to take necessary steps for listing of such shares on the Stock Exchange(s) where the securities of the Company are listed as per the provision of the Listing Agreement with the concerned Stock Exchange(s) and other applicable guidelines, rules and regulations.”

**“RESOLVED FURTHER THAT** AJAY KUMAR AGARWAL, DIN 01193695 R/o Sitaram Colony, Balkeshwar, AGRA, 282005, Uttar Pradesh, INDIA, DIRECTOR of the company be and is hereby authorised to do all the needful compliances in respect of this matter.”

By Order of the Board of Directors

For INDU ENGINEERING & TEXTILES LTD.

*Ajay Kumar Agarwal*  
AJAY KUMAR AGARWAL Director  
DIRECTOR  
DIN: 01193695  
R/O SITARAM COLONY,  
BALKESHWAR Agra 282005 UP IN

INDU ENGINEERING AND TEXTILES LIMITED

For INDU ENGINEERING & TEXTILES LTD.  
*Pramod Kumar Agarwal*  
Mr. PRAMOD KUMAR AGARWAL  
MANAGING DIRECTOR Director  
DIN: 01469533  
R/O D-63, Kamla Nagar,  
AGRA 282005 UP IN

Date: 10<sup>th</sup> November, 2017



**NOTES:-**

1. The Explanatory Statement and reasons for the proposed resolutions stated hereinabove; pursuant to section 102 of the Companies Act, 2013("the Act") read with Companies (Incorporation) Rules, 2014 , Companies (Share Capital and Debentures) Rules, 2014 and Companies (Meetings of Board and its Powers) Rules, 2014 in respect of Special Business are appended hereto
2. A MEMBER ENTITLED TO ATTEND AND VOTES IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty members holding in aggregate, not more than ten percent of the total share Capital of Company may appoint a single person as Proxy, who shall not act as a Proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours (Sunday is included in computation of 48 hours) before the commencement of the Meeting. A Proxy Form is annexed to this report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable.
3. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
4. All documents referred to in the accompanying Notice and the Explanatory Statements are open for inspection at the Registered Office of the Company on all working days, except Sundays and Bank holidays, between 10 a.m. and 6 p.m. up to the date of the Meeting.
5. Members may also note that the Notice of the Extra Ordinary General Meeting will also be available on the Company's website [www.induengineeringltd.com](http://www.induengineeringltd.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost. For any communication, the shareholders may also send requests to the Company's designated email id: [induagracs@gmail.com](mailto:induagracs@gmail.com) and [induengg.agra@gmail.com](mailto:induengg.agra@gmail.com)
6. Members / Proxies are requested to bring attendance slip duly filled in for attending the

For INDU ENGINEERING &amp; TEXTILES LTD.

For INDU ENGINEERING &amp; TEXTILES LTD.

Registered Office: 12/16-A, Navalganj, Nunhal, AGRA - 282006

Director

Director



# INDU ENGINEERING AND TEXTILES LTD.

CIN: L74899UP1972PL0086068

Manu. and Exp. of Graded Grey Iron, S.G. Iron and Steel Casting.



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E-mail: induengg.agra@gmail.com  
indugrats@gmail.com  
Web: www.induengineeringtd.com  
www.induengineering.com

- Meeting. Corporate Members are requested to send to the registered office of the Company, a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Extra-Ordinary General Meeting.
7. The Notice of the EGM is being sent by electronic mode to those Members whose e mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e mail addresses, physical copies are being sent by the permitted mode.
  8. To support the 'Green Initiative', the Members who have not registered their e mail addresses are requested to register the same with RTA/Depository Participants.
  9. The ISIN No. allotted for the Company's shares is INE022S01018.
  10. In terms of Regulation 44 of the (LODR) Regulation, 2015, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a Ballot Form is attached. Members desiring to exercise vote by Ballot are requested to carefully read the instructions printed in the form, to complete the Ballot Form with assent (for) or dissent (against) and send it to **Mr. Anuj Ashok**, Scrutinizer, 41, Jaipur House Market, 282010, Tel.: 0562-4008598, Mobile: 9319215839, Email: [anujashokcs@gmail.com](mailto:anujashokcs@gmail.com) so as to reach him on or before Wednesday, December 20, 2017 by 10.00 A.M. Any Ballot Form received after the said date shall be treated as if the reply from the Members has not been received.
  11. Members can request for a Ballot Form at INDU ENGINEERING AND TEXTILES LIMITED, 12/16-A Nawal Ganj, Nunhai, Agra-282006 or they may also address their request through E-mail to: [induagracs@gmail.com](mailto:induagracs@gmail.com) and [induengg.agra@gmail.com](mailto:induengg.agra@gmail.com), Contact No.: +91-9319155002/ 0562-3090805.
  12. The E-voting period for all items of business contained in this Notice shall commence from Friday the 17th November, 2017 at 9.00 a.m. and will end on Saturday, the 16th December, 2017 at 5.00 p.m. During this period equity shareholders of the Company holding shares either in physical form or in dematerialized form as on the cutoff date of **November 10, 2017**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently.
  13. The voting rights of Members shall be in proportion to their equity shareholding in the paid up equity share capital of the Company as on **November 10, 2017**.
  14. **Mr. Anuj Ashok**, Practicing Company Secretaries (Membership No. FCS 5469) an Independent Professional has been appointed as the Scrutinizer to Scrutinize the E-voting process in a fair and transparent manner (including the Ballot Form received from the members who do not have access to the e-voting process) in a fair and transparent manner.
  15. The Results of E-voting shall be declared at the EGM of the Company and the results along with Scrutinizer's report shall be placed on the website of the Company thereafter and shall also be communicated to the Stock Exchanges. The Resolutions shall be deemed to be passed, if approved, on the date of EGM.
  16. The Scrutinizer shall immediately after the conclusion of voting at the meeting, first count the votes casted at the meeting, thereafter unblock the votes casted through remote e-voting in the presence of at least 2 witnesses not in the employment of the Company and make, not later than 3 days of conclusion of the meeting and after scrutinizing such votes received shall make a Scrutinizer's report of the votes cast in favor or against or invalid votes in connection with the resolution(s) mentioned in the Notice of the Meeting and submit the same forthwith to the Chairman of the Company.

For INDU ENGINEERING & TEXTILES LTD.

For INDU ENGINEERING & TEXTILES LTD.

Registered Office: 12/16-A, Nawal Ganj, Nunhai, AGRA-282006  
Director

Director





**17. The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on Friday the 17<sup>th</sup> November, 2017 at 9.00 a.m. and ends on Saturday the 16<sup>th</sup> December, 2017 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of November 10<sup>th</sup>, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) 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> <ul style="list-style-type: none"> <li>• 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.</li> <li>• 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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
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> <ul style="list-style-type: none"> <li>• 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 (iv).</li> </ul>

For INDU ENGINEERING & TEXTILES LTD.

Registered Office: 12/ 16-A, Nawalganj, Nunhai, AGRA - 282006

For INDU ENGINEERING & TEXTILES LTD.

Director

Director





- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30<sup>th</sup> June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

For INDU ENGINEERING &amp; TEXTILES LTD.

Director

For INDU ENGINEERING &amp; TEXTILES LTD.

Director

Registered Office: 12/ 16-A, Nawalganj, Nunhai, AGRA - 282006



**INDU ENGINEERING AND TEXTILES LTD.**

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Manu. and Exp. of Graded Grey Iron, S.G. Iron and Steel Casting.



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E-mail : indueng1agra@gmail.com  
indugra1@gmail.com  
Web : www.induengineeringltd.com  
www.induengineering.com

- 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.
- (xx) 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).

In case of members receiving the physical copy


- (A) Please follow all steps from sl. no. (I) to sl. no. (xx) above to cast vote.
- (B) The Voting period beings on Friday, 17<sup>th</sup> November, 2017 at 9.00 a.m. and will end on Saturday, 16<sup>th</sup> December, 2017 at 5.00 p.m. During these period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date (record date) of 10<sup>th</sup> November, 2017, may cast their vote electronically. The e-voting module shall be disable by CDSL for voting thereafter.
- (C) 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.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

18. NEW SET OF MEMORANDUM OF ASSOCIATION IS ATTACHED HERewith.

By Order of the Board of Directors  
**INDU ENGINEERING AND TEXTILES LIMITED**

For INDU ENGINEERING & TEXTILES LTD.

For INDU ENGINEERING & TEXTILES LTD.

  
AJAY KUMAR AGARWAL Director  
DIRECTOR  
DIN: 01193695  
R/O SITARAM COLONY,  
BALKESHWAR Agra 282005 UP IN

  
Mr. PRAMOD KUMAR AGARWAL Director  
MANAGING DIRECTOR  
DIN: 01469533  
R/O D-63, Kamla Nagar,  
AGRA 282005 UP IN

Date: 10<sup>th</sup> November, 2017



**EXPLANATORY STATEMENT**

The explanatory statement pursuant to Section 102 of the Companies Act, 2013 for Item accompanying the notice as under:

**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013:****EXPLANATORY STATEMENT TO THE RESOLUTION ADOPTED BY THE BOARD OF DIRECTORS AND FORWARD THE SAME FOR SHAREHOLDERS APPROVAL INDU ENGINEERING AND TEXTILES LIMITED IN ACCORDANCE WITH ITS AUTHORITY, AT A MEETING DULY HELD ON FRIDAY 10<sup>TH</sup> NOVEMBER, 2017.****1. Pursuant to item no. 1**

The company is planning to expand business and its related activities which involved huge funds and the same can be sourced by way of issue of shares to the public at large, to arrange huge funds it is proposed to increase the present Authorized Share Capital is to Rs. 50,000,000/- (Rupees Five Crore Only) divided into 50,00,000 (Fifty Lakh) Equity shares of Rs. 10 each of the Company. To augment the long-term resources of the Company and the project/ business of the company need more funds that will arranged from allotment of shares and the issued capital of the company must be under the limit of Authorized Share Capital so it has become necessary to increase the Authorized Share Capital from the existing limit of Rs. 50,000,000/- (Rupees Five Crore Only) divided into 5,000,000 (Fifty Lakh) Equity shares of Rs. 10/- (Rupees Ten) each to Rs. 5,25,00,000/- (Rupees Five Crore Twenty Five Lakh Only) divided into 52,50,000 (Fifty Two Lakh Fifty Thousand) Equity shares of Rs. 10/- (Rupees Ten) ranking pari-passu with the existing shares. Pursuant to Section 61(1) (a) of the Companies Act, 2013 and amend the provisions of Clause V of Memorandum of Association it requires the approval of shareholders and intimation to Registrar of Companies for effectuating the decision.

The provisions of the Companies Act, 2013 require the Company to seek the approval of the Members for increase in the Authorized Share Capital and for the alteration of capital clause of the Memorandum of Association of the Company.

The Board of Directors accordingly recommends the resolutions for the approval of the Members

This resolution as Item No.1 is being proposed as an Ordinary resolution. None of the directors is interested in this resolution.

**2. Pursuant to item no. 2**

The company has good size of amount in Reserves & Surplus and the such funds can be utilized by declaring dividend or by capitalizing the Reserves by issue of Fully Paid Bonus shares to the existing shareholders and this will be better option to retain the funds of the company as well as to give reward to the shareholders for their support. So he propose and recommended to issue of Bonus Share in the ratio 100: 5 (Five Shares of Rs. 10 each as Bonus Share for every Hundred Fully paid up equity Share ) together with an additional 1 Equity Shares to each shareholder along with the fractional figure as Rs. ½ being rounded off to the nearest one that such new shares by way of capitalizing of Rs. 24,52,900/- standing under Reserve and Surplus.

For INDU ENGINEERING &amp; TEXTILES LTD.

For INDU ENGINEERING &amp; TEXTILES LTD.

Registered Office: 12/ 16-A, Nawalganj, Nunhal, AGRA - 282006

Director

Director



# INDU ENGINEERING AND TEXTILES LTD.

CIN: L74899UP1972PLC086068

Manu. and Exp. of Graded Grey Iron, S.G. Iron and Steel Casting.



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www.induengineering.com

That the financial calculations are already been drafted and placed before the board members and other legal issue are also been discussed by the Board members after considering all facts and figures and board members states as under; it requires the approval of shareholders for effectuating the decision, this resolution as Item No.2 is being proposed as an Ordinary Resolution.

Such Fully Paid-up Bonus Shares shall be distributed to the Members of your Company, whose names shall appear on its Register of Members or in the respective beneficiary account with their respective Depository Participants, on the Record Date to be determined by the Board of Directors of your Company for the purpose of issue of Bonus Shares, in the ratio of 100:5 to existing equity.

None of the directors is interested in this resolution.

The Board of directors recommends the resolution to be passed as the Ordinary Resolution.

The Price of the issue will be Rs. 10/- each as fully paid Bonus Equity shares to the existing members of the Company

Your Directors recommend the resolution to be passed a ordinary Resolution for your approval.

The proposed resolution does not relate or affect any other company.

For INDU ENGINEERING & TEXTILES LTD.

Director

For INDU ENGINEERING & TEXTILES LTD.

Director



**INDU ENGINEERING AND TEXTILES LTD.**

CIN: L74899UP1972PLC086068

Manu. and Exp. of Graded Grey Iron, S.G. Iron and Steel Casting.

IETL

Tel: +91-562-3290805  
Fax: 0562-2851230  
E-mail: induengg.agra@gmail.com  
indugrabs@gmail.com  
www.induengineeringtd.com  
www.induengineering.com(i) **Shareholding Pattern before and after the Proposed Bonus Issue:**

Category	Pre-Issue Equity Holdings		Allotment of Equity Shares		Post-Issue Equity Holdings	
	No. of Shares	% of Share Holding	No. of Equity Shares	% of Equity Shares Holding	No. of Shares	% of Share Holding
1) Promoter Holdings						
a. Indian Promoters	110000	2.24 49	5500	2.24	115500	2.24
b. Foreign Promoters	0	0.00	0	0.00	0	0.00
Sub-total	<b>110000</b>	<b>2.24 49</b>	5500	<b>2.24</b>	<b>115500</b>	2.24
2) Non-Promoters Holding						
a. Resident Indians (Individuals, HUF)	4790000	97.7 551	<b>239790</b>	97.7 5	5029790	97.75
b. Bodies Corporate	0	0.00	0	0.00	0	0.00
c. NRI/FI/FII/NRR	0	0.00	0	0.00	0	0.00
d. Others(Trust)	0	0.00	0	0.00	0	0.00
Sub-Total	<b>4790000</b>	<b>97.7 551</b>	<b>239790</b>	97.7 5	5029790	<b>97.75</b>
Total	4900000	100. 00	245290	100. 00	5145290	100.0 0

By Order of the Board of Directors

For INDU ENGINEERING &amp; TEXTILES LTD.

**INDU ENGINEERING AND TEXTILES LIMITED** & TEXTILES LTD.

*anyany*  
AJAY KUMAR AGARWAL Director  
DIN: 01193695  
R/O SITARAM COLONY,  
BALKESHWAR Agra 282005 UP IN

*anyany*  
Mr. PRAMOD KUMAR AGARWAL Director  
MANAGING DIRECTOR  
DIN: 01469533  
R/O D-63, Kamla Nagar,  
AGRA 282005 UP IN

Date: 10<sup>th</sup> November, 2017



# INDU ENGINEERING AND TEXTILES LTD.

Manu. and Exp. of Graded Grey Iron, S.G. Iron and Steel Casting.

CIN: L74899UP1972PLC086068



Tel : +91-562-3290805  
Fax : 0562-2851230  
E-mail : induengg.agra@gmail.com  
          indiaengr@gmail.com  
          indiaengr@gmail.com  
Web : www.induengineering.com  
      www.induengineering.com

## ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP IN ALL RESPECTS AND HAND IT OVER AT THE ENTERANCE OF THE MEETING HALL.

REGD. FOLIO NO./CLIENT ID  
DP ID NO.  
CLIENT ID  
NO. OF SHARES  
NAME  
ADDRESS

.....  
.....  
.....  
.....  
.....  
.....

I hereby certify that I am a registered shareholder/proxy for the registered shareholder of the company. I hereby record my presence at the Extra ordinary General Meeting of the Company to be held on WEDNESDAY, 20<sup>th</sup> DECEMBER 2017 at 04.00 P.M. at the Registered Office of the Company at 12/16 A NAWALGANJ NUNHAI AGRA Agra UP 282006 IN.

NAME OF THE SHAREHOLDER/PROXY	SIGNATURE OF SHAREHOLDER/PROXY





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: L74899UP1972PLC086068

Name of the company: INDU ENGINEERING AND TEXTILES LIMITED

Registered office: 12/16 A NAWALGANJ NUNHAI AGRA UP 282006 IN

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client 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 and on my behalf at the Extra ordinary general meeting of the company, to be held on the WEDNESDAY, 20th DECEMBER 2017 at 04.00 P.M. at the Registered Office of the Company at 12/16 A NAWALGANJ NUNHAI AGRA Agra UP 282006 IN. and at any adjournment thereof in respect of such resolutions as mention in notice of meeting:

Affix

Revenue Stamp

Signed this 10<sup>th</sup> November, 2017

Signature of shareholder

Signature of Proxy holder(s)

Note:

THIS FORM OF PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY COMPLETED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.





## POSTAL BALLOT FORM

1. Registered Folio No./ DP ID No. & Client ID No.* *(Applicable to investors holding shares in dematerialized form)	
2. Name(s) and Registered Address of the sole/first named Shareholder / Beneficial owner, including Joint holder(s), if any (in block letters)	
3. Number of shares held	

I/We hereby exercise my/our vote in respect of the ORDINARY RESOLUTION to be passed through postal ballot for the businesses stated in the notice of the Company dated 10.11.2017 by sending my/our assent or dissent to the said resolution by placing the tick(✓) mark at the appropriate box below:-

SL NO.	Description	No. of Shares	I/We assent the resolution (FOR)	I/We dissent the resolution (AGAINST)	I/We standing impartial to the resolution (CAN'T SAY)
1.	<b>Item No. 1 as contained in the Notice:</b> Ordinary Resolution To Authorize Board to Increase in the Authorized Share Capital and Amendment in Memorandum of Association				
2.	<b>Item No. 2 as contained in the Notice:</b> Ordinary Resolution To authorize Board to issue bonus shares to the existing shareholders of the Company in the ratio of 100:5				

Place : Agra  
 Date : 10/11/2017

Note : Please read carefully the instructions printed overleaf before exercising the vote through this form and for e-voting, please refer the instructions under "For voting in electronic form (e-voting)" in the notice attached herewith.



**INSTRUCTIONS**

1. A member desiring to exercise vote by postal ballot may complete this postal ballot form and send it to the Scrutinizer in the enclosed self addressed envelope.
2. The self addressed envelope bears the address of the scrutinizer appointed by the Board of Directors of the Company .
3. This form should be completed and signed by the shareholder, (as per the specimen signature registered with the company or furnished to National Security Depository Limited or Central Depository Services (India) Limited in respect of shares held in physical form or dematerialised form respectively). In case of joint holding, this form should be completed and signed by the first named share holder and in his absence, by the next named share holder.
4. Incomplete and /or unsigned Postal Ballot Form will be rejected.
5. Duly completed postal ballot form should reach the address of the scrutinizer not later than the close of working hours on 10<sup>th</sup> day of March, 2016. Postal Ballot Form received after this date will be strictly treated as if the reply from the member has not been received.
6. Exercise of vote by postal ballot through proxy is not permitted. Members are requested to carefully read the instructions printed and tick (✓) mark should be placed in the relevant box signifying assent (FOR) /dissent (AGAINST) for the resolution, as the case may be before mailing the postal ballot form.
7. Incomplete, unsigned, improperly or incorrectly tick marked postal ballot forms will be rejected. Postal Ballot forms bearing tick marks in both the columns will render the postal ballot form invalid.
8. The members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage prepaid envelope as all such envelopes will be sent to the scrutinizer and any extraneous paper found in the such envelope would be destroyed by the scrutinizer.
9. The scrutinizer's decision on the validity of postal ballot shall be final.